COMPASS GROUP

Company number 4083914

NOTICE OF ANNUAL GENERAL MEETING

THURSDAY, 3 FEBRUARY 2022



Ian Meakins
Chairman

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial advisor authorised under the Financial Services and Markets Act 2000. If you have sold or otherwise transferred all your shares in Compass Group PLC, please send this Notice and the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so that they can pass these documents to the person who now holds the shares.

DEAR SHAREHOLDER

The 2022 Annual General Meeting (the Meeting or the AGM) of Compass Group PLC (the Company) will be held at 12 noon on Thursday, 3 February 2022 in the Live Room at Rugby Football Union, Rugby House, Twickenham Stadium, 200 Whitton Road, Twickenham, Middlesex TW2 7BA.

2022 AGM ARRANGEMENTS

The Board is looking forward to welcoming shareholders to the AGM, which you will be able to attend in person in the Live Room in Rugby House, Twickenham Stadium. To help ensure your safety and manage the numbers attending the AGM, this year, we are asking that only shareholders or their duly nominated proxies attend the Meeting in person. Persons who are not shareholders or their duly nominated proxies should not attend the Meeting unless arrangements have been made in advance with the Group Company Secretariat, whose contact details can be found on page 18.

Last year, for the first time, shareholders were able to participate in our AGM through an online facility. We have decided to continue this practice to enable shareholders to follow the AGM remotely should they wish to do so, although only those shareholders or their duly nominated proxies who attend in person will be deemed to be present at the Meeting and will be entitled to speak and vote at the AGM.

Shareholders who use the online facility will not be entitled to speak and vote at the AGM. However, they will be able to submit questions before and during the Meeting, up to and throughout the question and answer session. This can be done by accessing the AGM website, https://web.lumiagm.com. Full details of how to follow the Meeting online are set out on page 20 of this document.

Important note

The Company may be required to change the arrangements for the Meeting at short notice should government restrictions on public gatherings or other social distancing measures be reintroduced, for example in the event of a further outbreak of COVID-19. In such circumstances, the Company may be required to hold the Meeting entirely in electronic form, without shareholders being able to attend the Meeting in person. If this is the case, we will publish the relevant information on the Company's website www.compass-group.com and make an announcement to the London Stock Exchange via the regulatory information service.

Please check the Company's website in advance of the Meeting in case there are any changes made to the arrangements for the AGM.

How to vote

Your vote is important to us. At the Meeting, all proposed resolutions will be put to a vote on a poll. This is the most democratic way of voting and results in a more accurate reflection of shareholders' views by ensuring that every vote cast is recognised.

If you are unable to attend the AGM in person, **we strongly encourage you to vote in advance by appointing the Chairman** or another duly nominated person **as your proxy**. You may appoint another person as your duly appointed proxy; however, please bear in mind if restrictions on public gatherings are reintroduced, your proxy may not be permitted to attend the Meeting and therefore would not be able to vote your shares. Our registrar, Link Group, must receive your online or postal proxy appointment and voting instructions by 12 noon on Tuesday, 1 February 2022 at the latest to ensure that your vote is counted.

Details of how to submit a proxy are set out on page 16 of this document.

BUSINESS OF THE MEETING

The formal notice of the AGM is set out on pages 7 to 20. Full details of the resolutions to be proposed at the AGM are contained in the explanatory notes on pages 10 to 15 of this document.

The majority of the resolutions are those that are dealt with as a matter of course at each annual general meeting of the Company.

Resolution 2 deals with the proposed directors' remuneration policy for the 2022-2025 period, which determines the composition of the remuneration of our executive directors. The remuneration policy which is currently in operation was last approved at the 2021 AGM. Following engagement with many of our major institutional shareholders, we have decided to propose some changes to our remuneration policy to better align it with the market and to ensure that our remuneration structures are effective, consistent with best practice and enable us to continue to engage, motivate and retain the talented colleagues who are critical to the success of the Company. The changes proposed include an increase to the multiple of salary used to determine future LTIP awards quantum for executive directors, whilst remaining within the maximum award size under the existing Policy, and removing the 'exceptional' maximum provision from our new policy, the introduction of mandatory deferral of a proportion of the annual bonus for executive directors and an enhancement to our share ownership guidelines. Shareholders will be asked to approve the new policy at the AGM.

Details of the proposed policy are set out in the Directors' Remuneration Report in the 2021 Annual Report on pages 152 to 160.

In 2020, the Board took the difficult decision to suspend dividend payments. However, with positive momentum in rebuilding the Company's revenues and margins, supported by strong cash flow generation of the business, the Board has recommended that a final dividend of 14.0 pence per ordinary share be paid on 28 February 2022 to shareholders on the register at close of business on 21 January 2022 and Resolution 4 deals with this recommendation.

Resolution 5 deals with the proposed election of Mr Palmer Brown who was appointed as an executive director and Group Chief Financial Officer Designate on 4 October 2021. Mr Brown became Group Chief Financial Officer on 1 November 2021 and a member of the Corporate Responsibility Committee on the same date. Palmer, who has been with the Group for more than 20 years knows the business very well and is ideally suited to help lead the Group as it recovers from the impact of the COVID-19 pandemic.

Resolutions 6 and 7 concern the proposed elections of Ms Arlene Isaacs-Lowe and Mr Sundar Raman as non-executive directors.

Ms Isaacs-Lowe was appointed as a non-executive director on 1 November 2021. Mr Raman's prospective appointment as a non-executive director will take effect on 1 January 2022. Both Ms Isaacs-Lowe's and Mr Raman's memberships of the Audit, Corporate Responsibility, Nomination and Remuneration Committees are effective from the dates of their appointments.

Biographies of the directors standing for election or re-election can be found on pages 3 to 6.

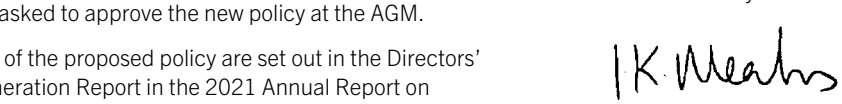
John Bason, who has been a Non-executive director since 2011, will not stand for re-election and will retire from the Board at the conclusion of the AGM. During his tenure, John served as Chairman of the Audit Committee and SID and has been a great source of support in my first year as Chairman. On behalf of the Board, I would like to thank John for his invaluable and tireless service to the Company and to wish him well for the future.

BOARD RECOMMENDATIONS

The directors believe that each of the proposed Resolutions to be considered at the AGM is in the best interests of the Company and its shareholders as a whole and recommend that all shareholders vote in favour of all Resolutions, as they intend to do in respect of their own shareholdings. The results of the voting on all Resolutions will be announced via the London Stock Exchange regulatory information service and published on our website as soon as practicable following the conclusion of the AGM.

I look forward to meeting you in person at the forthcoming AGM.

Yours faithfully



Ian Meakins
Chairman

13 December 2021

DIRECTORS STANDING FOR ELECTION AND RE-ELECTION



IAN MEAKINS
Chairman



DOMINIC BLAKEMORE
Group Chief Executive Officer (CEO)



PALMER BROWN
Group Chief Financial Officer (CFO)



GARY GREEN
Group Chief Operating Officer, North America



JOHN BRYANT
Senior Independent Director



CAROL ARROWSMITH
Non-executive director



STEFAN BOMHARD
Non-executive director



ARLENE ISAACS-LOWE
Non-executive director



ANNE-FRANCOISE NESMES
Non-executive director



SUNDAR RAMAN
Non-executive director



NELSON SILVA
Non-executive director



IREENA VITTAL
Non-executive director

IAN MEAKINS

● C N

Chairman

Appointment

Appointed to the Board in September 2020. Became Chairman of the Board in December 2020.

Key skills and competencies

Ian is an experienced Chairman and former CEO with a strong background in B2B and B2C across a variety of sectors in global organisations.

Current external appointments

Ian is non-executive Chairman of Rexel SA.

Previous experience

Ian is former Chief Executive of Wolseley plc (now Ferguson plc), Travelex Holdings Ltd and Alliance UniChem plc (until its merger with Boots). Prior to that he held positions at Diageo PLC, Bain & Company and Procter & Gamble, and was a Founding Partner of Kalchas Group management consultants. Ian was previously a non-executive director of O2 plc and the senior independent director at Centrica plc. He was formerly non-executive Chairman of The Learning Network BV.

DOMINIC BLAKEMORE

C E G

Group CEO

Appointment

Joined the Board in February 2012. Dominic previously held the roles of Group Finance Director, Group Chief Operating Officer, Europe and Deputy Group CEO. He assumed the role of Group CEO in January 2018.

Key skills and competencies

Dominic has extensive financial management experience in a number of international businesses together with general operational management experience. He is a chartered accountant.

Current external appointments

Dominic joined the board of London Stock Exchange Group as a non-executive director in January 2020 and is also a member of the Council of University College London.

Previous experience

Dominic was formerly non-executive director of Shire plc and CFO of Iglo Foods Group Limited. Before joining Iglo, Dominic was European Finance & Strategy Director at Cadbury Plc having previously held senior finance roles at that company. Prior to that, Dominic was a director at PricewaterhouseCoopers LLP.

PALMER BROWN

C D E G T

Group CFO

Appointment

Appointed to the Board in October 2021, having joined the Group in 2001. Became Group CFO in November 2021.

Key skills and competencies

Palmer joined Compass in 2001 and during his tenure has held a variety of senior finance, strategy and legal positions and has played a central role as a member of the executive team in North America. He has also coordinated many of the acquisitions and disposals for the Group. Palmer has a degree in business and law and is a certified public accountant.

Current external appointments

None.

Previous experience

Palmer was previously Group Commercial Director and before that Chief Strategy Officer, Compass Group North America. Prior to that he also served as General Counsel and Executive Vice President of Corporate Legal Affairs for our US business.

BOARD COMMITTEE MEMBERSHIP

A Audit Committee
C Corporate Responsibility Committee
D Disclosure Committee
E Executive Committee
G General Business Committee
N Nomination Committee
R Remuneration Committee
T Treasury Management Committee

● Chairman/Committee Chair
▲ Senior Independent Director
★ Designated NED for workforce engagement

GARY GREEN E G

Group Chief Operating Officer, North America

Appointment

Joined the Board in January 2007. Appointed Group Chief Operating Officer, North America in April 2012.

Key skills and competencies

Gary brings strong business and operational leadership as well as business development and wide ranging sales experience. Gary is a chartered accountant and in 2001 received an honorary doctorate from Johnson & Wales University in the USA.

Current external appointments

None.

Previous experience

Gary joined the Group in 1986 in a senior finance role in the UK and became a UK director in 1992. He relocated to the USA in 1994 as CFO of the Group's North American business and in 1999 became its CEO.

JOHN BRYANT A C N R

Senior Independent Director (SID)

Appointment

Appointed to the Board in September 2018. Appointed SID in February 2021.

Key skills and competencies

John brings over 30 years' experience to the Board with a particular focus on finance, operations, M&A, strategy and portfolio transformation.

Current external appointments

Non-executive director of Coca-Cola Europacific Partners plc, Ball Corporation and Macy's Inc.

Previous experience

John is the former Executive Chairman and CEO of global consumer goods company Kellogg. Prior to joining Kellogg in 1998, John held strategic and operational roles in several companies, worldwide.

CAROL ARROWSMITH A C N R

Non-executive director

Appointment

Appointed to the Board in June 2014.

Key skills and competencies

Carol brings extensive advisory experience, especially of advising boards on executive remuneration across a range of sectors. Carol is a Fellow of the Chartered Institute of Personnel and Development.

Current external appointments

Non-executive director of Centrica plc and Vivo Energy PLC, director and trustee of Northern Ballet Limited and director of Arrowsmith Advisory Limited. Member of the Advisory Group for Spencer Stuart.

Previous experience

Carol is a former partner and advisor of Deloitte LLP and was Vice Chairman of its UK business. She is also a former director of the Remuneration Consultants Group and non-executive director of TMF Group Limited.

STEFAN BOMHARD A C N R

Non-executive director

Appointment

Appointed to the Board in May 2016.

Key skills and competencies

Stefan brings extensive experience of working in international environments, particularly relating to the operation, sales and marketing of well known consumer food and drink brands.

Current external appointments

CEO of Imperial Brands PLC.

Previous experience

Stefan is the former CEO of Inchcape plc and before that was President of Bacardi Limited's European region and was also responsible for its global commercial organisation and global travel retail. Previous roles have included a number of worldwide senior positions at Cadbury Plc, Unilever PLC, Diageo plc, Burger King and Procter & Gamble.

ARLENE ISAACS-LOWE A C N R

Non-executive director

Appointment

Appointed to the Board in November 2021.

Key skills and competencies

Arlene brings over 20 years' executive experience to the Board in Corporate Social Responsibility (CSR), finance, strategy and sales across the US, Europe, the Middle East and Africa.

Current external appointments

Special Advisor at Moody's Corporation, member of the advisory board of Agbanga Karite LLC and member of the advisory board of Howard University School of Business.

Previous experience

Arlene was formerly the Global Head of Corporate Social Responsibility of Moody's Corporation, where she developed and implemented their global CSR strategy. She joined Moody's in 1998 where she has held various senior leadership, analytical, commercial and relationship management roles. Prior to joining Moody's, Arlene was CFO of Equinox Realty Advisors LLC and before that, she was a portfolio manager with MetLife Realty Group, Inc.

ANNE-FRANCOISE NESMES A C N R

Non-executive director

Appointment

Appointed to the Board in July 2018. Appointed Chair of the Audit Committee in February 2021.

Key skills and competencies

Anne-Francoise has a wealth of experience in finance and accounting gained in international organisations with a strong focus on strategy, M&A and governance. Anne-Francoise is a chartered management accountant.

Current external appointments

CFO of Smith+Nephew PLC.

Previous experience

Anne-Francoise is the former CFO of Merlin Entertainments PLC and Dechra Pharmaceuticals PLC, and also held a number of senior finance roles during her 16 year tenure at GlaxoSmithKline.

SUNDAR RAMAN

A C N R

Non-executive director

Appointment

Appointed to the Board with effect from 1 January 2022.

Key skills and competencies

Sundar brings over 20 years' experience as an executive in the US operating in highly competitive markets and successfully growing global consumer brands.

Current external appointments

Global CEO of Procter & Gamble's Fabric and Home Care business based in Switzerland, Chairman of the American Cleaning Institute, and a member of the board of the National Underground Railroad Freedom Center.

Previous experience

Sundar was formerly President, Home Care and P&G Professional with Procter & Gamble. He started his career with Procter & Gamble in 1998 as a market analyst and has held a number of senior leadership roles in business intelligence, marketing and innovation across a variety of product lines and market segments.

NELSON SILVA

A C N R

Non-executive director

Appointment

Appointed to the Board in July 2015.

Key skills and competencies

Nelson has considerable executive management experience in a variety of senior leadership roles within major international companies, with a particular focus on Brazil.

Current external appointments

Non-executive director of Nutrien Ltd, Altera Infrastructure L.P. (private company) and an advisor to Appian Capital Advisory LLP and HSB Solomon Associates LLC.

Previous experience

Nelson was formerly an executive director of Petróleo Brasileiro S.A. and President of the Aluminium business unit at BHP Billiton PLC, based in the UK. Prior to joining BHP Billiton, Nelson held a number of senior positions at Vale S.A., including Sales and Marketing Director based in Belgium, Japan and Brazil. Nelson is a former non-executive director of Cosan Limited, Managing Director of Embraer for Europe and Africa, based in France, and Chief Executive Officer of All Logistica in Argentina.

IREENA VITTAL

A C N R

Non-executive director

Appointment

Appointed to the Board in July 2015. Appointed Designated NED for workforce engagement in October 2019.

Key skills and competencies

Ireena brings strong advisory, business and operational experience across a variety of retail businesses, with a particular focus on India.

Current external appointments

Non-executive director of Diageo plc, Godrej Consumer Products Limited, WIPRO Limited and Housing Development Finance Corporation Limited.

Previous experience

Ireena was formerly a non-executive director of Titan Company Limited, The Indian Hotels Company Limited, Cipla Limited, Tata Global Beverages Limited, Tata Industries, Zomato Media Private Limited, GlaxoSmithKline Consumer Healthcare and Axis Bank Limited, as well as Head of Marketing and Sales at Hutchinson Max Telecom and a partner at McKinsey and Company.

COMPASS GROUP PLC NOTICE OF ANNUAL GENERAL MEETING 2022

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the Meeting or the AGM) of Compass Group PLC (the Company) will be held at 12 noon on Thursday, 3 February 2022 in the Live Room at Rugby Football Union, Rugby House, Twickenham Stadium, 200 Whitton Road, Twickenham, Middlesex TW2 7BA to consider and, if thought fit, to pass Resolutions 1 to 20 as ordinary resolutions and Resolutions 21 to 24 as special resolutions:

ORDINARY RESOLUTIONS

Annual Report and Accounts

1. To receive and adopt the Directors' Annual Report and Accounts and the Auditor's Report thereon for the financial year ended 30 September 2021.

Directors' Remuneration Policy

2. To receive and adopt the Remuneration Policy set out on pages 152 to 160 of the Directors' Remuneration Report contained within the Annual Report and Accounts for the financial year ended 30 September 2021, such Remuneration Policy to take effect from the date on which this Resolution is passed.

Directors' Remuneration Report

3. To receive and adopt the Directors' Remuneration Report (other than the Remuneration Policy referred to in Resolution 2 above) contained within the Annual Report and Accounts for the financial year ended 30 September 2021.

Final Dividend

4. To declare a final dividend of 14.0 pence per ordinary share in respect of the financial year ended 30 September 2021.

Election and re-election of directors

5. To elect Palmer Brown as a director of the Company.
6. To elect Arlene Isaacs-Lowe as a director of the Company.
7. To elect Sundar Raman as a director of the Company.
8. To re-elect Ian Meakins as a director of the Company.
9. To re-elect Dominic Blakemore as a director of the Company.
10. To re-elect Gary Green as a director of the Company.
11. To re-elect Carol Arrowsmith as a director of the Company.
12. To re-elect Stefan Bomhard as a director of the Company.
13. To re-elect John Bryant as a director of the Company.
14. To re-elect Anne-Francoise Nesmes as a director of the Company.
15. To re-elect Nelson Silva as a director of the Company.
16. To re-elect Ireena Vittal as a director of the Company.

External auditor's reappointment and remuneration

17. To reappoint KPMG LLP as the Company's auditor until the conclusion of the next Annual General Meeting of the Company.
18. To authorise the Audit Committee to agree the auditor's remuneration.

Political donations

19. To authorise the Company and any company which is, or becomes, a subsidiary of the Company during the period to which this Resolution relates, to:

    19.1 make donations to political parties or independent election candidates;

    19.2 make donations to political organisations other than political parties; and

    19.3 incur political expenditure, during the period commencing on the date of this Resolution and ending on the date of the Company's next Annual General Meeting, provided that any such donations and expenditure made by the Company, or by any such subsidiary, shall not exceed £100,000 per company and, together with those made by any such subsidiary and the Company, shall not exceed in aggregate £100,000.

    Any terms used in this Resolution 19 which are defined in Part 14 of the Companies Act 2006 shall bear the same meaning for the purposes of this Resolution.

Directors' authority to allot shares

20. 20.1 To renew the power conferred on the directors by article 12 of the Company's articles of association for a period expiring at the end of the next Annual General Meeting of the Company after the date on which this Resolution is passed or, if earlier, at close of business on 2 May 2023; and for that period the section 551 amount shall be £65,703,300.

    20.2 In addition, the section 551 amount shall be increased by £65,703,300 for a period expiring at the end of the next Annual General Meeting of the Company after the date on which this Resolution is passed, provided that the directors' power in respect of such latter amount shall only be used in connection with a rights issue:

    20.2.1 to holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and

    20.2.2 to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

    and that the directors may impose any limits or restrictions and make any arrangements which they consider necessary to deal with fractional entitlements, legal or practical problems under the laws of, or the requirements of, any relevant regulatory body or stock exchange, any territory, or any matter whatsoever.

SPECIAL RESOLUTIONS

Disapplication of pre-emption rights

21. To authorise the directors, subject to the passing of Resolution 20, and in accordance with the power conferred on the directors by article 13 of the Company's articles of association, to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that Resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be limited:

    21.1 to allotments for rights issues and other pre-emptive issues; and

    21.2 to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph 21.1 above) up to a nominal amount of £9,855,827 being not more than 5% of the issued ordinary share capital (excluding treasury shares) of the Company as at 30 November 2021, being the last practicable date prior to the publication of this Notice,

    such authority to expire at the end of the next Annual General Meeting of the Company, or, if earlier, at the close of business on 2 May 2023, but in each case, prior to the expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

22. To authorise the directors subject to the passing of Resolution 20 and in accordance with the power conferred on the directors by article 13 of the Company's articles of association and in addition to any authority granted under Resolution 21 to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that Resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be:

    22.1 limited to the allotment of equity shares or sale of treasury shares up to a nominal amount of £9,855,827 being not more than 5% of the issued ordinary share capital (excluding treasury shares) of the Company as at 30 November 2021, being the last practicable date prior to the publication of this Notice;

    22.2 used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

    such authority to expire at the end of the next Annual General Meeting of the Company or, if earlier, at close of business on 2 May 2023, but in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Purchase of own shares

23. To generally and unconditionally authorise the Company, pursuant to and in accordance with section 701 of the Companies Act 2006, to make market purchases (within the meaning of section 693(4) of that Act) of ordinary shares of 11$\frac{1}{20}$ pence each in the capital of the Company subject to the following conditions:

    23.1 the maximum aggregate number of ordinary shares hereby authorised to be purchased is 178,386,000;

    23.2 the minimum price (excluding expenses) which may be paid for each ordinary share is 11$\frac{1}{20}$ pence;

    23.3 the maximum price (excluding expenses) which may be paid for each ordinary share in respect of a share contracted to be purchased on any day, does not exceed the higher of (1) an amount equal to 105% of the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the purchase is made and (2) the higher of the price of the last independent trade and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System; and

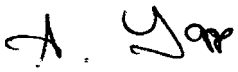
    23.4 this authority shall expire, unless previously renewed, varied or revoked by the Company, at the conclusion of the next Annual General Meeting of the Company or close of business on 2 August 2023, whichever is the earlier (except in relation to the purchase of ordinary shares, the contract for which was concluded prior to the expiry of this authority and which will or may be executed wholly or partly after the expiry of this authority).

Notice of meetings other than Annual General Meetings

24. To authorise the directors to call a general meeting of the Company, other than an Annual General Meeting, on at least 14 clear days' notice, provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the date of the passing of this Resolution.

Voting on all Resolutions will be by way of a poll.

By Order of the Board



Alison Yapp
Group General Counsel and Company Secretary

13 December 2021

Registered Office:
Compass House
Guildford Street
Chertsey
Surrey KT16 9BQ
Registered in England and Wales No. 4083914

EXPLANATORY NOTES TO THE RESOLUTIONS

RESOLUTION 1 – ANNUAL REPORT AND ACCOUNTS

The directors are required to present to the AGM the audited Accounts and the Directors' and Auditor's Reports for the financial year ended 30 September 2021.

RESOLUTION 2 – REMUNERATION POLICY

Shareholders are requested to approve the 2022 Remuneration Policy. The Remuneration Policy is set out on pages 152 to 160 of the Directors' Remuneration Report contained within the 2021 Annual Report and Accounts.

Following a review of the Company's remuneration arrangements it was concluded that the 2021 Remuneration Policy in operation should be replaced with a new remuneration policy which, although largely structurally unchanged, aligns the 2022 Policy better with the market and is more consistent with best practice. The 2022 Remuneration Policy is designed to ensure that the Company can retain and motivate its best talent and also to introduce additional best practice features.

The 2022 Remuneration Policy is designed to incentivise executives to deliver the Company's strategic objectives. A significant portion of remuneration is performance related and based on a selection of targets linked to key business drivers. Performance conditions are set in the context of the business environment and the challenges the Group faces such that they can be measured and understood by both executives and shareholders.

The changes being proposed are as follows:

LTIP award quantum

Having reviewed the latest market data, being FTSE 50 companies, excluding the financial services sector, the Remuneration Committee determined that the total remuneration package for executive directors has now fallen behind the market for UK listed companies of a similar financial and operational size, global footprint and business complexity. This is principally as a consequence of the positioning of the LTIP award levels. The new 2022 Remuneration Policy retains the current maximum award level, removing the 'exceptional' maximum provision, such that the maximum LTIP award under any circumstances will remain at 400% of salary.

It is therefore proposed that under the 2022 Remuneration Policy the maximum LTIP award levels will increase from 300% to 400% for the Group CEO and from 250% to 350% for other executive directors.

Mandatory deferral and share ownership guidelines

Further amendments have been made to the 2022 Remuneration Policy to reflect best practice and to respond to the feedback we have received in our recent engagement with our shareholders:

- the introduction of mandatory deferral of a proportion of annual bonus. For annual bonus periods commencing after the 2022 AGM, i.e., with effect from the 2022-2023 annual bonus year, executive directors will be required to defer one third of any bonus earned into Compass shares for a period of three years. This aligns with our current Remuneration Policy, with the exception that it applies irrespective of whether the share ownership guidelines have already been met; and
- the application of an increase to the share ownership guidelines whereby the level of share ownership will increase to 400% of salary for the Group CEO and 350% of salary for other executive directors to align ownership levels with the LTIP award levels. The time period for the achievement of the shareholding will remain unchanged – the required level of executive shareholding is expected to be achieved from shares received under bonus deferral or LTIP awards within a five year period commencing on the date of appointment or date of increase in shareholding requirement, whichever is the later.

Additional context which supports the decisions taken by the Remuneration Committee when formulating the 2022 Remuneration Policy can be found in the 2021 Annual Report on pages 144 to 160.

In accordance with section 439A of the Companies Act 2006 (CA 2006), a separate Resolution on the Remuneration Policy part of the Directors' Remuneration Report is required to be put to a vote by shareholders. The vote is binding which means that payments cannot be made under the 2022 Remuneration Policy until it has been approved by shareholders. The Policy must be put to shareholders at least every three years, unless during that time it is changed. The Company currently intends to submit the Policy for approval by shareholders every three years.

RESOLUTION 3 – DIRECTORS' REMUNERATION REPORT

In accordance with section 439 of the Companies Act 2006, shareholders are also requested to approve the Directors' Remuneration Report. The Directors' Remuneration Report is set out on pages 161 to 177 of the 2021 Annual Report and Accounts. The vote is advisory.

RESOLUTION 4 – FINAL DIVIDEND

The final dividend of 14.0 pence per share for the year ended 30 September 2021 will be paid on 28 February 2022 to shareholders on the register at the close of business on 21 January 2022, subject to shareholder approval. The dividend will be paid gross and a Dividend Reinvestment Plan (DRIP) will be available. The last date for receipt of elections for the DRIP will be 7 February 2022.

RESOLUTIONS 5 TO 16 – ELECTION AND RE-ELECTION OF DIRECTORS

In accordance with the UK Corporate Governance Code 2018 (the Code), all the directors will submit themselves for annual election or re-election by shareholders. Biographical details of all the directors standing for election and re-election appear on pages 3 to 6 of this Notice. Having conducted an evaluation during the year, it is considered that the performance of each of the directors continues to be effective and each director demonstrates commitment to the role and has sufficient time to meet his or her commitment to the Company. In line with the recommendations of the Code, the Board has outlined the reasons why each Board member provides a valuable contribution to the success of the Board as a whole, and why each new Board member should be elected and incumbent Board members should be re-elected as directors of the Company.

RESOLUTION 5 – ELECTION OF PALMER BROWN

Palmer joined Compass in 2001 and during this time has held a variety of senior finance, strategy and legal positions and has played a central role as a member of the executive team in North America. He has also coordinated many of the acquisitions and disposals for the Group. During his time with the Company, Palmer has built up an extensive knowledge and experience of the operations and management of Compass. He previously acted as Group CFO on an interim basis for a period from 2018 to 2019 and is therefore ideally suited to help lead the Group as it recovers from the impact of the COVID-19 pandemic.

RESOLUTION 6 – ELECTION OF ARLENE ISAACS-LOWE

Arlene is a leading global executive with significant experience in Corporate Social Responsibility (CSR), finance, strategy and sales across the US, Europe, the Middle East and Africa. Arlene's CSR experience will be valuable to the Company in helping to shape the Group's sustainability agenda and to achieve its ESG ambitions.

RESOLUTION 7 – ELECTION OF SUNDAR RAMAN

Sundar is the Global CEO of Fabric and Home Care, Proctor & Gamble's largest business, where he is responsible for delivering growth through innovation, a synchronised supply chain, brand building and sales. He brings over 20 years' experience as an executive operating in highly competitive markets and successfully growing global consumer brands.

RESOLUTION 8 – RE-ELECTION OF IAN MEAKINS

During the course of the year, Ian has demonstrated both the personal leadership qualities and skills required from a successful board chairman and has the relevant experience, knowledge and insight necessary to lead the Board through a period of unprecedented uncertainty and challenge. Ian is a strong supporter of high standards of corporate governance and firmly believes that the culture of a business derives from the influence and behaviour of its leadership. He has a successful track record as the former CEO of a number of global businesses and brings broad sector experience, with an emphasis on B2B and B2C environments. Ian also chairs the Nomination Committee.

RESOLUTION 9 – RE-ELECTION OF DOMINIC BLAKEMORE

During his time with the Company, Dominic has built up extensive knowledge and experience of the operations and management of Compass and is a seasoned and highly capable business leader. Dominic has led the business through the most challenging period in its history, while driving the delivery of the Company's strategy to refocus on Compass' core competencies and markets, leveraging the expertise and professionalism of the workforce to drive the performance of the business for the long term benefit of its stakeholders.

RESOLUTION 10 – RE-ELECTION OF GARY GREEN

Gary joined the Group in 1986 in a senior finance role, relocating to North America in 1994 and became its CEO in 1999. Under Gary's leadership, the North American business has been transformed to become the major contributor to Group revenues. A highly experienced business leader, Gary brings extensive commercial and financial acumen to Board debate and decision making.

RESOLUTION 11 – RE-ELECTION OF CAROL ARROWSMITH

Carol brings extensive advisory experience to the Board, especially on executive remuneration across a range of sectors. She is a Fellow of the Chartered Institute of Personnel and Development. Carol is an advocate of transparent and equitable remuneration practices. Carol chairs the Remuneration Committee.

RESOLUTION 12 – RE-ELECTION OF STEFAN BOMHARD

Stefan's background as CEO of Imperial Brands PLC and former CEO of Inchcape plc, and his extensive experience of working in international environments, particularly relating to the operation, sales and marketing of well known consumer food and drink brands, makes him an invaluable source of experience and knowledge, particularly in respect of European markets.

RESOLUTION 13 – RE-ELECTION OF JOHN BRYANT

John Bryant is the Senior Independent Director. He brings over 30 years' experience to the Board with a particular focus on finance, operations, M&A, strategy and portfolio transformation. John is the former Executive Chairman and CEO of global consumer goods company Kellogg. He has extensive experience in leadership, management and operations in North American markets. Prior to joining Kellogg in 1998, John held strategic and operational roles in several companies, worldwide. Since his appointment as SID John has provided support to the Chairman and his non-executive colleagues.

RESOLUTION 14 – RE-ELECTION OF ANNE-FRANCOISE NESMES

Anne-Francoise was appointed as Chair of the Audit Committee in February 2021. She brings strong leadership to the Audit Committee and support to the financial focus of the Board. Anne-Francoise has proved an effective and capable Audit Committee Chair over the course of the year, leading with probity and challenge in the oversight of the Group's financial reporting and controls.

RESOLUTION 15 – RE-ELECTION OF NELSON SILVA

Nelson Silva is the Chair of the Corporate Responsibility Committee. He is a highly experienced leader who has held a variety of senior leadership roles within major international companies. Nelson has specialist knowledge of Brazilian markets, having formerly been an executive director of Petróleo Brasileiro S.A. He has extensive experience in health and safety matters, primarily gained in the oil and gas and mining industries, and is deeply committed to environmental, social and governance development.

RESOLUTION 16 – RE-ELECTION OF IREENA VITTAL

Ireena Vittal brings strong advisory, business and operational experience across a variety of consumer and retail businesses, with a particular focus on emerging markets including India and China amongst others.

As the Designated NED for workforce engagement, Ireena has enthusiastically participated in an engagement programme with representative employee groups across the Group to provide a direct conduit for the employee voice to the Board. In recognition of the success of her work as Designated NED, the Board has extended Ireena's tenure in this role for a further period of two years to 2023.

RESOLUTIONS 17 AND 18 – EXTERNAL AUDITOR'S REAPPOINTMENT AND REMUNERATION

The auditor is appointed at every general meeting at which accounts are presented to shareholders. The current appointment of KPMG LLP as the Company's auditor will end at the conclusion of the AGM and it has advised of its willingness to stand for reappointment. In accordance with the provisions of the Code, it is recommended best practice for the Audit Committee to be authorised to agree how much the auditor should be paid and Resolution 18 grants this authority to the Audit Committee.

RESOLUTION 19 – POLITICAL DONATIONS

It is not Group policy to make donations to political parties. However, it is possible that certain routine activities undertaken by the Company and its subsidiaries might unintentionally fall within the wide definition of matters constituting political donations and expenditure in the Companies Act 2006 (CA 2006). Any expenditure that is regulated under the CA 2006 must first be approved by shareholders and will be disclosed in next year's Annual Report. This Resolution, if passed, will renew the directors' authority until the AGM to be held in 2023 (when the directors intend to renew this authority) to make donations and incur expenditure which might otherwise be caught by the terms of the CA 2006, up to an aggregate amount of £100,000 for the Company and for subsidiary companies.

RESOLUTION 20 – DIRECTORS' AUTHORITY TO ALLOT SHARES

The purpose of Resolution 20 is to renew the directors' power to allot shares. Resolution 20.1 seeks to grant the directors authority to allot, pursuant to article 12 of the Company's articles of association and section 551 of the CA 2006, relevant securities with a maximum nominal amount of £65,703,300.

This represents 594,600,000 ordinary shares of 11$\frac{1}{20}$ pence each in the capital of the Company, which is approximately one third of the Company's issued ordinary share capital (excluding treasury shares) as at 30 November 2021 (being the last practicable date prior to the publication of this Notice). The Company currently holds 1,342,702 shares in treasury. The authority would, unless previously renewed, revoked or varied by shareholders, remain in force up to the conclusion of the 2023 AGM of the Company or close of business on 2 May 2023, whichever is earlier.

In accordance with the Investment Association Share Capital Management Guidelines (the Guidelines), Resolution 20.2 seeks to grant the directors authority to allot approximately a further one third of the Company's issued ordinary share capital (excluding treasury shares) in connection with a rights issue in favour of ordinary shareholders with a nominal value of up to £65,703,300 (representing 594,600,000 ordinary shares of 11$\frac{1}{20}$ pence each). Such additional authority will be valid until the conclusion of the 2023 AGM.

If the Company uses any of the additional one third authority permitted by the Guidelines, the Company will ensure that all directors stand for re-election. The Company's current practice is that all directors submit themselves for re-election each year in accordance with the Code, notwithstanding the provisions set out in the Guidelines.

The total authorisation sought by Resolution 20 is equal to approximately two thirds of the issued ordinary share capital of the Company (excluding treasury shares) as at 30 November 2021, being the last practicable date prior to publication of this Notice.

Resolutions 1 to 20 will be proposed as ordinary resolutions and require that more than half of the votes cast must be in favour of a resolution for it to be passed.

RESOLUTIONS 21 AND 22 – DISAPPLICATION OF PRE-EMPTION RIGHTS

If the Company issues new shares, or sells treasury shares, for cash (other than in connection with an employee share scheme), it must first offer them to existing shareholders in proportion to their existing holdings. In accordance with investor guidelines, approval is sought by the directors to issue a limited number of ordinary shares for cash without offering them to existing shareholders.

The Pre-Emption Group (which represents the Investment Association and the Pension and Lifetime Savings Association) published a revised statement of principles for the disapplication of pre-emption rights (the Principles) in 2015. The Principles provide that a general authority for the disapplication of pre-emption rights over approximately 5% of the Company's issued ordinary share capital should be treated as routine. This general authority, which the directors have sought and received in previous years, is dealt with under Resolution 21.

Subject to the passing of Resolution 20, Resolution 21 seeks to replace the authority conferred on the directors at the 4 February 2021 Annual General Meeting (2021 AGM) to allot ordinary shares, or grant rights to subscribe for, or convert securities into, ordinary shares or sell treasury shares for cash (other than pursuant to an employee equity incentive share scheme) up to an aggregate nominal value of approximately 5% of the Company's issued ordinary share capital (excluding treasury shares) without application of pre-emption rights pursuant to article 13 of the Company's articles of association and section 561 of the CA 2006. Other than in connection with a rights, scrip dividend, or other similar issue, the authority contained in this Resolution 21 would be limited to a maximum nominal amount of £9,855,827.

The Pre-Emption Group further provides that the Company may, as routine, seek to disapply pre-emption rights over the equivalent of approximately an additional 5% of the issued ordinary share capital of the Company, so long as certain criteria are met.

Subject to the passing of Resolution 20 and in addition to the authority granted by Resolution 21, Resolution 22 seeks to replace the authority conferred on the directors at the 2021 AGM to allot ordinary shares, or grant rights to subscribe for, or convert securities into, ordinary shares or sell treasury shares for cash (other than pursuant to an employee equity incentive share scheme) up to an aggregate nominal value of approximately 5% of the Company's issued ordinary share capital (excluding treasury shares) without application of pre-emption rights pursuant to article 13 of the Company's articles of association and section 561 of the CA 2006, provided that this authority will only be used for the purpose of:

(i) an acquisition; or

(ii) a specified capital investment in respect of which sufficient information regarding the effect of the investment on the Company, the assets that are the subject of the investment and (where appropriate) the profits attributable to those assets is made available to shareholders to enable them to reach an assessment of the potential return on the investment

which is announced contemporaneously with the issue or which has taken place in the preceding six month period and is disclosed in the announcement of the issue.

Other than in connection with a rights, scrip dividend, or other similar issue, the authority contained in this Resolution 22 would be limited to a maximum nominal amount of £9,855,827.

Together, Resolutions 21 and 22 represent 178,386,000 ordinary shares of 11$\frac{1}{20}$ pence each in the capital of the Company, which is approximately 10% of the Company's issued ordinary share capital (excluding treasury shares) as at 30 November 2021 (being the last practicable date prior to the publication of this Notice). The authority would, unless previously renewed, revoked or varied by shareholders, expire at the conclusion of the AGM of the Company to be held in 2023 or close of business on 2 May 2023, if earlier.

Save for issues of shares in respect of various employee share schemes and any share dividend alternatives, the directors have no current plans to utilise the authorities sought by Resolutions 20, 21 and 22, although they consider their renewal appropriate in order to retain maximum flexibility to take advantage of business opportunities as they arise.

The Pre-Emption Group's Statement of Principles specifies that, subject to certain exceptions, in any rolling three year period, a company should not issue non-pre-emptively for cash equity securities that represent more than 7.5% of its issued ordinary share capital. The limit also applies to shares issued from treasury.

In line with the Pre-Emption Group's April 2020 recommendations for investors to support share issuances by companies of up to 20% of their issued share capital, in May 2020 the Company raised approximately £2 billion through the issue of 195,667,352 new ordinary shares representing approximately 12.3% of the existing issued ordinary share capital of the Company prior to the capital raise.

The Company has not otherwise issued any shares for cash on a non-pre-emptive basis in the three years preceding the financial year ended 30 September 2021.

A renewal of these authorities will be proposed at each subsequent AGM and the directors confirm their intention to follow best practice set out in the Statement of Principles.

RESOLUTION 23 – PURCHASE OF OWN SHARES

This Resolution authorises the directors to make limited on market purchases of the Company's ordinary shares. The power is limited to a maximum of 178,386,000 shares (just under 10% of the issued ordinary share capital as at 30 November 2021, being the last practicable date prior to the publication of this Notice) and details the minimum and maximum prices that can be paid, exclusive of expenses. The authority conferred by this Resolution will expire at the conclusion of the Company's next AGM or 18 months from the passing of this Resolution, whichever is the earlier.

The CA 2006 permits the Company to hold shares repurchased as treasury shares. Treasury shares may be cancelled, sold for cash or used for the purpose of satisfying the Company's obligations in connection with employee equity incentive schemes. The authority to be sought by this Resolution is intended to apply equally to shares to be held by the Company as treasury shares. No dividends will be paid on shares which are held as treasury shares and no voting rights will be attached to them. Shares held as treasury shares will normally be used to satisfy the Company's obligations under the Company's employee equity incentive schemes.

No share repurchases were made during the financial year ended 30 September 2021 or to the date of this Notice. However, the directors consider it desirable for such general authority to be available in order to maintain an efficient capital structure whilst at the same time retaining the flexibility to fund any bolt-on acquisitions.

As at 30 November 2021 (being the last practicable date prior to the publication of this Notice), there were 1,785,403,977 11$\frac{1}{20}$ pence ordinary shares in issue and 1,342,702 11$\frac{1}{20}$ pence ordinary shares held in treasury for the purpose of satisfying the Company's obligations under employee equity incentive schemes. These treasury shares represent 0.07% of the Company's issued ordinary share capital. Shares held in treasury are not eligible to participate in dividends and do not carry any voting rights.

As at 30 November 2021 (being the last practicable date prior to the publication of this Notice), there were options to subscribe for ordinary shares issued by the Company outstanding over approximately 5,133,827 shares, which represent 0.29% of the Company's issued ordinary share capital (excluding treasury shares) at that date. If the authority to purchase the Company's ordinary shares was exercised in full, these options would represent 0.32% of the Company's issued ordinary share capital (excluding treasury shares).

RESOLUTION 24 – NOTICE OF MEETINGS OTHER THAN ANNUAL GENERAL MEETINGS

The Company's articles of association allow the directors to call general meetings, other than annual general meetings, on at least 14 clear days' notice. However, under Section 307A of the CA 2006, all general meetings must be held on 21 days' notice, unless shareholders agree to a shorter notice period, and the Company has met the requirements for electronic voting under the CA 2006. This Resolution seeks to renew the authority granted by shareholders at last year's AGM which preserved the Company's ability to call general meetings, other than annual general meetings, on at least 14 clear days' notice, such authority to be effective until the Company's next AGM, when a similar resolution will be proposed. The directors confirm that the shorter notice period would not be used as a matter of routine, but only where flexibility is merited by the business of the meeting and it is thought to be to the advantage of shareholders as a whole. An electronic voting facility will be made available to all shareholders for any meeting held on such notice.

Resolutions 21-24 will be proposed as special resolutions and require that at least three quarters of the votes cast must be in favour of a resolution for it to be passed.

RECOMMENDATION

The directors consider that each of the Resolutions is in the best interests of the Company and its shareholders as a whole and, accordingly, recommend that all shareholders vote in favour of all Resolutions, as they intend to do in respect of their own shareholdings.

IMPORTANT INFORMATION

PROXIES

(i) A shareholder entitled to attend and vote at the AGM may appoint a proxy or proxies (who need not be a shareholder of the Company) to exercise all or any of his or her rights at the AGM. Where more than one proxy is appointed, each proxy must be appointed for different shares.

Proxies may only be appointed by:

- going to www.signalshares.com and following the instructions for electronic submission provided
- completing and returning the Form of Proxy as soon as possible and, in any event, so as to arrive no later than 12 noon on Tuesday, 1 February 2022, being 48 hours before the time the AGM begins. A paper Form of Proxy can be requested from the registrar, Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DR; email: enquiries@ linkgroup.co.uk; telephone within the UK: Freephone 0800 029 4520 and from overseas: +44 333 300 1568
- having an appropriate CREST message transmitted, if you are a user of the CREST system (including CREST personal members). Please refer to the CREST manual on the Euroclear website (www.euroclear.com/CREST) for further information

Submission of the Form of Proxy will not prevent a shareholder from joining the Meeting electronically or attending the Meeting and voting in person. However, if you do attend the Meeting in person and vote any proxy appointment will be treated as void.

The electronic addresses referenced above are provided solely for the purpose of enabling shareholders to register the appointment of a proxy or proxies for the Meeting or to submit their voting directions electronically. You may not use any electronic address provided in this Notice of Meeting to communicate with the Company for any purposes other than those expressly stated.

(ii) To be effective, the Form of Proxy must be completed in accordance with the instructions and received by the Company's registrar by 12 noon on Tuesday, 1 February 2022.

To appoint a proxy or to give an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the issuer's agent (ID RA10) by **12 noon on Tuesday, 1 February 2022.**

Please note, however, that proxy messages cannot be sent through CREST on weekends, public holidays or after 8.00pm on any other day. For the purpose of this deadline, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message. CREST personal members or other CREST sponsored members and those CREST members that have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST.

For further information on CREST procedures, limitations and system timings, please refer to the CREST manual. We may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001, as amended.

(iii) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 and section 360B(2) of the CA 2006, the Company specifies that only those shareholders registered in the Register of Members of the Company as at close of business on Tuesday, 1 February 2022 or, in the event that the Meeting is adjourned, in the Register of Members at the close of business two days before the time of any adjourned meeting, shall be entitled to participate in the Meeting in accordance with this Notice in respect of the number of shares registered in their name at the relevant time. Changes to entries on the Register of Members after close of business on Tuesday, 1 February 2022 or, in the event that the Meeting is adjourned, at close of business two days before the time of any adjourned meeting, shall be disregarded in determining the entitlement of any person to participate in the Meeting.

NOMINATED PERSONS

Any person to whom a copy of this Notice is sent who is a person nominated under section 146 of the CA 2006 to enjoy information rights (Nominated Person) may, under an agreement between him or her and the shareholder by whom he or she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he or she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

The statement of the rights of shareholders in relation to the appointment of proxies in note (i) above does not apply to Nominated Persons. The rights described in that note can only be exercised by shareholders of the Company.

SHAREHOLDER RIGHTS AND AGM BUSINESS

Under sections 338 and section 338A of the CA 2006, shareholders meeting the threshold requirements which, broadly, require a minimum of 100 shareholders holding an average of 905 ordinary shares each or shareholders holding at least 5% of the Company's issued share capital (excluding treasury shares), have the right to require the Company: (i) to give to shareholders of the Company entitled to receive notice of the AGM, notice of a resolution which may properly be moved and is intended to be moved, at the AGM; and/or (ii) to include in the business to be dealt with at the AGM, any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless: (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise); (b) it is defamatory; or (c) it is frivolous or vexatious. Such a request may be in hard copy or electronic form and must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than Wednesday, 22 December 2021, being the date six weeks before the AGM, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

RIGHT TO ASK QUESTIONS

Under section 319A of the CA 2006, shareholders have the right to ask questions at the AGM relating to the business of the Meeting and for these to be answered, unless such answer would interfere unduly with the business of the Meeting, involve the disclosure of confidential information, if the answer has already been published on the Company's website, or if it is not in the interests of the Company or the good order of the Meeting that the question be answered.

WEBSITE PUBLICATION OF AUDIT CONCERNS

Under section 527 of the CA 2006, shareholders have a right to request publication of any concerns that they propose to raise at the AGM relating to the audit of the Company's Accounts (including the Auditor's Report and the conduct of the audit) that are to be submitted to the Meeting or any circumstances connected to the Company's auditor who ceased to hold office since the last AGM. The Company will publish the statement if sufficient requests have been received in accordance with section 527(2) of the CA 2006 which, broadly, requires a minimum of 100 shareholders holding an average of 905 ordinary shares each or shareholders holding at least 5% of the Company's issued ordinary share capital (excluding treasury shares) to make the request. The Company may not require the members requesting any such website publication to pay its expenses in complying with such request. Where a statement is published, the Company will forward the statement to the Company's auditor not later than the time when it makes the statement available on the website.

The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the CA 2006 to publish on its website.

DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the service agreements of the executive directors, the letters of appointment of the non-executive directors, the directors' deeds of indemnity, the Register of Directors' Interests and the Company's articles of association will be available for inspection during normal business hours from the date of dispatch of this Notice until the date of the AGM (Saturdays, Sundays and public holidays excepted) at the registered office of the Company, Compass House, Guildford Street, Chertsey, Surrey KT16 9BQ, and will also be made available at the AGM for a period of 15 minutes prior to and during the continuance of the AGM.

TOTAL VOTING RIGHTS

As at 30 November 2021 (being the last practicable date prior to the publication of this Notice), the Company's issued share capital comprised 1,785,403,977 ordinary shares of 11$\frac{1}{20}$ pence each, of which 1,342,702 shares were held in treasury. The total voting rights in the Company at 30 November 2021 were therefore 1,784,061,275 (excluding treasury shares). The holders of ordinary shares are entitled to attend and vote at general meetings of the Company. On a vote by show of hands, every ordinary shareholder who is present has one vote and every proxy present who has been duly appointed by a shareholder entitled to vote has one vote. On a vote by poll, every ordinary shareholder who is present in person or by proxy has one vote for every ordinary share held. It is proposed that votes on all the Resolutions at the AGM will be taken by way of a poll.

INFORMATION AVAILABLE ON WEBSITE

The following information is available on the Company's website www.compass-group.com:

(i) the matters set out in this Notice of Meeting
(ii) instructions for joining the AGM electronically
(iii) the total voting rights and number of shares of each class in respect of which shareholders are entitled to exercise voting rights at the AGM
(iv) shareholders' rights to include business to be dealt with at the AGM
(v) shareholders' statements, resolutions and matters of business received by the Company after 13 December 2021

ATTENDING THE AGM

If you are attending the AGM in person, please bring your Notification Letter dated 13 December 2021 with you. It authenticates your right to attend, speak and vote at the AGM and will speed your admission. You may also find it useful to bring this Notice of AGM and the Annual Report 2021 so that you can refer to them at the Meeting. All joint shareholders may attend and speak at the AGM. However, only the first shareholder listed on the Register of Members is entitled to vote. Persons who are not shareholders or their duly nominated proxies should not attend the Meeting unless arrangements have been made in advance with the Group Company Secretariat by telephone: +44 1932 573000.

The doors of the Live Room at Twickenham RFU Stadium will open at 10.30am and the AGM will start promptly at 12 noon. Please see the map on page 19 for the location of Twickenham RFU Stadium.

Please note that for the benefit of those joining the Meeting, the proceedings will be broadcast live via the Company's website.

The broadcast will be made available on the Company's website for a period of 6 months from the date of the event.

VENUE ARRANGEMENTS

For your personal safety and security, all hand baggage may be subject to examination. A cloakroom will be available to deposit coats and bulky items. A sound amplification/hearing loop will be available in the Meeting room. There is wheelchair access.

Anyone accompanying a shareholder in need of assistance will be admitted to the AGM. If any shareholder with a disability has any questions regarding attendance at the AGM, please contact the Group Company Secretariat at Compass Group PLC, Compass House, Guildford Street, Chertsey, Surrey KT16 9BQ by 27 January 2022. Security staff will be on duty to assist shareholders. The Company will not permit behaviour that may interfere with another person's security, safety or the good order of the AGM. Please ensure that all electronic equipment (including mobile phones) is switched off throughout the AGM. Tea, coffee and light refreshments will be served before the Meeting and a light lunch will be served after the Meeting.

If you are coming to the meeting by car, car parking is available for shareholders as indicated on the map. You will need to access the designated parking area through entry point E, Gate D on Rugby Road. If you intend to park at Twickenham RFU Stadium, you will need to pre-register your number plate. Failure to pre-register may result in a penalty charge. Please contact the Group Company Secretariat before the Meeting by telephone +44 1932 573000 to pre-register your number plate.

For more information of how to get to the venue, go to http://www.englandrugby.com/twickenham/visiting-the-stadium/getting-here.

QUESTIONS

There will be opportunities to ask questions in person and online via the Lumi platform. However, the Board strongly encourages shareholders to submit questions in advance of the Meeting to ensure the directors can address as many questions as possible. Pre-submitted questions can be emailed to investor.relations@compass-group.com or posted to the Group Secretariat, Compass House, Guildford Street, Chertsey, Surrey KT16 9BQ, UK and should be submitted by 10.00 am on Tuesday, 1 February 2022. More details of how to submit questions can also be found on the Company's website www.compass-group.com. A full transcript of the questions asked at the Meeting and the answers will be made available on the Company's website as soon as practicable following the conclusion of the Meeting.

If multiple questions on the same topic are received in advance of the Meeting, the Chairman may choose to provide a single answer to address shareholder queries on the same topic.

A question may not be answered at the Meeting if it is not considered to be in the interests of the Company or the good order of the Meeting or if it would involve the disclosure of confidential information. The Chairman may also nominate a representative to answer a specific question after the Meeting or refer the questioner to the Company's website.

VOTING

The Company confirms that all Resolutions to be proposed at the AGM will be put to the vote on a poll. This will result in a more accurate reflection of the views of all of the Company's shareholders by ensuring that every vote cast is recognised, including the votes of shareholders who are unable to attend the Meeting or are joining the Meeting online, but who have appointed a proxy for the Meeting. On a poll, each shareholder has one vote for each share held.

All of the votes of the shareholders present will be counted, and added to those received by proxy, and the provisional final votes will be displayed at the Meeting.

The final results will be published on the Company's website, the London Stock Exchange and on the document storage system as soon as practicable after the Meeting. The Company will also disclose the number of votes withheld.

If you have already voted by proxy, you will still be able to vote at the Meeting and your vote on the day will replace your previously lodged proxy vote.

Whomever you appoint as a proxy can vote or abstain from voting as he or she decides on any other business which may validly come before the AGM. This includes proxies appointed using the CREST service. Details of how to complete the appointment of a proxy either electronically or on paper are given on page 16 in the notes to this Notice.

SHAREHOLDER ENQUIRIES

Link maintains the Company's share register. If you have any enquiries about the AGM or about your shareholding, you should contact Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL; email: enquiries@linkgroup.co.uk; telephone within the UK: Freephone 0800 029 4520 and from overseas: +44 333 300 1568.

AMERICAN DEPOSITARY RECEIPT ENQUIRIES

Compass Group PLC operates an American Depositary Receipts programme (ADR). ADRs are traded on the over-the-counter market under the symbol CMPGY. One ADR represents one ordinary Compass share. BNY Mellon (BNY) maintains the Company's ADR register. If you have any enquiries about your holding of Compass ADRs, you should contact BNY Mellon by regular mail: BNY Mellon, PO Box 505000, Louisville, KY 40233-5000, USA or by overnight or certified registered mail: BNY Mellon, 462 South 4th Street, Suite 1600, Louisville, KY 40202, USA. Alternatively you can email Computershare at: shrrelations@cpushareownerservices.com.

Further information can be found on BNY's website at www.mybnymdr.com using the symbol CMPGY and at www.compass-group.com.

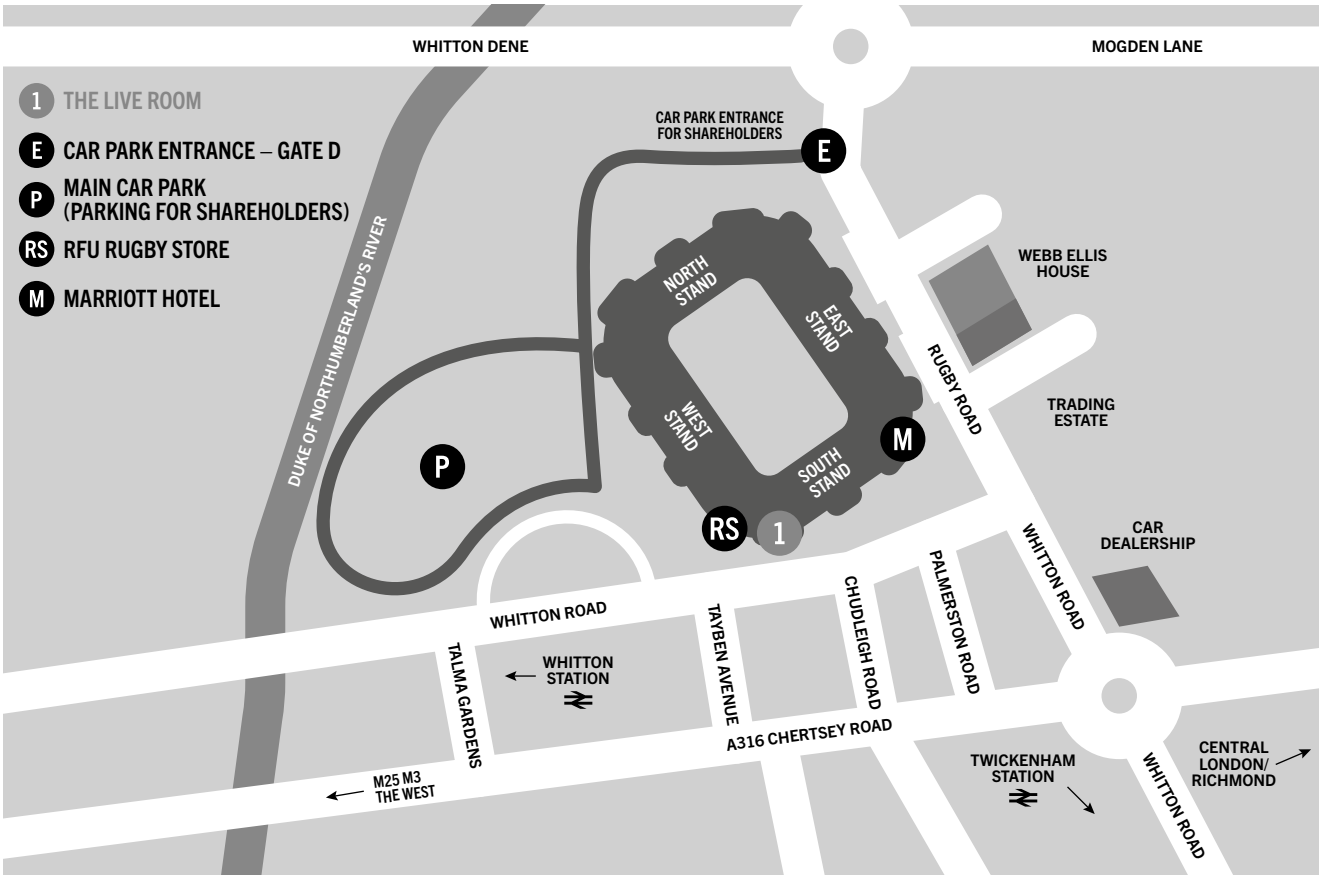
DATA PROTECTION STATEMENT

Your personal data includes all data provided by you, or on your behalf, which relates to you as a shareholder, including your name and contact details, the votes you cast and your reference number (attributed to you by the Company). The Company determines the purposes for which and the manner in which your personal data is to be processed. The Company and any third party to which it discloses the data (including the Company's registrar) may process your personal data for the purposes of compiling and updating the Company's records, fulfilling its legal obligations and processing the shareholder rights you exercise.

PUBLISHED INFORMATION

If you would like to receive this Notice and/or a copy of the Annual Report 2021 in an alternative format, such as large print, Braille or an audio version on CD, please contact the Group Company Secretariat at Compass Group PLC, Compass House, Guildford Street, Chertsey, Surrey KT16 9BQ.

Our 2021 Annual Report and this Notice are available on the Company's website www.compass-group.com.



2022 AGM ONLINE JOINING INSTRUCTIONS

We are making an electronic facility available for the AGM, giving you the opportunity to participate in the AGM online, using your smartphone, tablet or computer.

If you choose to participate online you will be able to view a live webcast of the Meeting and submit questions to the Board (see further details below). To participate you will need to visit https://web.lumiagm.com on your smartphone, tablet or computer. You will need the latest version of Chrome, Safari, Edge or Firefox installed on your device. Please ensure your browser is compatible.

Meeting ID: 139-953-863
To login you must have your Login Code and PIN

(Your Login Code is your 11 digit Investor Code including any leading zeros, your PIN is the last four digits of your Investor Code)

Your Investor Code can be found in Shareholder Notification Letter or at the top of the email sent to shareholders registered for email communications.

If your shares are held within a Nominee account and you wish to participate in the AGM online you will need to contact your Nominee so they can obtain your Login Code and PIN from Link Group for onward transmission to you ahead of the Meeting.

Access	Webcast
Once you have entered web.lumiagm.com into your web browser, you'll be prompted to enter the Meeting ID: 139-953-863 You will then be required to click 'I have a login' and enter your: a) Login Code (IVC); and b) PIN. You will be able to log into the site on 3 February 2022 from 11.30am.	When successfully authenticated, the information screen will be displayed. You can view Company information, ask questions and watch the webcast. To watch the webcast press the broadcast icon at the bottom of the screen. If viewing on a computer, the broadcast will appear at the side automatically once the Meeting has started.

Questions	Downloads
Any shareholder or appointed proxy attending the Meeting is eligible to ask questions. If you would like to ask a question, select the messaging icon. Messages can be submitted at any time during the Meeting, up to and throughout the Q&A session, until the Chairman closes the session. Type your message within the chat box at the top of the messaging screen. Once you are happy with your message click the send button. Questions sent via the Lumi AGM online platform will be moderated before being sent to the Chairman. This is to avoid repetition and to ensure an orderly meeting.	Links are present on the information screen. When you click on a link, the selected document will open in your browser. Data usage for streaming the Meeting or downloading documents via the AGM platform varies depending on individual use, the specific device being used for streaming or download (Android, iPhone, etc.) and the network connection (3G, 4G).