6 August 2019

Compass Group PLC – 2019 AGM voting outcome update statement

In its 2019 AGM results announcement, the Company noted that all resolutions were passed, although there was a significant minority vote against resolution 12 which related to the re-election of Ireena Vittal as a non-executive director. Total votes received in favour of this resolution were 77.62%.

Following the AGM result, the Company has actively sought to engage with significant shareholders who voted against Ireena's re-election. The dialogue has been initiated in order to better understand their voting decision, which centres around a perceived 'over-boarding' in light of other non-executive directorships and the application of mechanistic guidelines.

The Board has considered the concerns some shareholders have about over-boarding however the Company strongly believes that Ireena Vittal is an effective independent non-executive for Compass Group PLC. In addition to her non-executive role at Compass Group PLC Ireena sits on five Indian listed company boards as a non-executive director (Godrej Consumer Products Limited, WIPRO Limited, The Indian Hotels Company Limited, Titan Company Limited and Housing Development Finance Corporation Limited). The time commitments for Indian company boards are significantly less onerous than UK companies with fewer meetings in each case, fewer Committees, and in the majority of cases meeting sets concluded within a single day. The Board is satisfied with her attendance and believes she devotes appropriate time to Compass business, as well as bringing valuable insights and increased diversity to the Board room.

Any further updates on communication with shareholders on this matter, and relevant justification for the re-election of all directors of the Company, will be provided in the 2019 Annual Report and Accounts and associated documentation.