COMPASS GROUP

Company number 4083914

NOTICE OF ANNUAL GENERAL MEETING

THURSDAY, 9 FEBRUARY 2023

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 adviser 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 2023 Annual General Meeting (the Meeting or the AGM) of Compass Group PLC (the Company or Compass) will be held at 12 noon on Thursday, 9 February 2023 in the Live Room at Rugby Football Union, Rugby House, Twickenham Stadium, 200 Whitton Road, Twickenham, Middlesex TW2 7BA.

2023 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 at Rugby House, Twickenham Stadium. To help ensure your safety and manage the numbers attending the AGM, 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 14.

At our last two AGMs, in light of social distancing measures, we made a facility available to shareholders to participate online. However, take up of this facility was very low in both years, with the number of shareholders participating online in 2022 declining to low single digits. We have therefore decided not to offer a remote method of participating in or following the 2023 AGM. Shareholders will still be able to submit questions in advance of the Meeting using the following email address: investor.relations@compass-group.com and, as is our usual practice, we will publish the questions and our responses on our website following the Meeting. Any pre-submitted questions should be submitted by 10.00 am on Tuesday, 7 February 2023.

Important note

While we are hopeful that the AGM will go ahead as planned, 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. 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 Chair of the Meeting** 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, 7 February 2023 at the latest to ensure that your vote is counted.

Details of how to submit a proxy are set out on page 12 of this document.

BUSINESS OF THE MEETING

The formal notice of the AGM is set out on pages 2 to 16 (the Notice). The general business of the Meeting is to pass various resolutions (full details of which are contained in the explanatory notes on pages 5 to 11 of this document (the Resolutions)) covering the approval of the Company's annual reports, the declaration of a final dividend, the re-election of the directors and auditors, the right to make political donations, the directors' powers over shares in the Company and the directors' ability to call meetings at short notice.

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

Biographies of the directors standing for re-election can be found on pages 8 to 11.

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 welcoming you in person at the forthcoming AGM.

Yours faithfully

I K Meakins

Ian Meakins
Chair of the Board

19 December 2022

COMPASS GROUP PLC NOTICE OF ANNUAL GENERAL MEETING 2023

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the Meeting or the AGM) of Compass Group PLC (the Company or Compass) will be held at 12 noon on Thursday, 9 February 2023 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 19 as ordinary resolutions and Resolutions 20 to 23 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 2022.

Directors' Remuneration Report

2. To receive and adopt the Directors' Remuneration Report contained within the Annual Report and Accounts for the financial year ended 30 September 2022.

Final Dividend

3. To declare a final dividend of 22.1 pence per ordinary share in respect of the financial year ended 30 September 2022.

Re-election of directors

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

External auditor's reappointment and remuneration

16. To reappoint KPMG LLP as the Company's auditor until the conclusion of the next Annual General Meeting of the Company.

17. To authorise the Audit Committee to agree the auditor's remuneration.

Political donations

18. 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:

    18.1 make donations to political parties or independent election candidates;

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

    18.3 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 18 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

19. 19.1 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 8 May 2024; and for that period the section 551 amount shall be £64,719,850.

    19.2 In addition, the section 551 amount shall be increased by £64,719,850 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:

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

    19.2.2 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

20. To authorise the directors, subject to the passing of Resolution 19, 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:

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

    20.2 to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph 20.1 above) up to a nominal amount of £9,708,530 being not more than 5% of the issued ordinary share capital (excluding treasury shares) of the Company as at 30 November 2022, 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 8 May 2024, 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.

21. To authorise the directors, subject to the passing of Resolution 19 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 20 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:

    21.1 limited to the allotment of equity shares or sale of treasury shares up to a nominal amount of £9,708,530 being not more than 5% of the issued ordinary share capital (excluding treasury shares) of the Company as at 30 November 2022, being the last practicable date prior to the publication of this Notice;

    21.2 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 published in 2015 by the Pre-Emption Group,

    such authority to expire at the end of the next Annual General Meeting of the Company or, if earlier, at close of business on 8 May 2024, 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

22. 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:

    22.1 the maximum aggregate number of ordinary shares hereby authorised to be purchased is 175,720,000;

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

    22.3 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 on the trading venue where the purchase is carried out; and

    22.4 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 8 August 2024, 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

23. 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

19 December 2022

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 2022.

RESOLUTION 2 – DIRECTORS' REMUNERATION REPORT

In accordance with section 439 of the Companies Act 2006 (CA 2006), shareholders are requested to approve the Directors' Remuneration Report. The Directors' Remuneration Report is set out on pages 86 to 113 of the 2022 Annual Report and Accounts. The vote is advisory.

RESOLUTION 3 – FINAL DIVIDEND

The final dividend of 22.1 pence per share for the year ended 30 September 2022 will be paid on 2 March 2023 to shareholders on the register at the close of business on 20 January 2023, 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 9 February 2023.

RESOLUTIONS 4 TO 15 – RE-ELECTION OF DIRECTORS

In accordance with the UK Corporate Governance Code 2018 (the Code), all the directors will submit themselves for annual re-election by shareholders. Biographical details of all the directors standing for re-election appear on pages 8 to 11 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 their commitment to the Company. In line with the recommendations of the Code, the Board has outlined in the biographies the reasons why each Board member provides a valuable contribution to the success of the Board as a whole, and why each Board member should be re-elected as a director of the Company.

As announced on 21 November 2022, at the conclusion of the 2023 AGM, Carol Arrowsmith will step down as Chair of the Remuneration Committee and will be succeeded by John Bryant, Senior Independent Director. To ensure that there is continuity and an orderly transition, Carol will remain a member of the Committee. John has been a member of the Remuneration Committee since his appointment in 2018. He has significant experience in business and finance and is considered by the Board to have the appropriate experience, skills and attributes to be an effective Chair of the Remuneration Committee.

RESOLUTIONS 16 AND 17 – 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, which the Audit Committee has recommended. 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 17 grants this authority to the Audit Committee.

RESOLUTION 18 – 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 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 2024 (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 19 – DIRECTORS' AUTHORITY TO ALLOT SHARES

The purpose of Resolution 19 is to renew the directors' power to allot shares. Resolution 19.1 seeks to grant the directors authority to allot, pursuant to article 12 of the Company's articles of association and section 551 of the Companies Act 2006, relevant securities with a maximum nominal amount of £64,719,850.

This represents 585,700,000 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 2022 (being the last practicable date prior to the publication of this Notice). The Company currently holds 28,189,248 shares in treasury. The authority would, unless previously renewed, revoked or varied by shareholders, remain in force up to the conclusion of the 2024 AGM of the Company or close of business on 8 May 2024, whichever is earlier.

In accordance with the Investment Association Share Capital Management Guidelines (the Guidelines), Resolution 19.2 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 £64,719,850 (representing 585,700,000 ordinary shares of $11\frac{1}{20}$ pence each). Such additional authority will be valid until the conclusion of the 2024 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 19 is equal to approximately two-thirds of the issued ordinary share capital of the Company (excluding treasury shares) as at 30 November 2022, being the last practicable date prior to publication of this Notice.

Resolutions 1 to 19 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 20 AND 21 – 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 November 2022. These Resolutions seek authority from shareholders under the previous Principles published in 2015 (the 2015 Principles). The 2015 Principles provided 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 20.

Subject to the passing of Resolution 19, Resolution 20 seeks to replace the authority conferred on the directors at the 2022 Annual General Meeting (2022 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.

The Pre-Emption Group's 2015 Principles further provided 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 19 and in addition to the authority granted by Resolution 20, Resolution 21 seeks to replace the authority conferred on the directors at the 2022 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 21 would be limited to a maximum nominal amount of £9,708,530.

Together, Resolutions 20 and 21 represent 175,720,000 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 2022, 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 2024 or close of business on 8 May 2024, 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 19, 20 and 21, 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 2015 Principles specified 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 2022.

The directors confirm their intention to follow practice set out in the 2015 Principles.

RESOLUTION 22 – 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 175,720,000 shares (just under 10% of the issued ordinary share capital as at 30 November 2022, 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.

Any purchases of ordinary shares will be by means of market purchases through any appropriate regulated stock market, providing the Company with greater flexibility to purchase the shares on global markets (not just the London Stock Exchange).

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.

On 11 May 2022, the Company announced that it would commence a share buyback programme of the Company's ordinary shares of $11\frac{1}{20}$ pence for an aggregate purchase price of up to £500 million during the calendar year. The share buyback commenced on 26 May 2022. On 16 September 2022, the Company announced an extension to the buyback which completed on 11 November 2022, when the Company had repurchased 27,599,115 shares at an aggregate purchase price of £500 million (excluding transaction costs).

The Company announced on 21 November 2022 that it intends to undertake a further share buyback of up to £250 million, to take place during the first half of the 2023 financial year. It is the Company's current intention that any shares repurchased under this authority will be held in treasury. Any purchases to be made after the expiry of the authority granted by shareholders at the 2022 AGM will be made subject to shareholder approval of Resolution 22 except in relation to the purchase of ordinary shares, the contract for which was concluded prior to the expiry of the authority which was granted to the directors at the 2022 AGM.

As at 30 November 2022 (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 28,189,248 $11\frac{1}{20}$ pence ordinary shares held in treasury for the purpose of satisfying the Company's obligations under employee equity incentive schemes. These treasury shares represent 1.6% 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 2022 (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 6,940,754 shares, which represent 0.39% 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 0.43% of the Company's issued ordinary share capital (excluding treasury shares).

RESOLUTION 23 – 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 20-23 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.

DIRECTORS STANDING FOR RE-ELECTION

IAN MEAKINS (66) ● C N
Chair of the Board
British

Appointment
Appointed to the Board in September 2020. Became Chair of the Board in December 2020.

Key skills and competencies
Ian is an experienced Chair and former CEO with a strong background in B2B and B2C businesses across a variety of sectors in global organisations.

Current external appointments
Ian is non-executive Chair 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 at Kalchas Group management consultants. Ian was previously a non-executive director of O2 plc and SID at Centrica plc. He was formerly non-executive Chair of The Learning Network B.V.

Statement supporting re-election
During the course of the year, Ian has demonstrated both the personal leadership qualities and skills required from a successful board Chair and has the necessary experience, knowledge and insight to lead the Board. 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.

DOMINIC BLAKEMORE (53) C E G
Group Chief Executive Officer (CEO)
British

Appointment
Joined the Board in February 2012. Previously held the roles of Group CFO, Group COO, Europe and Deputy Group CEO. 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 is a non-executive director of London Stock Exchange Group plc and a member of the Council of University College London.

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

Statement supporting re-election
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. During his tenure as CEO, Dominic has provided strong leadership and continuity, driving the delivery of the Company's strategy and leveraging the expertise and professionalism of the workforce to drive the performance of the business for the long-term benefit of its stakeholders. He has successfully led the recovery of the Company following the COVID-19 pandemic.

PALMER BROWN (51) C D E G T
Group Chief Financial Officer (CFO)
American

Appointment
Appointed to the Board in October 2021, having joined the Group in 2001. Assumed the role of Group CFO in November 2021.

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

Current external appointments
None.

Previous experience
Palmer is a former Group Commercial Director and Chief Strategy Officer, Compass Group North America. Prior to that, he served as General Counsel and Executive Vice President of Corporate & Legal Affairs for the Group's US business.

Statement supporting re-election
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. He has successfully led the Company's financial strategy as it recovered from the impacts of the COVID-19 pandemic.

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

GARY GREEN (65) **E G**

Group Chief Operating Officer (COO), North America
British/American

Appointment

Joined the Board in January 2007. Appointed Group COO, North America, in April 2012.

Key skills and competencies

Gary brings strong business and operational leadership, business development, and wide-ranging sales experience. Gary is a chartered accountant and has an honorary doctorate from Johnson & Wales University in the US.

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 US in 1994 as CFO of the Group's North America business and, in 1999, became its CEO.

Statement supporting re-election

Under Gary's leadership, the North America business has been transformed to become the major contributor to Group revenues. A highly experienced business leader with deep knowledge and understanding of the Company's largest market, Gary brings extensive commercial and financial acumen to Board debate and decision-making.

JOHN BRYANT (57) **A C N R**

Senior Independent Director (SID)
American /Australian

Appointment

Appointed to the Board in September 2018. Appointed SID in February 2021. Will succeed Carol Arrowsmith as Chair of the Remuneration Committee following the conclusion of the AGM.

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

Statement supporting re-election

John has extensive experience in leadership, management and operations in North American markets. The Board continues to benefit from his significant experience in consumer goods and his strategic insights.

Change in role

John has been a member of the Remuneration Committee since his appointment in 2018. He has significant experience in business and finance and is considered by the Board to have the appropriate experience, skills and attributes to be an effective Chair of the Remuneration Committee.

CAROL ARROWSMITH (68) **A C N R**

Non-executive director
British

Appointment

Appointed to the Board and as Chair of the Remuneration Committee in June 2014. Will step down as Remuneration Committee Chair following the conclusion of the AGM.

Key skills and competencies

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

Current external appointments

Non-executive director of Centrica plc and a director and trustee of Northern Ballet Limited.

Previous experience

Carol is a former partner and adviser of Deloitte LLP and Vice Chair of their UK business, a director of the Remuneration Consultants Group and Arrowsmith Advisory Limited, a non-executive director of Vivo Energy PLC and TMF Group Limited, and a member of the Advisory Group for Spencer Stuart.

Statement supporting re-election

Carol brings extensive advisory experience to the Board, especially on executive remuneration across a range of sectors. Carol is an advocate of transparent and equitable remuneration practices and chairs the Remuneration Committee. The Board also continues to benefit from her perspectives from other sectors.

STEFAN BOMHARD (55) **A C N R**
Non-executive director
German

Appointment
Appointed to the Board in May 2016.

Key skills and competencies
Stefan brings extensive experience of working in international environments, particularly in 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 a former CEO of Inchcape plc. Before joining Inchcape, he 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.

Statement supporting re-election
Stefan's background as CEO of Imperial Brands PLC and former CEO of Inchcape plc, and his extensive experience of working in international consumer environments, makes him an invaluable source of experience and knowledge, particularly in respect of European markets.

ARLENE ISAACS-LOWE (63) **A C N R**
Non-executive director
Jamaican/American

Appointment
Appointed to the Board in November 2021.

Key skills and competencies
Arlene brings over 20 years' executive experience in sustainability, finance, strategy and sales across the US, Europe, the Middle East and Africa.

Current external appointments
Non-executive director of Equitable Holdings, Inc. and Xenia Hotels & Resorts, Inc., member of the Advisory Board of Agbanga Karite LLC and member of the advisory board of Howard University School of Business.

Previous experience
Arlene is a former Global Head of CSR of Moody's Corporation, where she developed and implemented their global CSR strategy. She joined Moody's Corporation in 1998, where she 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.

Statement supporting re-election
Arlene is a leading global executive with wide experience in strategy and finance across a number of regions. The Board benefits from her significant experience in CSR matters, which is helping the Company to shape its sustainability agenda and achieve its wider ESG ambitions.

ANNE-FRANCOISE NESMES (51) **A C N R**
Non-executive director
French/British

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 in international organisations with a strong focus on strategy, M&A and governance. She is a chartered management accountant.

Current external appointments
CFO of Smith+Nephew PLC.

Previous experience
Anne-Francoise is a 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.

Statement supporting re-election
Anne-Francoise 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, and risk management systems.

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

SUNDAR RAMAN (47) A C N R
Non-executive director
American

Appointment
Appointed to the Board in 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 and a member of the Board of the National Underground Railroad Freedom Center.

Previous experience
Sundar is a former Chair of the American Cleaning Institute and a former President, Home Care and P&G Professional with Procter & Gamble. Sundar 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.

Statement supporting re-election
As the Global CEO of Fabric and Home Care, Procter & Gamble, Sundar is responsible for delivering growth through innovation, a synchronised supply chain, brand building and sales. Board discussion and debate benefits from both his strategic and operational insights and perspectives as a senior business leader operating in other sectors.

NELSON SILVA (67) A C N R
Non-executive director
Brazilian/Portuguese

Appointment
Appointed to the Board in July 2015. Appointed Chair of the Corporate Responsibility Committee in February 2017.

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 adviser to Appian Capital Advisory LLP and HSB Solomon Associates LLC.

Previous experience
Nelson is a former executive director of Petróleo Brasileiro S.A., CEO of BG Group in South America, non-executive director of Cosan Limited, Managing Director of Embraer for Europe and Africa, CEO of All Logistica in Argentina and President of BHP Billiton's Aluminium business unit. Prior to joining BHP Billiton, Nelson held a number of senior positions at Vale S.A., including Sales and Marketing Director.

Statement supporting re-election
Nelson is a highly experienced leader with specialist knowledge of Brazilian markets. The Board benefits from his extensive experience in health and safety matters, primarily gained in the oil and gas and mining industries. Nelson is also Chair of the CR Committee and is deeply committed to environmental, social and governance development which aligns closely with the Company's culture and values.

IREENA VITTAL (54) A C N R
Non-executive director and Designated NED for workforce engagement
Indian

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 and an independent director of UrbanClap Technologies India Private Limited.

Previous experience
Ireena is a former non-executive director of Titan Company Ltd, The Indian Hotels Company Limited, Cipla Limited, Tata Global Beverages Limited, Tata Industries, Zomato Media Private Limited, GlaxoSmithKline Consumer Healthcare and Axis Bank Limited; and Head of Marketing and Sales at Hutchinson Max Telecom and partner at McKinsey and Company.

Statement supporting re-election
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. The Board also continues to benefit from Ireena's strategic and operational insights from her wide experience as a non-executive director, adviser and consultant.

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, 7 February 2023, 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 4DL; email: shareholderenquiries@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) for further information
- electronically via Proxymity at www.proxymity.io

Submission of the Form of Proxy will not prevent a shareholder from 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, 7 February 2023.

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, 7 February 2023.**

Please note, however, that proxy messages cannot be sent through CREST on weekends, public holidays or after 8.00 pm 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.

If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 12 noon on Tuesday, 7 February 2023 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

(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, 7 February 2023 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, 7 February 2023 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 them and the shareholder by whom they were 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, they 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, 28 December 2022, 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 2022 (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 28,189,248 shares were held in treasury. The total voting rights in the Company at 30 November 2022 were therefore 1,757,214,729 (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. All 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) 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
(iii) shareholders' rights to include business to be dealt with at the AGM
(iv) shareholders' statements, resolutions and matters of business received by the Company after 19 December 2022

ATTENDING THE AGM

If you are attending the AGM in person, please bring your Notification Letter dated 19 December 2022 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 2022 so that you can refer to them at the Meeting. All joint shareholders may attend and speak at the AGM. However, if more than one joint holder votes, the vote of the most senior holder will be counted. Seniority will be determined by which order they appear in the register of members. 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 10.30 am and the AGM will start promptly at 12 noon. Please see the map on page 16 for the location of Twickenham RFU Stadium.

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 or telephone +44 1932 573000 by 2 February 2023. 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 on page 16. 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 vehicle registration details. Failure to register your vehicle may result in a penalty charge. Please contact the Group Company Secretariat before the Meeting by telephone +44 1932 573000 to pre-register your vehicle.

For more information of how to get to the venue, go to https://www.twickenhamstadium.com/getting-here.

QUESTIONS

There will be opportunities to ask questions in person. 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 Company Secretariat, AGM Questions, Compass House, Guildford Street, Chertsey, Surrey KT16 9BQ, and should be submitted by 10.00 am on Tuesday, 7 February 2023. 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 Chair of the Board 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 Chair 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, 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 they decide 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 12 in the notes to this Notice.

SHAREHOLDER ENQUIRIES

Link Group 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: shareholderenquiries@linkgroup.co.uk; telephone within the UK: Freephone 0800 029 4520 and from overseas: +44 333 300 1568. Lines are open 09:00 - 17:30 UK time, Monday to Friday, excluding public holidays in England and Wales.

AMERICAN DEPOSITARY RECEIPT ENQUIRIES

Compass Group PLC operates an American Depositary Receipt (ADR) programme under which ADRs are traded on the over-the-counter market under the symbol CMPGY. One ADR represents one ordinary Compass share. BNY Mellon is the depositary bank and maintains the Company's ADR register. Shareholders with a query about Compass ADRs should contact BNY Mellon as follows:

Post: BNY Mellon Shareowner Services, P.O. Box 43006, Providence, Rhode Island 02940-3078, US.

Overnight Post: BNY Mellon Shareowner Services, 150 Royall St., Suite 101,Canton, Massachusetts 02021, US.

E-mail: shrrelations@cpushareownerservices.com

Telephone: Tel. +1 888-269-2377 (toll-free number in the U.S.) or +1 201 680 6825 (international)

Further information can also be found on BNY Mellon's website, www.mybnymdr.com using the symbol CMPGY.

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 2022 in an alternative format, such as large print, Braille or an audio version on CD, please contact the Group Company Secretariat, Compass Group PLC, Compass House, Guildford Street, Chertsey, Surrey KT16 9BQ.

Our 2022 Annual Report and this Notice are available on the Company's website, www.compass-group.com.

