Company number 4083914

Notice of Annual General Meeting

Thursday, 8 February 2024

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 2024 Annual General Meeting (the Meeting or the AGM) of Compass Group PLC (the Company or Compass) will be held at 12 noon on Thursday, 8 February 2024 in the Live Room at Rugby Football Union, Rugby House, Twickenham Stadium, 200 Whitton Road, Twickenham, Middlesex TW2 7BA.

2024 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.

Shareholders are encouraged 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, 6 February 2024.

Important note

While we expect that the AGM will go ahead as planned, if due to unforeseen circumstances, the Company is required to change the arrangements for the Meeting at short notice, 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 to attend the Meeting and vote on your behalf. Our registrar, Link Group, must receive your online or postal proxy appointment and voting instructions by 12 noon on Tuesday, 6 February 2024 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 election and 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 election and 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

IK Meakins

Ian Meakins
Chair of the Board

18 December 2023

Compass Group PLC Notice of Annual General Meeting 2024

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, 8 February 2024 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 2023.

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 2023.

Final Dividend

3. To declare a final dividend of 28.1 pence per ordinary share in respect of the financial year ended 30 September 2023.

Election and re-election of directors

4. To elect Petros Parras as a director of the Company.
5. To elect Leanne Wood as a director of the Company.
6. To re-elect Ian Meakins as a director of the Company.
7. To re-elect Dominic Blakemore as a director of the Company.
8. To re-elect Palmer Brown 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-Françoise 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 7 May 2025; and for that period the section 551 amount shall be £63,035,830.

    19.2 In addition, the section 551 amount shall be increased by £63,035,830 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 and other pre-emptive issues:

    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, in accordance with the power conferred on the directors by article 13 of the Company's articles of association and pursuant to section 570 and section 573 of the Companies Act 2006, 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 as defined in the Company's articles of association; 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 £9,455,485 being not more than 5% of the issued ordinary share capital (excluding treasury shares) of the Company as at 30 November 2023, 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 close of business on 7 May 2025, 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 £9,455,485 being not more than 5% of the issued ordinary share capital (excluding treasury shares) of the Company as at 30 November 2023, 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 7 May 2025, 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 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 171,140,000;

    22.2 the minimum price (excluding expenses) which may be paid for each ordinary share is 11 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 7 August 2025, 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

18 December 2023

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 2023.

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 97 to 126 of the 2023 Annual Report and Accounts. The vote is advisory.

Resolution 3 – Final Dividend

The final dividend of 28.1 pence per share for the year ended 30 September 2023 will be paid on 29 February 2024 to shareholders on the register at the close of business on 19 January 2024, 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 8 February 2024.

Resolutions 4 to 15 – 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 or 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 standing for re-election 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 new Board member should be elected, and incumbent Board members should be re-elected as directors of the Company.

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. During the year, the Audit Committee put the external audit services contract out to tender in accordance with its terms of reference and in compliance with the provisions of The Statutory Audit Services for Large Companies Market Investigation (Mandatory Use of Competitive Tender Processes and Audit Committee Responsibilities) Order 2014. As a result of the tender process, the Audit Committee recommended to the Board that KPMG LLP be reappointed as the Company's auditor and KPMG has advised of its willingness to stand for reappointment. Details of the statutory audit tender process can be found on pages 87 to 88 of the 2023 Annual Report and Accounts.

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 2025 (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 £63,035,830.

This represents 570,460,000 ordinary shares of 11 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 2023 (being the last practicable date prior to the publication of this Notice). The Company currently holds 74,002,430 shares in treasury. The authority would, unless previously renewed, revoked or varied by shareholders, remain in force up to the conclusion of the 2025 AGM of the Company or close of business on 7 May 2025, 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 £63,035,830 (representing 570,460,000 ordinary shares of 11 1/20 pence each). Such additional authority will be valid until the conclusion of the 2025 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 2023, 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 equity incentive 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 2023 Annual General Meeting (2023 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 2023 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 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 £9,455,485.

Together, Resolutions 20 and 21 represent 171,140,000 ordinary shares of 11 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 2023, 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 2025 or close of business on 7 May 2025, if earlier.

Save for issues of shares in respect of various employee equity incentive 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 2023.

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 171,140,000 shares (just under 10% of the issued ordinary share capital as at 30 November 2023, 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.

From 1 October 2022 until 11 November 2022, the Company bought back 3,447,549 ordinary shares related to a £500 million share buyback announced on 26 May 2022.

On 21 November 2022, the Company announced consistent with its capital allocation framework a share buyback of up to £250 million to be completed in the first half of 2023. This successfully completed on 31 March 2023 when the Company had bought back 13,127,521 ordinary shares of 11 1/20 pence.

On 10 May 2023, a further share buyback of up to £750 million to be completed by the end of the 2023 calendar year was announced. Subsequently on 12 May 2023, a share buyback of £250 million commenced and was successfully completed on 3 July 2023 when the Company had bought back 11,396,015 ordinary shares of 11 1/20 pence.

On 24 July 2023, it was announced that a further share buyback of up to £500 million would be carried out between 24 July and 14 November 2023. This completed on 14 November 2023 when the Company had bought back 24,698,077 ordinary shares of 11 1/20 pence.

During the financial year ended 30 September 2023, the Company purchased in aggregate 46,311,952 ordinary shares of 11 1/20 pence and subsequently transferred these to treasury. The cost of the shares purchased during the financial year ended 30 September 2023 was £931 million excluding transaction costs. A further 6,357,210 shares were repurchased between 1 October 2023 and 14 November 2023 at a cost of £130 million excluding transaction costs.

The Company announced on 20 November 2023 that it intends to undertake a further share buyback of up to $500 million (£410 million), to complete in 2024 subject to M&A activity. Shares repurchased under this authority will be held in treasury or cancelled.

Any purchases to be made after the expiry of the authority granted by shareholders at the 2023 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 2023 AGM.

As at 30 November 2023 (being the last practicable date prior to the publication of this Notice), there were 1,785,403,977 11 1/20 pence ordinary shares in issue of which 74,002,430 11 1/20 pence ordinary shares were held in treasury for the purpose of satisfying the Company's obligations under employee equity incentive schemes. These treasury shares represent 4.3% 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 2023 (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 6,685,487 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 election and re-election

Ian Meakins (67) 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 a non-executive director and Chair of Unilever PLC.

Previous experience: Ian is a former non-executive Chair of Rexel SA and a 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: Ian demonstrates 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 (54) C E G
Group Chief Executive Officer (CEO)
British

Appointment: Joined the Board in February 2012. Previously held the roles of Group CFO, Group Chief Operating Officer (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 Compass' strategy through a focus on People, Performance and Purpose and delivering value for all stakeholders.

Petros Parras (43) C D E G T
Group Chief Financial Officer (CFO)
Greek

Appointment: Appointed to the Board in December 2023. Previously held the role of Regional Finance Director Europe and the Middle East.

Key skills and competencies: Petros has extensive financial, operational and portfolio transformation experience in large multinational businesses. He holds a BSc in Physics from Ioannina University and a PhD in Chemistry from Reading University.

Current external appointments: None.

Previous experience: Prior to joining Compass, Petros worked in fast-moving consumer goods businesses including Procter & Gamble, Reckitt Benckiser and Coty in Europe and North America in senior finance, operational and strategic roles.

Statement supporting election: Petros brings a wealth of relevant experience of working in high profile, FMCG businesses. Before being appointed Group CFO in November 2023, Petros was Regional Finance Director for Europe and the Middle East for close to four years where he played a key role in the turnaround of the region, focusing on growth strategies, the operating model and core processes, as well as the use of data analytics to drive better commercial outcomes. Petros has the necessary skills, experience, and ability to deliver the Group's financial strategy.

Board committee membership

A Audit Committee
C Corporate Responsibility Committee
D Disclosure Committee
● Chair
E Executive Committee
G General Business Committee
N Nomination Committee
▲ Senior Independent Director
R Remuneration Committee
T Treasury Management Committee
★ Designated Non-Executive Director for Workforce Engagement

Palmer Brown (52) **C E G**
Group Chief Operating Officer (COO), North America
American

Appointment: Appointed to the Board in October 2021. Previously held the role of Group CFO. Assumed the role of Group COO, North America in December 2023.

Key skills and competencies: During his tenure, Palmer 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 the former Group CFO and 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 and successfully led the Company's financial strategy as it recovered from the impacts of the COVID-19 pandemic. Palmer's significant and broad-ranging experience of the US business combined with his time in office as Group CFO, made him a natural candidate to succeed Gary Green as Group COO, North America.

Anne-Françoise Nesmes (52) **A C N R ▲**
Senior Independent Director (SID)
French/British

Appointment: Appointed to the Board in July 2018. Appointed Chair of the Audit Committee in February 2021. Appointed SID in July 2023.

Key skills and competencies: Anne-Françoise 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-Françoise 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-Françoise brings strong leadership to the Audit Committee and support to the financial focus of the Board. Anne-Françoise 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.

Stefan Bomhard (56) **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.

John Bryant (58) **A C N (R)**
Non-Executive Director
Australian/American

Appointment: Appointed to the Board in September 2018. Appointed Chair of the Remuneration Committee in February 2023.

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 Chair of Flutter Entertainment plc and non-executive director of Coca-Cola Europacific Partners plc and Ball Corporation.

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. John is also a former non-executive director of Macy's Inc.

Statement supporting re-election: John is a highly experienced CEO and Chair with a deep understanding and knowledge of global consumer goods markets. He has a wealth of leadership experience in strategic, financial, and operational matters and the Board continues to benefit from this significant experience and his strategic insights. Additionally, John was appointed as Chair of the Remuneration Committee in February 2023 and has prioritised developing relationships with investors through continued engagement and open and transparent dialogue.

Arlene Isaacs-Lowe (64) **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 corporate social responsibility (CSR), 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., Financial Secretary of The Links Foundation, Incorporated and a 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. Arlene is a former member of the advisory board of Agbanga Karite LLC.

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.

Sundar Raman (48) **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.

Previous experience: Sundar is 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. Sundar is a former Chair of the American Cleaning Institute, and a former member of the Board of the National Underground Railroad Freedom Center.

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.

Board committee membership

A Audit Committee
C Corporate Responsibility Committee
D Disclosure Committee
Chair
E Executive Committee
G General Business Committee
N Nomination Committee
Senior Independent Director
R Remuneration Committee
T Treasury Management Committee
Designated Non-Executive Director for Workforce Engagement

Nelson Silva (68) **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 Corporate Responsibility Committee and is deeply committed to environmental, social and governance development which aligns closely with the Company's culture and values.

Ireena Vittal (55) **A** **C** **N** **R**
Non-Executive Director
and Designated Non-Executive Director for Workforce Engagement
Indian

Appointment: Appointed to the Board in July 2015. Appointed Designated Non-Executive Director 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 Asian Paints Limited, Diageo plc and Godrej Consumer Products Limited, and an independent director of UrbanClap Technologies India Private Limited.

Previous experience: Ireena is a former non-executive director of WIPRO Limited, Housing Development Finance Corporation Limited, 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. She was also previously Head of Marketing and Sales at Hutchinson Max Telecom and a partner at McKinsey and Company.

Statement supporting re-election: As the Designated Non-Executive Director 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.

Leanne Wood (51) **A** **C** **N** **R**
Non-Executive Director
British

Appointment: Appointed to the Board in May 2023.

Key skills and competencies: Leanne has a wealth of experience in people and organisational strategy and also has wider strategic and operational experience in global organisations, including in the food and beverage, retail and technology sectors.

Current external appointments: Leanne is Chief Human Resources Officer of Vodafone Group Plc and is the lead Vodafone non-executive director for Vodacom Group Limited, a publicly listed company in South Africa.

Previous experience: Before joining Vodafone, Leanne was the Chief People, Strategy and Corporate Affairs Officer for Burberry Plc. Prior to that, she worked for Diageo plc for 15 years in a variety of roles, latterly as their Group HR Director. She has also worked in strategy and finance for Allied Domecq Plc, LEK Consulting and United Distillers. Leanne is a former non-executive director of The Go-Ahead Group Plc.

Statement supporting election: Leanne is a highly experienced chief human resources officer with expertise in leading people and organisational strategies at major consumer brands, including Vodafone and Burberry. Additionally, she has wider experience in strategy and finance. The Board benefits from Leanne's considerable and relevant international, strategic and operational expertise, which are invaluable as Compass continues to focus on its strategic priorities of People, Performance and Purpose.

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, 6 February 2024, being 48 hours before the time the AGM begins. A paper Form of Proxy can be requested from the registrar: Link Group, 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 9.00 am to 5.30 pm UK time, Monday to Friday, excluding public holidays in England and Wales
- 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, 6 February 2024.

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, 6 February 2024**.

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, 6 February 2024 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, 6 February 2024 or, in the event that the Meeting is adjourned, in the Register of Members at 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, 6 February 2024 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, 27 December 2023, 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, and the letters of appointment (and re-appointment) of the non-executive directors, 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 2023 (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 1/20 pence each, of which 74,002,430 shares were held in treasury. The total voting rights in the Company at 30 November 2023 were therefore 1,711,401,547 (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 18 December 2023

Attending the AGM

If you are attending the AGM in person, please bring your Notification Letter dated 18 December 2023 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 2023 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 of the holder will be determined by the order in which their name appears 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 (0) 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 company.secretarial@compass-group.com or by post at Compass Group PLC, Compass House, Guildford Street, Chertsey, Surrey KT16 9BQ or telephone +44 (0) 1932 573000 by 1 February 2024. 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, 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 email: company.secretarial@compass-group.com or by telephone: +44 (0) 1932 573000 to pre-register your vehicle.

For more information of how to get to the venue, go to 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, 6 February 2024. 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.

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.

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.

Right to confirmation of vote after a general meeting

Members have the right to request, in accordance with section 360BA of the Companies Act, information to enable them to determine that their vote on a poll was validly recorded and counted. Shareholders who wish to do so should contact the Company's registrar, in each case no later than 30 days following the date of the AGM:

- Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL
- telephone within the UK: Freephone 0800 029 4520, from overseas: +44 333 300 1568. Lines are open 9.00 am – 5.30 pm UK time, Monday to Friday, excluding public holidays in England and Wales.

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, Central Square, 29 Wellington Street, Leeds LS1 4DL
- email: shareholderenquiries@linkgroup.co.uk
- telephone within the UK: Freephone 0800 029 4520, from overseas: +44 333 300 1568. Lines are open 9.00 am – 5.30 pm 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, USA

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

E-mail: shrrelations@cpushareownerservices.com

Telephone: Tel. +1 888-269-2377 (toll-free number in the USA) 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

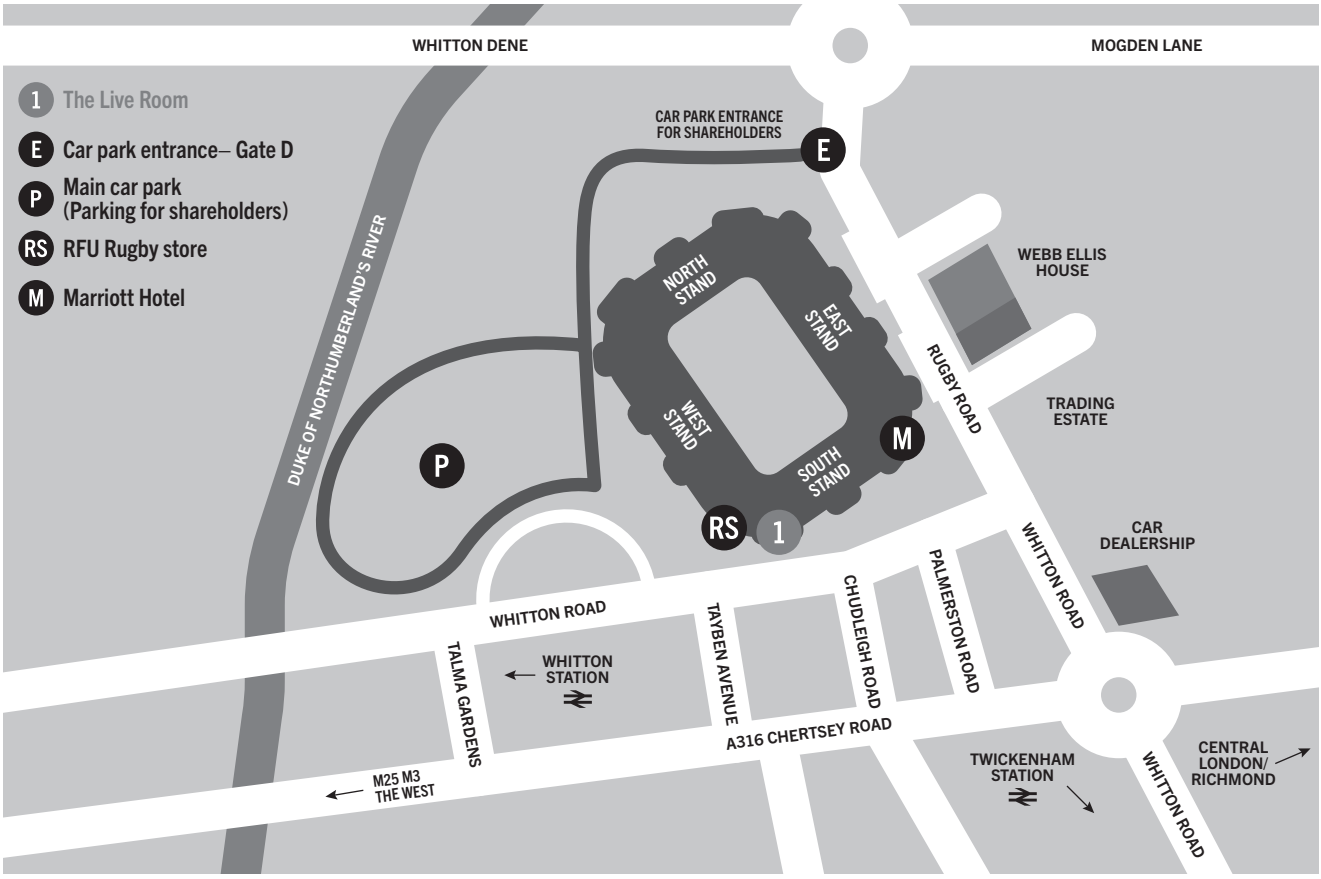
Your personal data includes all data provided by you, or on your behalf, which relates to you as a shareholder, including your name and contact details, the votes you cast and your reference number (attributed to you by the Company). The Company determines the purposes for which and the manner in which 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 2023 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 2023 Annual Report and this Notice are available on the Company's website, www.compass-group.com.

If you intend to park at Twickenham RFU Stadium, you will need to pre-register your vehicle registration details. Failure to pre-register could result in a penalty charge. Please contact the Group Company Secretariat before the Meeting on +44 (0) 1932 573000 or immediately on your arrival at Twickenham please speak to a member of the Compass team at the venue who will help you to register.



Shareholders travelling to the Meeting by car, are advised that the RFU may make alternative parking arrangements at the venue on the day of the Meeting if considered necessary to protect the health and safety of visitors parking at the venue. This is because of construction work in and around the car parking areas to accommodate temporary structures used for sporting events taking place at Twickenham RFU Stadium in February 2024. Stewards will be on hand to direct shareholders to a parking space.