COMPASS GROUP

Company number 4083914

Notice of Annual General Meeting

Thursday, 6 February 2025

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 2025 Annual General Meeting (the Meeting or the AGM) of Compass Group PLC (the Company or Compass) will be held at 12 noon on Thursday, 6 February 2025 in the Live Room at Rugby Football Union, Rugby House, Allianz Stadium (formerly Twickenham Stadium), 200 Whitton Road, Twickenham, Middlesex TW2 7BA.

2025 AGM arrangements

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 18.

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, 4 February 2025 at the latest to ensure that your vote is counted.

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

Business of the meeting

The formal notice of the AGM is set out on pages 2 to 20 (the Notice). The general business of the Meeting is to pass the resolutions set out in the Notice on pages 2 to 4. Details of the resolutions are contained in the explanatory notes on pages 5 to 15.

The majority of the resolutions are those that are dealt with as a matter of course at each Annual General Meeting of the Company.

In addition, this year we are asking shareholders to approve the 2025 Remuneration Policy, together with amendments to The Compass Group PLC Long Term Incentive Plan 2018 and the adoption of The Compass Group PLC Restricted Share Award Plan.

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 2024

Compass Group PLC Notice of Annual General Meeting 2025

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, 6 February 2025 in the Live Room at Rugby Football Union, Rugby House, Allianz Stadium (formerly Twickenham Stadium), 200 Whitton Road, Twickenham, Middlesex TW2 7BA to consider and, if thought fit, to pass Resolutions 1 to 22 as ordinary resolutions and Resolutions 23 to 26 as special resolutions. Voting on all resolutions will be by way of a poll.

Ordinary resolutions

Annual Report and Accounts

1. To receive the Directors' Annual Report and Accounts and the Auditor's Report thereon for the financial year ended 30 September 2024.

Directors' Remuneration Policy

2. To approve the Directors' Remuneration Policy set out on pages 97 to 106 of the Directors' Remuneration Report contained within the Annual Report and Accounts for the financial year ended 30 September 2024, such Directors' Remuneration Policy to take effect from the date on which this Resolution is passed.

Directors' Remuneration Report

3. To approve the Directors' Remuneration Report (other than the Remuneration Policy referred to in 2 above) contained within the Annual Report and Accounts for the financial year ended 30 September 2024.

Final Dividend

4. To declare a final dividend of 39.1 cents per ordinary share in respect of the financial year ended 30 September 2024 to be paid on 27 February 2025 to shareholders on the register at the close of business on 17 January 2025.

Election and re-election of directors

5. To elect Liat Ben-Zur as a director of the Company.
6. To elect Juliana Chugg as a director of the Company.
7. To re-elect Ian Meakins as a director of the Company.
8. To re-elect Dominic Blakemore as a director of the Company.
9. To re-elect Petros Parras as a director of the Company.
10. To re-elect Palmer Brown as a director of the Company.
11. To re-elect Stefan Bomhard as a director of the Company.
12. To re-elect John Bryant as a director of the Company.
13. To re-elect Arlene Isaacs-Lowe as a director of the Company.
14. To re-elect Anne-Françoise Nesmes as a director of the Company.
15. To re-elect Sundar Raman as a director of the Company.
16. To re-elect Leanne Wood as a director of the Company.

External auditor's reappointment and remuneration

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

Political donations

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

    19.1 make donations to political parties or independent election candidates;

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

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

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

The Compass Group PLC Long Term Incentive Plan 2018

20. To approve the amendments to the rules of The Compass Group PLC Long Term Incentive Plan 2018 as described in the explanatory notes to the resolutions on page 6.

The Compass Group PLC Restricted Share Award Plan

21. That The Compass Group PLC Restricted Share Award Plan (RSA Plan), the principal terms of which are summarised in the explanatory note on pages 6 to 8 to this Resolution and as shown in the rules of the RSA Plan produced to the Meeting and initialled by the Chair of the Meeting for the purposes of identification, be and is hereby approved and that the directors be and are hereby authorised to do all such acts and things that they may consider appropriate to implement the RSA Plan, including the making of any amendments to the rules and the establishment of any sub-plans for the benefit of employees outside the UK (modified as necessary to take account of relevant exchange control, taxation and securities laws of the relevant jurisdiction).

Directors' authority to allot shares

22. 22.1 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 5 May 2026; and for that period the section 551 amount shall be £62,531,950.

22.2 In addition, the section 551 amount shall be increased by £62,531,950 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:

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

22.2.2 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

23. To authorise the directors, subject to the passing of Resolution 22, 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(1) of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be limited:

23.1 to allotments for rights issues and other pre-emptive issues as defined in the Company's articles of association; and

23.2 to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph 23.1 above) up to a nominal amount of £18,751,850 being not more than 10% of the issued ordinary share capital (excluding treasury shares) of the Company as at 30 November 2024, 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 5 May 2026, 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.

24. To authorise the directors, subject to the passing of Resolution 22 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 23 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(1) of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be:

24.1 limited to the allotment of equity shares or sale of treasury shares up to a nominal amount of £18,751,850 being not more than 10% of the issued ordinary share capital (excluding treasury shares) of the Company as at 30 November 2024, being the last practicable date prior to the publication of this Notice; and

24.2 used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the directors determine to be an acquisition or a special capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the 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 5 May 2026, 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

25. 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:

25.1 the maximum aggregate number of ordinary shares hereby authorised to be purchased is 169,700,000;

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

25.3 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

25.4 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 5 August 2026, 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

26. 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.

By Order of the Board



Alison Yapp
Group General Counsel and Company Secretary

18 December 2024

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 2024.

Resolution 2 – Directors' Remuneration Policy

Shareholders are requested to approve the 2025 Directors' Remuneration Policy (2025 Policy). The 2025 Policy is on pages 97 to 106 of the Directors' Remuneration Report set out within the 2024 Annual Report and Accounts.

Although largely unchanged in structure from the existing Directors' Remuneration Policy (the 2022 Policy), the 2025 Policy aims to better align with the market and has been designed to ensure that the Company can attract, motivate and retain the high calibre talent it needs to execute its ambitious strategy in a highly competitive global talent market.

A significant proportion of remuneration is performance related and based on a selection of targets linked to key business drivers. Stretching performance conditions are set in the context of the business environment and the challenges the Group faces such that they can be measured and understood by both executives and shareholders.

Having undertaken an in-depth review of remuneration levels at companies of a similar financial and operational size, global footprint and business complexity, the Remuneration Committee determined that the total remuneration package for executive directors had fallen behind the market. This is principally as a consequence of the positioning of the annual bonus and LTIP award levels.

The changes being proposed are as follows:

LTIP quantum and shareholding requirements

Under the 2025 Policy the maximum LTIP award level for the Group Chief Executive Officer (CEO) will increase from 400% to 500% of base salary. For the Group Chief Financial Officer (CFO) and Group Chief Operating Officer (COO), North America the maximum LTIP award levels will increase from 350% to 400% and from 350% to 450% of base salary respectively. The implementation of these increases will take place on a phased basis for the Group CFO and Group COO, North America, such that the LTIP award for the Group CFO will increase from 350% of salary to 375% of salary for the 2024-2025 award, with a second-stage increase from 375% to 400% of salary from 2025-2026 and beyond. Similarly, the LTIP award for the Group COO, North America will increase from 350% of salary to 400% of salary for the 2024-2025 award, with a second-stage increase from 400% to 450% of salary from 2025-2026 and beyond.

To recognise his tenure and performance in the role, the LTIP award for the Group CEO will increase from 400% to 500% of base salary for the 2024-2025 award.

A two-year holding period applies following the three-year performance period and awards are subject to malus and clawback. A post-employment holding period also applies to LTIP awards granted after 4 February 2021.

The increase in LTIP award levels will be accompanied by a corresponding increase in shareholding requirements. The time period for the achievement of the shareholding (or increase in shareholding if applicable) will remain unchanged – the required level of executive shareholding is expected to be achieved within a five-year period commencing on the date of appointment or date of increase in shareholding requirement, whichever is later.

In the context of the increase in LTIP award quantum, the Committee took the opportunity to align the LTIP plan rules to the 2025 Policy. Details of changes to the rules are set out in the explanatory note to Resolution 20 on page 6 of this document.

Annual bonus

Under the 2025 Policy the maximum award for the Group CEO will increase from 200% to 250% of base salary and for other executive directors from 150% to 200% of base salary.

The mandatory deferral of a proportion of annual bonus remains unchanged whereby executive directors are required to defer one-third of any bonus earned into Compass shares for a period of three years. This aligns with the current 2022 Policy and applies irrespective of whether the share ownership guidelines have already been met.

Additional context which supports the decisions taken by the Remuneration Committee when formulating the 2025 Policy can be found in the 2024 Annual Report on pages 86 to 118.

In accordance with section 439A of the Companies Act 2006, a separate resolution on the 2025 Policy part of the Directors' Remuneration Report is required to be put to a vote by shareholders. The vote is binding which means that payments cannot be made under the 2025 Policy until it has been approved by shareholders. The Policy must be put to shareholders at least every three years, unless during that time it is changed. The Company currently intends to submit the Policy for approval by shareholders every three years.

Resolution 3 – Directors' Remuneration Report

In accordance with section 439 of the Companies Act 2006 shareholders are requested to approve the Directors' Remuneration Report (other than the Policy which is being approved under Resolution 2). The Directors' Remuneration Report is set out on pages 86 to 118 of the 2024 Annual Report and Accounts. The vote is advisory.

Resolution 4 – Final Dividend

The final dividend of 39.1 cents per share for the year ended 30 September 2024 will be paid on 27 February 2025 to shareholders on the register of members at the close of business on 17 January 2025, subject to shareholder approval. Shareholders appearing on the register of members or holding their shares through CREST will automatically receive their dividends in sterling but have the option to elect to receive their dividends in US dollars. A Dividend Reinvestment Plan (DRIP) will be available. The last date for receipt of US currency elections and DRIP elections will be 3 February and 6 February 2025 respectively.

Resolutions 5 to 16 – Election and re-election of directors

In accordance with the UK Corporate Governance Code 2018 (the Code), all the directors will submit themselves for election or annual re-election by shareholders. Biographical details of all the directors standing for election or re-election appear on pages 11 to 15 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 how each director contributes to the success of the Board and why they should be elected or re-elected, as appropriate.

Resolutions 17 and 18 – External auditor's reappointment and remuneration

The auditor is appointed at every general meeting at which accounts are presented to shareholders. The current appointment of KPMG LLP as the Company's auditor will end at the conclusion of the AGM. KPMG has advised of its willingness to stand for reappointment.

In accordance with the provisions of the Code, it is recommended best practice for the Audit Committee to be authorised to agree how much the auditor should be paid and Resolution 18 grants this authority to the Audit Committee on behalf of the Board of Directors.

Resolution 19 – Political donations

It is not Group policy to make donations to political parties. However, it is possible that certain routine activities undertaken by the Company and its subsidiaries might unintentionally fall within the wide definition of matters constituting political donations and expenditure in the Companies Act 2006. Any expenditure that is regulated under the Companies Act 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 2026, to make donations and incur expenditure which might otherwise be caught by the terms of the Companies Act 2006, up to an aggregate amount of £100,000 for the Company and for subsidiary companies.

Resolution 20: Amendment to The Compass Group PLC Long Term Incentive Plan 2018

The purpose of this Resolution 20, which is proposed as an ordinary resolution, is to approve amendments to The Compass Group PLC Long Term Incentive Plan 2018 (LTIP) which was originally approved by shareholders at the 2018 AGM, with further amendments approved by a resolution of the Remuneration Committee of the Board (the Committee) on 19 November 2020. The amendments to be approved by this Resolution 20 serve principally to:

a. remove the individual limits upon awards which are currently calculated by reference to fixed salary multiples; and
b. specify that awards granted to executive directors will be subject to the individual limits specified in the Company's Directors' Remuneration Policy from time to time.

The Company is also proposing certain other amendments in line with the most recent institutional shareholder guidelines, including providing greater flexibility on when awards can be granted to individuals who are not executive directors of the Company and to amend the overall plan dilution limit to ensure that the number of shares issued under any of the Company's Employee Share Schemes in any ten year rolling period does not exceed 10% of the Company's ordinary share capital.

A copy of the LTIP rules that reflect the proposed amendments is available for inspection, as noted on page 17 of this Notice of AGM.

Resolution 21: The Compass Group PLC Restricted Share Award Plan

Background

The Remuneration Committee of the Board (the Committee) reviews the Company's long-term incentive arrangements annually in order to reflect developments in best practice and in light of the Group's objectives and priorities. As a result of this review, the Committee has decided to seek the approval of shareholders for a Restricted Share Award Plan (RSA Plan) under Resolution 21 at the Meeting.

The RSA Plan was previously adopted by the Board on 13 March 2019 and amended by resolution of the Committee on 19 November 2020. It has now been further amended to allow treasury shares and newly issued shares to be used to satisfy awards. In light of those amendments, shareholder approval of the RSA Plan is now sought.

Further details of the RSA Plan are set out below.

Eligibility

Participation in the RSA Plan is at the discretion of the Committee. Awards may be granted to any employee (excluding executive directors) of the Company or any subsidiary. No employee has a contractual right to participate in the RSA Plan. Awards granted may be subject to the performance conditions.

Grant of awards

Awards may be granted at any time the Committee determines is appropriate.

No payment is required for the grant of awards.

No invitations to participate in the RSA Plan may be made more than ten years following the date on which it is approved by shareholders.

Form of awards

The Committee will determine whether awards will be granted as conditional share awards, which entitle participants to acquire or receive shares for no or only a nominal payment, or options, which entitle participants to acquire shares following vesting. The RSA Plan also provides that where an award involving real shares is not appropriate for legal, regulatory or tax reasons, a phantom award may be granted. This will deliver a cash payment calculated by reference to the market value of a notional share. In certain circumstances, share-based awards or options may be satisfied (in whole or in part) in cash.

A participant may be granted any form or combination of awards.

Value of awards

Award levels will be determined by the Committee.

Individual limits

Award levels will be determined by the Committee.

Plan limits

The number of unissued shares that may constitute an award shall not, when combined with the total number of shares issued or issuable under awards granted under the RSA Plan and any other share plans adopted by the Company, in any rolling ten-year period, exceed 10% of the Company's issued ordinary share capital.

The satisfaction of awards under the RSA Plan and/or any other share plans adopted by the Company with treasury shares will be treated as an issue of ordinary shares for the purposes of the above limit for so long as institutional shareholder guidelines recommend this. The percentage limit stated above shall not take into account shares attributable to an award which has been released, lapsed, forfeited or is otherwise incapable of realisation, nor shall the percentage limit take into account any shares acquired as a result of an entitlement to a dividend equivalent.

Performance condition

The vesting of awards may be conditional on the satisfaction of one or more performance conditions determined by the Committee. The Committee has absolute discretion to determine when the necessary performance conditions are satisfied, and the award will vest. Performance conditions will be objective and specified at the grant date and may provide that an award will lapse if the performance conditions are not satisfied.

There will be no retesting of any performance condition.

The Committee may vary the performance conditions applying to existing awards if an event occurs or there are circumstances (for example, an acquisition or disposal of a business or a significant part of a business) such that the conditions are no longer a fair measure of performance provided that, in the reasonable opinion of the Committee, the new conditions are not materially less challenging than the original conditions would have been but for the event or circumstances in question. In exercising any power to vary performance conditions, the Committee will have regard to ensuring fairness between participants and shareholders.

Holding periods

At the time the Committee grants an award, the Committee has discretion to impose a mandatory holding period in respect of some or all of any vested shares to be transferred (including shares to be transferred on exercise of an option that has vested). During such holding period the relevant shares may not be transferred, assigned, sold, pledged or otherwise disposed of (other than to satisfy any tax liability incurred in connection with the award). The Committee may exercise its discretion to allow early release of shares subject to a holding period if the participant ceases to be an employee of the Group.

Malus and clawback

Awards may be granted subject to the Company's malus and clawback arrangements under which the Company may operate malus and clawback (including a reduction of the number of shares under an award and forfeiture of shares delivered) if certain trigger events (including a material misstatement of results, serious misconduct of the individual, or serious reputational damage to the Group) occur.

Entitlement to dividend equivalents

In addition to the shares which vest under an award, the Committee may in its discretion grant an award on the basis that it carries an entitlement to shares which reflects the value of the aggregate dividends paid on a share between the date of grant and the vesting date of the award. The number of additional shares which a participant is granted will be calculated in such manner as the Committee in its absolute discretion determines, save that it will be calculated by reference only to ordinary dividends and, unless the Committee determines otherwise, without regard to special dividends or distributions, super dividends or dividends-in-specie. Instead of delivering additional shares, the Committee may in its absolute discretion satisfy any entitlement to dividend equivalents by making a cash payment with an equivalent value as determined at the time of vesting.

Cessation of employment

Awards to participants who leave at any time prior to vesting will lapse unless they leave by reason of injury, disability, ill-health, redundancy, retirement or sale of the business or company in which they are employed (good leavers). In the event of a demerger, the Committee also has discretion as to whether to allow an award to vest in full, in part or to be rolled over into an equivalent scheme of the acquiring entity.

Awards for good leavers will normally vest at the normal vesting date to the extent that any performance conditions are met but will be pro-rated on the basis of actual service within the vesting period. If the Committee considers that there are circumstances that justify it, the Committee may release some or all of the vested shares or options early having regard to performance achieved to the date of leaving.

Corporate Event

In the event of a corporate event (for example, a change of control of the Company, or notice is given of a resolution for the voluntary winding-up of the Company), performance will be measured to the date of change of control and awards will vest to the extent that any performance conditions are met by that date. The Committee will have discretion, in relation to the performance conditions, to adjust the vesting level if it considers that the performance conditions would have been met to a greater or lesser extent at the end of the full performance period. The Committee will in normal circumstances scale down the vesting level of each element having regard to the time that has elapsed between the grant of the award and the date of change of control but will retain a discretion to disapply the pro-rating calculation (in whole or in part).

In the event of an acquiring company obtaining control of the Company through a general offer or pursuant to a scheme of arrangement, with the acquiring company's consent, any participants can agree with the acquiring company to release their existing awards in exchange for a new replacement award subject to certain conditions (for example, the new awards must have an equal market value as the old awards and the aggregate price payable on vesting must be equal under both the old and new awards). An internal reorganisation to create a new holding company will not result in the accelerated vesting of awards. Instead, they will be replaced by awards over shares in the new holding company, unless the Committee determines otherwise.

Adjustment of awards

If there is a variation in the share capital of the Company (including without limitation a capitalisation issue, rights or bonus issue or subdivision or consolidation of share capital, or a reduction of capital, in the event of a demerger or payment of a special dividend) the shares under award may be adjusted to reflect that variation. In addition, on a demerger, the Committee may determine for some or all participants that part or all of the award shall vest and/or that awards held by participants leaving the Group as a result of the demerger should be rolled over into equivalent awards in the demerged company.

Rights attaching to shares

All shares allotted under the RSA Plan will carry the same rights as any other issued ordinary shares in the Company and application will be made for the shares to be listed by the Financial Conduct Authority and traded on the London Stock Exchange.

Benefits received under the RSA Plan are not pensionable and may not be assigned or transferred except on a participant's death.

Amendments to the RSA Plan

In addition to the Committee's powers to vary performance measures described above, it will have authority to amend the rules of the RSA Plan, provided that no amendments will materially prejudice the interests of existing participants (except with their prior consent or sanction) and, no amendment to the advantage of the participants or eligible employees may be made to provisions relating to the key features of the RSA Plan without the prior approval of shareholders in general meeting unless the amendment is minor and made to benefit the administration of the RSA Plan, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment. Key features are: who can be a participant, the limits on the number of shares which can be issued under the RSA Plan, the basis for determining a participant's entitlement to shares and the terms on which they can be acquired, and the provisions relating to adjustments in the event of a variation in the Company's share capital.

Additional schedules to the rules can be established to operate the RSA Plan outside the UK. These schedules can vary the rules of the RSA Plan to take account of any securities, exchange control or taxation laws or regulations.

Resolution 22 – Directors' authority to allot shares

The purpose of Resolution 22 is to renew the directors' power to allot shares. Resolution 22.1 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 £62,531,950.

This represents 565,900,000 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 2024 (being the last practicable date prior to the publication of this Notice). The Company currently holds 87,465,350 shares in treasury. The authority would, unless previously renewed, revoked or varied by shareholders, remain in force up to the conclusion of the 2026 AGM of the Company or close of business on 5 May 2026, whichever is earlier.

In accordance with the Investment Association Share Capital Management Guidelines (the Guidelines), Resolution 22.2 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 £62,531,950 (representing 565,900,000 ordinary shares of 11 $\frac{1}{20}$ pence each). Such additional authority will be valid until the conclusion of the 2026 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 22 is equal to approximately two-thirds of the issued ordinary share capital of the Company (excluding treasury shares) as at 30 November 2024, being the last practicable date prior to publication of this Notice.

Resolutions 1 to 22 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 23 and 24 – 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 its most recent statement of principles for the disapplication of pre-emption rights (the Principles) in November 2022. These Resolutions seek authority from shareholders under the Principles which provide that a general authority for the disapplication of pre-emption rights over approximately 10% 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 under the Pre-emption Group's 2015 Principles, is dealt with under Resolution 23.

Subject to the passing of Resolution 22, Resolution 23 seeks to replace the authority conferred on the directors at the 2024 Annual General Meeting (2024 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 10% 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(1) of the Companies Act 2006.

The Principles further provide that the Company may, as routine, also seek to disapply pre-emption rights over the equivalent of approximately an additional 10% of the issued ordinary share capital of the Company, so long as certain criteria are met.

Subject to the passing of Resolution 22 and in addition to the authority granted by Resolution 23, Resolution 24 seeks to replace the authority conferred on the directors at the 2024 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 10% 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(1) of the Companies Act 2006, provided that this authority will only be used for the purpose of financing (or refinancing, if the waiver is used within twelve months of the original transaction):

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 twelve-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 24 would be limited to a maximum nominal amount of £37,503,700.

Together, Resolutions 23 and 24 represent 339,400,000 ordinary shares of 11 1/20 pence each in the capital of the Company, which is approximately 20% of the Company's issued ordinary share capital (excluding treasury shares) as at 30 November 2024, 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 2026 or close of business on 5 May 2026, 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 22, 23 and 24, although they consider their renewal appropriate in order to retain maximum flexibility to take advantage of business opportunities as they arise.

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 2024.

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

Resolution 25 – 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 169,700,000 shares (just under 10% of the issued ordinary share capital as at 30 November 2024, being the last practicable date prior to the publication of this Notice) and details the minimum and maximum prices that can be paid, exclusive of expenses. The authority conferred by this Resolution will expire at the conclusion of the Company's next AGM or 18 months from the passing of this Resolution, whichever is the earlier.

The authority will be exercised only if the directors believe that to do so would be likely to promote the success of the Company for the benefit of its shareholders as a whole.

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 Companies Act 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 its employee equity incentive schemes.

During the financial year ended 30 September 2024, the Company purchased in aggregate 20,406,756 ordinary shares of 11 1/20 pence and subsequently transferred these to treasury. The cost of these shares was $557 million excluding transaction costs. A further 2,530,044 ordinary shares of 11 1/20 pence were purchased between 1 October 2024 and 30 November 2024 at a cost of $83 million excluding transaction costs.

Any purchases to be made after the expiry of the authority granted by shareholders at the 2024 AGM will be made subject to shareholder approval of Resolution 25 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 2024 AGM.

As at 30 November 2024 (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 87,465,350 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 5.2% of the Company's issued ordinary share capital (excluding treasury shares). Shares held in treasury are not eligible to participate in dividends and do not carry any voting rights.

As at 30 November 2024, (being the last practicable date prior to the publication of this Notice), there were awards outstanding over 6,374,621 ordinary shares of 11 1/20 pence under the Company's shareholder approved employee share schemes. If the outstanding awards vested in full, they would represent approximately 0.38% of the Company's issued ordinary share capital (excluding treasury shares). If the Company's authority to purchase the Company's ordinary shares was exercised in full, it would represent 0.42% of the Company's issued ordinary share capital (excluding treasury shares).

Resolution 26 – 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 Companies Act 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 Companies Act 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 23-26 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 Chair of the Board British **Appointed:** September 2020. Appointed Chair of the Board in December 2020. ● Ⓒ Ⓝ	**Key skills and competencies:** An experienced chair and former CEO with a strong background in B2B and B2C businesses across a variety of sectors in global organisations. **Other appointments:** Chair and a non-executive director of Unilever PLC*. **Past appointments:** Served as non-executive chair of Rexel SA and as chief executive of Wolseley plc (now Ferguson plc), Travelex Holdings Ltd and Alliance Unichem plc (until its merger with Boots). Before that held positions at Diageo plc, Bain & Company and Procter & Gamble, and was a founding partner at Kalchas Group management consultants. Also served as a non-executive director of O2 plc, as SID at Centrica plc, and as 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 Group Chief Executive Officer (CEO) British **Appointed:** February 2012. Previously Group CFO, Group Chief Operating Officer (COO), Europe, and Deputy Group CEO. Appointed Group CEO in January 2018. Ⓒ Ⓔ Ⓖ	**Key skills and competencies:** Extensive financial management experience in a number of international businesses, together with general operational management experience. Qualified chartered accountant. **Other appointments:** Non-executive director of London Stock Exchange Group plc*. Vice-chair of the Council of University College London, and deputy chair of the board of trustees of FareShare. **Past appointments:** Served as a 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, was a director at PwC.	**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.

* Listed Company

Committee membership key

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

Petros Parras Group Chief Financial Officer (CFO) Greek **Appointed:** December 2023. Joined the Group in January 2020. Ⓒ Ⓓ Ⓔ Ⓖ Ⓣ	**Key skills and competencies:** Extensive financial, operational and portfolio transformation experience in large multinational businesses. Holds a BSc in Physics from Ioannina University and a PhD in Chemistry from Reading University. **Other appointments:** None. **Past appointments:** Served as regional finance director for Europe and the Middle East from January 2020 to November 2023. Prior to that worked in fast-moving consumer goods businesses (FMCG), including Procter & Gamble, Reckitt Benckiser and Coty in Europe and North America in senior finance, operational and strategic roles.	**Statement supporting re-election:** Petros brings a wealth of relevant experience of working in high profile, FMCG businesses. Before being appointed Group CFO in December 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.
Palmer Brown Group Chief Operating Officer (COO), North America American **Appointed:** October 2021. Joined the Group in 2001. Appointed Group COO, North America in December 2023. Ⓒ Ⓔ Ⓖ	**Key skills and competencies:** 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. Has also coordinated many of the acquisitions and disposals for the Group. Holds degrees in business and law and is a certified public accountant. **Other appointments:** None. **Past appointments:** Served as Group CFO from November 2021 to November 2023. Prior to that was the former group commercial director, and chief strategy officer for Compass Group North America. Also held the roles of 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 Senior Independent Director (SID) French/British **Appointed:** July 2018. Appointed Chair of the Audit Committee in February 2021. Appointed SID in July 2023. Ⓐ Ⓒ Ⓝ Ⓡ ▲	**Key skills and competencies:** Has a wealth of experience in finance and accounting in international organisations with a strong focus on strategy, M&A and governance. Qualified chartered management accountant. **Other appointments:** Non-executive director of Sanofi*. **Past appointments:** Served as CFO of Smith+Nephew plc, Merlin Entertainments PLC and Dechra Pharmaceuticals PLC. Prior to that 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, leading with probity and challenge in the oversight of the Group's financial reporting and controls, and risk management systems.

* Listed Company

Liat Ben-Zur Designated Non-Executive Director for Workforce Engagement (DNED) American **Appointed:** July 2024. Appointed Designated Non-Executive Director for Workforce Engagement in October 2024. (A) (C) (N) (R) ✪	**Key skills and competencies:** Transformative technology executive who brings over 27 years of experience in driving digital transformation and product innovation. Known for her strategic insights in disruptive technologies and product-led growth. **Other appointments:** Independent director of Talkspace, Inc.* and Splashtop Inc. Also advises start-ups through her own consultancy firm, LBZ Advisory. **Past appointments:** Served as an independent member of the supervisory board of Umicore, a listed Belgian company. During her career she has also has held senior roles in Microsoft, Philips and Qualcomm.	**Statement supporting re-election:** Liat brings experience as a strategic adviser and executive in the technology industry. She is a passionate advocate for equity, diversity, and inclusion which is aligned to the Company's values, and her background and experience is valuable to the Board as it continues to focus on digital technologies as a source of competitive advantage to support the Group's growth ambitions.
Stefan Bomhard Non-Executive Director German **Appointed:** May 2016. (A) (C) (N) (R)	**Key skills and competencies:** Extensive experience of working in international environments, particularly in the operation, sales and marketing of well-known consumer food and drink brands. Other appointments: CEO of Imperial Brands PLC*. **Past appointments:** Served as CEO of Inchcape plc. Prior to that, was president of Bacardi Limited's European region. During his career, he has also held 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 Non-Executive Director Australian/American **Appointed:** September 2018. Appointed Chair of the Remuneration Committee in February 2023. (A) (C) (N) (R)	**Key skills and competencies:** A seasoned executive of over 30 years, with a particular focus on finance, operations, M&A, strategy and portfolio transformation. **Other appointments:** Non-executive director and chair of Flutter Entertainment plc*, and non-executive director of Coca-Cola Europacific Partners plc* and Ball Corporation*. **Past appointments:** Served as executive chair and CEO of global consumer goods company Kellogg. Prior to joining Kellogg in 1998, held strategic and operational roles in several companies, worldwide. 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.

* Listed Company

Committee membership key

(A) Audit Committee
(C) Corporate Responsibility Committee
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(R) Remuneration Committee
(T) Treasury Management Committee
● Chair
▲ Senior Independent Director
✪ Designated Non-Executive Director for Workforce Engagement

Juliana Chugg Non-Executive Director British/Australian/American **Appointed:** September 2024. Ⓐ Ⓒ Ⓝ Ⓡ	**Key skills and competencies:** A seasoned non-executive director with a successful international executive career as a transformative leader in the FMCG and food sectors, Juliana brings a strong international perspective with a passion for the food and food services industries, together with general management and marketing insights, and extensive US and board governance experience. **Other appointments:** Non-executive director of V.F. Corporation*, Darden Restaurants, Inc.*, and Masterbrand, Inc.*. **Past appointments:** Served as a non-executive director of Caesars Entertainment, Inc. until July 2020. Juliana is also the former executive vice president and chief brand officer of Mattel and held several senior roles in Australia and the USA at General Mills, the global food manufacturer.	**Statement supporting re-election:** Juliana's background as a seasoned executive combined with her extensive and broad ranging experience of working in the international FMCG and food sectors, makes her an invaluable source of experience and knowledge.
Arlene Isaacs-Lowe Non-Executive Director Jamaican/American **Appointed:** November 2021. Will succeed Nelson Silva as Chair of the Corporate Responsibility Committee at the conclusion of the 2025 AGM. Ⓐ Ⓒ Ⓝ Ⓡ	**Key skills and competencies:** Over 20 years' executive experience in corporate social responsibility (CSR), finance, strategy and sales across the US, Europe, the Middle East and Africa. **Other 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. **Past appointments:** Served as global head of CSR at Moody's Corporation, where she developed and implemented their global CSR strategy. Joined Moody's Corporation in 1998, where she held various senior leadership, analytical, commercial and relationship management roles. Prior to joining Moody's, served as CFO of Equinox Realty Advisors LLC and before that, was a portfolio manager with MetLife Realty Group, Inc. 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.

* Listed Company

Sundar Raman Non-Executive Director American **Appointed:** January 2022. (A)(C)(N)(R)	**Key skills and competencies:** Over 20 years' experience as an executive in the US, operating in highly competitive markets and successfully growing global consumer brands. **Other appointments:** Global CEO of Procter & Gamble's Fabric and Home Care business. **Past appointments:** President, Home Care and P&G Professional with Procter & Gamble (P&G). Since starting his career with P&G in 1998 as a market analyst, he has held a number of senior leadership roles in business intelligence, marketing and innovation across a variety of product lines and market segments. Also served as chair of the American Cleaning Institute, and as a 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.
Leanne Wood Non-Executive Director British **Appointed:** May 2023. (A)(C)(N)(R)	**Key skills and competencies:** 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. **Other appointments:** Chief Human Resources Officer of Vodafone Group Plc, and lead Vodafone non-executive director for Vodacom Group Limited*. **Past appointments:** Served as non-executive director and chair of the Remuneration Committee of The Go-Ahead Group Plc. Prior to joining Vodafone, served as the chief people, strategy and corporate affairs officer for Burberry Plc, and worked for Diageo plc for 15 years in a variety of roles, latterly as its group HR director. During her career she has also worked in strategy and finance roles for Allied Domecq Plc, LEK Consulting and United Distillers.	**Statement supporting re-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.

* Listed Company

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- (T) Treasury Management Committee
- ● Chair
- ▲ Senior Independent Director
- ✪ Designated Non-Executive Director for Workforce Engagement

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 their 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, 4 February 2025, 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, UK; 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, 4 February 2025.

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, 4 February 2025.

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, 4 February 2025 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 Companies Act 2006, the Company specifies that only those shareholders registered in the Register of Members of the Company as at close of business on Tuesday, 4 February 2025 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, 4 February 2025 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 Companies Act 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 Companies Act 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, 25 December 2024, 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 Companies Act 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 Companies Act 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 Companies Act 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 Companies Act 2006 to publish on its website.

Documents available for inspection

Copies of the rules of The Compass Group PLC Long Term Incentive Plan 2018 (as amended) together with the rules of The Compass Group PLC Restricted Share Award Plan both initialled by the Chair of the Meeting for the purposes of identification, will, in accordance with the UK Listing Rules Instrument 2024, be available for inspection on the National Storage Mechanism at: https://data.fca.org.uk/#/nsm/nationalstoragemechanism from the date of publication of this Notice 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 2024 (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 87,465,350 shares were held in treasury. The total voting rights in the Company at 30 November 2024 were therefore 1,697,938,627 (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 2024.

Attending the AGM

If you are attending the AGM in person, please bring your Notification Letter dated 18 December 2024 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 2024 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 1932 573000.

The doors of the Live Room at the Allianz Stadium (formerly Twickenham Stadium) will open at 10.30 am and the AGM will start promptly at 12 noon. Please see the map on page 20 for the location of the Allianz 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 has any questions regarding attendance at the AGM, please contact the Group Company Secretariat by email: company.secretarial@compass-group.com or by post at Compass Group PLC, Compass House, Guildford Street, Chertsey, Surrey KT16 9BQ or telephone +44 1932 573000 by 27 January 2025. 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 20. You will need to access the designated parking area through entry point E, Gate 3 on Whitton Dene. If you intend to park at the Allianz Stadium, Twickenham, 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 1932 573000 to pre-register your vehicle.

If you are coming to the venue by public transport the nearest mainline railway station is Twickenham. Bus route 281 is on the opposite side of the road to the station and will drop you directly outside the venue. For more information on how to get to the venue please go to https://allianzstadiumtwickenham.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, 4 February 2025. More details of how to submit questions can also be found on the Company's website: www.compass-group.com.

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 16 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, and the London Stock Exchange 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 2006, 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, 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

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, UK
- 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 is the depositary bank and maintains the Company's ADR register. Shareholders with a query about Compass ADRs should contact BNY as follows:

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

Overnight Post: BNY 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's website: www.adrbny.com and searching by 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

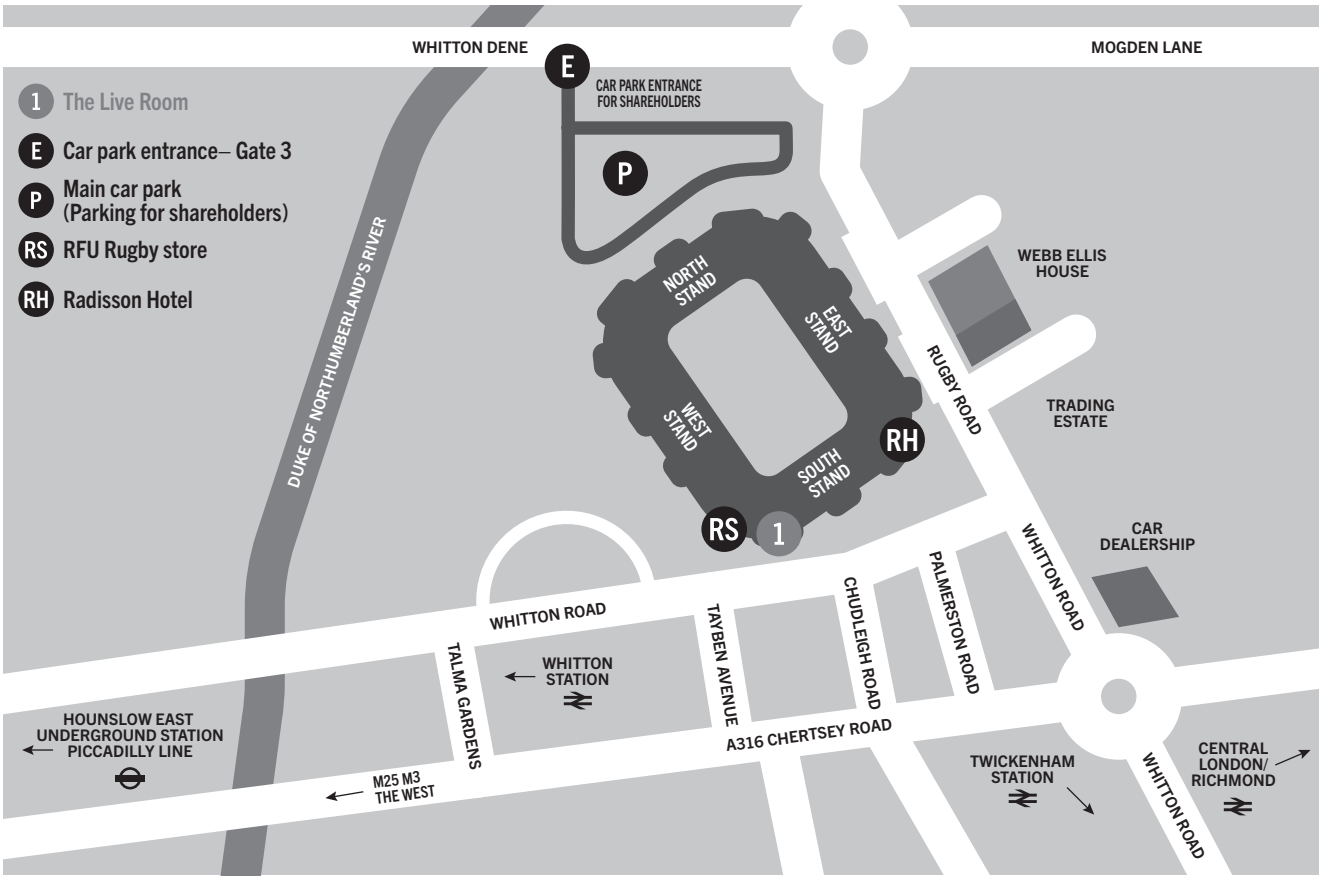
If you would like to receive this Notice and/or a copy of the Annual Report 2024 in an alternative format, such as large print, Braille or an audio version on CD, please contact the Group Company Secretariat, Compass Group PLC, Compass House, Guildford Street, Chertsey, Surrey KT16 9BQ . Please note that we cannot guarantee that you will receive documents in another format ahead of the Company's Annual General Meeting.

Our 2024 Annual Report and this Notice are available on the Company's website, www.compass-group.com.



The Investor section of the Company's website: www.compass-group.com, contains a wide range of useful information for shareholders, including: the date, time and place of the Company's AGM and documents related to the AGM, financial calendar and share price, dividend history, share dealing information, taxation, annual reports, and regulatory announcements and statements.

If you intend to park at the Allianz Stadium (formerly Twickenham 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 1932 573000 or immediately on your arrival at the Allianz Stadium in 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 the Allianz Stadium in Twickenham in February 2025. Stewards will be on hand to direct shareholders to a parking space.