COMPASS GROUP

Company number 4083914

Notice of Annual General Meeting

Thursday, 5 February 2026

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 2026 Annual General Meeting (the Meeting or the AGM) of Compass Group PLC (the Company or Compass) will be held at **10.30am in the Elizabeth Room, 6 Alie Street, London E1 8QT**.

2026 AGM arrangements

To help ensure your safety and manage the numbers attending the AGM, only shareholders or their duly nominated proxies will be admitted to the Meeting. 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 16.

Light refreshments will be served before the Meeting only. There will be no refreshments or food provided after the Meeting.

How to vote

At the Meeting, all proposed resolutions will be put to a vote on a poll. This ensures every vote is counted and more accurately reflects shareholders' views.

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 to attend the Meeting and vote on your behalf. Our registrar MUFG Corporate Markets, must receive your online or postal proxy appointment and voting instructions by 10.30am on Tuesday, 3 February 2026 at the latest to ensure that your vote is counted.

Details of how to submit a proxy are set out on page 14 of this document.

Business of the meeting

The formal notice of the AGM is set out on pages 2 to 18 (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 13.

The majority of the resolutions are routine and 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 adoption of The Compass Group SAYE Share Option Scheme (including The US Employee Share Purchase Plan (the US ESPP) (the SAYE Scheme)) which is dealt with under Resolution 18, and amendments to The Compass Group Share Incentive Plan (the SIP) which are dealt with under Resolution 19.

The purpose of Resolution 18, which is proposed as an ordinary resolution, is to approve the adoption of the SAYE Scheme (including the US ESPP). The SAYE Scheme will give eligible employees of the Company the opportunity to acquire ordinary shares in the Company at a discounted price. The SAYE Scheme is intended to encourage employee retention and engagement by offering employees the opportunity to participate in the ongoing success of the Company through share ownership.

A summary of the principal provisions of the SAYE Scheme is set out in the explanatory notes to the resolutions, on pages 5 to 7 of this Notice. A copy of the proposed rules of the SAYE Scheme is available for inspection, as noted on page 15 of this Notice. Subject to approval by shareholders, the SAYE Scheme is intended to be launched during 2026. The proposed resolution also gives the directors the authority to maintain the SAYE Scheme in line with applicable legislation, and to expand the SAYE Scheme and adopt schedules or further subplans for the benefit of employees outside the United Kingdom.

The purpose of Resolution 19, which is proposed as an ordinary resolution, is to approve amendments to the SIP. The SIP was adopted by the Board of Directors on 15 March 2010 and has been operated using market purchase shares since that date. The SIP is a UK tax-favoured plan but currently only allows for 'partnership shares' and 'dividend shares' and does not allow for 'matching shares' or 'free shares'. The proposed amendments are to allow 'matching shares' and 'free shares' to be awarded under the SIP and to permit the satisfaction of awards with newly-issued shares and/or treasury shares.

A summary of the principal provisions of the SIP, as amended, is set out in the explanatory notes to the resolutions, on pages 7 and 8 of this Notice. A copy of the proposed amended rules of the SIP is available for inspection, as noted on page 15 of this Notice. The proposed resolution also gives the directors the authority to maintain the SIP in line with applicable legislation, and to expand the SIP and adopt schedules or subplans, for the benefit of employees outside the United Kingdom.

Board recommendations

The directors believe that the proposed resolutions to be considered at the AGM are in the best interests of the Company and its shareholders as a whole. The directors recommend that all shareholders vote in favour of all resolutions, as the directors intend to do in respect of their own shareholdings. The results of the voting at the AGM 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

8 December 2025

Compass Group PLC Notice of Annual General Meeting 2026

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 10.30am on Thursday, 5 February 2026 in the Elizabeth Room, 6 Alie Street, London E1 8QT to consider and, if thought fit, to pass Resolutions 1 to 20 as ordinary resolutions and Resolutions 21 to 24 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 2025.

Directors' Remuneration Report

2. To approve the Directors' Remuneration Report contained within the Annual Report and Accounts for the financial year ended 30 September 2025.

Final Dividend

3. To declare a final dividend of 43.3 cents per ordinary share in respect of the financial year ended 30 September 2025 to be paid on 26 February 2026 to shareholders on the register at the close of business on 16 January 2026.

Re-election of directors

4. To re-elect Ian Meakins as a director of the Company.
5. To re-elect Dominic Blakemore as a director of the Company.
6. To re-elect Petros Parras as a director of the Company.
7. To re-elect Palmer Brown as a director of the Company.
8. To re-elect Liat Ben-Zur as a director of the Company.
9. To re-elect John Bryant as a director of the Company.
10. To re-elect Juliana Chugg 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 Leanne Wood as a director of the Company.

External auditor's reappointment and remuneration

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

Political donations

17. 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:

    17.1 make donations to political parties or independent election candidates;

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

    17.3 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 17 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 SAYE Share Option Scheme

18. That The Compass Group SAYE Share Option Scheme (including the US ESPP) (the SAYE Scheme), the principal features of which are summarised in the explanatory notes to the resolutions on pages 5 to 7, be adopted and the directors be authorised to:

    18.1 do all such other acts and things as they may consider appropriate to operate the SAYE Scheme including making any changes to the rules of the SAYE Scheme necessary or desirable in order to ensure that the SAYE Scheme satisfies the requirements of Schedule 3 to the Income Tax (Earnings and Pensions) Act 2003 or Section 423 of the Internal Revenue Code (as applicable); and

    18.2 adopt schedules to, or further subplans based on, the SAYE Scheme but modified to take account of local tax, exchange control or securities laws outside the United Kingdom.

The Compass Group Share Incentive Plan

19. That the amendments to The Compass Group Share Incentive Plan (the SIP), the principal features of which are summarised in the explanatory notes to the resolutions on pages 7 and 8, be adopted and the directors be authorised to:

    19.1 do all such other acts and things as they may consider appropriate to operate the SIP, including making any changes to the rules and/or trust deed of the SIP necessary or desirable in order to ensure that the SIP satisfies the requirements of Schedule 2 to the Income Tax (Earnings and Pensions) Act 2003; and

    19.2 adopt schedules to, or subplans based on, the SIP but modified to take account of local tax, exchange control or securities laws outside the United Kingdom.

Directors' authority to allot shares

20. 20.1 To renew the power conferred on the directors by article 12 of the Company's articles of association for a period expiring at the end of the next Annual General Meeting of the Company after the date on which this Resolution is passed or, if earlier, at close of business on 4 May 2027; and for that period the section 551 amount shall be £62,520,900.

20.2 In addition, the section 551 amount shall be increased by £62,520,900 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:

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

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

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

Special resolutions

Disapplication of pre-emption rights

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

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

21.2 to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph 21.1 above) up to a nominal amount of £18,751,850 being not more than 10% of the issued ordinary share capital (excluding treasury shares) of the Company as at 30 November 2025, 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 4 May 2027, but in each case, prior to the expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

22. To authorise the directors, subject to the passing of Resolution 20 and in accordance with the power conferred on the directors by article 13 of the Company's articles of association and in addition to any authority granted under resolution 21 to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561(1) of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be:

22.1 limited to the allotment of equity shares or sale of treasury shares up to a nominal amount of £18,751,850 being not more than 10% of the issued ordinary share capital (excluding treasury shares) of the Company as at 30 November 2025, being the last practicable date prior to the publication of this Notice; and

22.2 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 4 May 2027, but in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Purchase of own shares

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

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

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

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

    23.4 this authority shall expire, unless previously renewed, varied or revoked by the Company, at the conclusion of the next Annual General Meeting of the Company or close of business on 4 August 2027, whichever is the earlier (except in relation to the purchase of ordinary shares, the contract for which was concluded prior to the expiry of this authority and which will or may be executed wholly or partly after the expiry of this authority).

Notice of meetings other than Annual General Meetings

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

By Order of the Board



Alison Yapp
Group General Counsel and Company Secretary

8 December 2025

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 2025.

Resolution 2 – Directors' Remuneration Report

In accordance with section 439 of the Companies Act 2006 shareholders are requested to approve the Directors' Remuneration Report set out on pages 61 to 79 of the 2025 Annual Report and Accounts. The vote is advisory.

Resolution 3 – Final Dividend

The final dividend of 43.3 cents per share for the year ended 30 September 2025 will be paid on 26 February 2026 to shareholders on the register of members at the close of business on 16 January 2026, 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 2 February, and 5 February 2026 respectively.

Resolutions 4 to 14 – Re-election of directors

In accordance with the UK Corporate Governance Code 2018 (the Code), all the directors will submit themselves for annual re-election by shareholders. Biographical details of all the directors standing for re-election appear on pages 10 to 13 of this Notice. Having conducted the triennial independent externally facilitated performance review 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. How each director contributes to the success of the Board and why they should be re-elected, are included in their biography (see pages 10 to 13).

Resolutions 15 and 16 – 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 16 grants this authority to the Audit Committee on behalf of the Board of Directors.

Resolution 17 – 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 2027, 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 18 – The Compass Group SAYE Share Option Scheme (the SAYE Scheme)

The SAYE Scheme is a share option plan designed to be a tax-favoured SAYE option scheme which complies with Schedule 3 to the Income Tax (Earnings and Pensions) Act 2003 (ITEPA). It allows the Company to grant options to employees who are tax residents in the UK to acquire shares in the Company on a tax-favoured basis. The SAYE Scheme shall be administered by the Board's Remuneration Committee (the Committee).

Eligibility

All UK tax-resident employees (including executive directors) of the Company and participating subsidiaries are eligible to participate in the SAYE Scheme provided they have been employed for a minimum qualifying period (which may not exceed five years) and otherwise satisfy the eligibility requirements in ITEPA. If the SAYE Scheme is operated in any year, all eligible employees must be invited to participate.

Options under the SAYE Scheme

Options granted under the SAYE Scheme may have an exercise price per share that is no less than:

(i) 80% of (i) the market value per share on the dealing day immediately preceding the date of invitation, or (ii) the average market value of a share over the three consecutive dealing days immediately preceding the date of invitation; and
(ii) the nominal value of the shares.

In order to participate in the SAYE Scheme, employees must enter into a savings contract of either three years' duration or five years' duration, as determined by the Committee.

Employees will indicate how much they wish to save under their savings contract as part of their application. The minimum and maximum amounts an employee may save are set out in the rules of the SAYE Scheme. The current minimum monthly saving is £5 and the maximum is £500 unless the Committee determines that different minimum and maximum limits will apply, subject to the restrictions in ITEPA.

The Committee may set a maximum aggregate number of shares available for an invitation. If there are valid applications in excess of any maximum set by the Committee, applications will be scaled down.

Grant of options

The Company may grant options within 30 days of the first date used in the calculation of the market value of the Company's shares when setting the option price (or within 42 days if applications are scaled down). Options can only be granted to employees who continue to be eligible on the date of grant.

The number of shares subject to an option is the number that, at the relevant exercise price per share, may be acquired by applying the expected proceeds of the savings contract (including any interest or bonus).

Options may not be transferred, except on death. Options are not pensionable.

Exercise of options

Options will normally only be exercisable during the six-month period commencing on the third or fifth anniversary of the start of the related savings contract (known as the bonus date). If not exercised within that timeframe, options will lapse.

Options may only be exercised to the extent of the savings under the savings contract. Options may be exercised in whole or part but may only be exercised on one occasion.

Leavers

If a participant ceases to be employed within the Company's group before the third anniversary of the date of grant, the participant's options will normally lapse. However, if a participant leaves due to retirement, injury, disability, redundancy, a TUPE transfer, the business or part of a business in which the participant works being transferred out of the Company's group, or the participant's employing company ceasing to be an associated company by reason of a change of control, the participant may exercise their options within six months of leaving, to the extent of their savings at that time. If a participant ceases to be employed within the Company's group after the third anniversary of the date of grant, they may exercise their options within six months of leaving to the extent of their savings at that time unless they have been dismissed for gross misconduct, breach of contract or serious shortfall in performance.

Where a participant dies, the participant's options may be exercised by their personal representatives within 12 months of their death (if death occurred before the bonus date), or within 12 months of the bonus date (if death occurred within six months of the bonus date).

Company events

On a takeover, scheme of arrangement, merger or certain other corporate reorganisations, options can generally be exercised early to the extent of the savings made at that time. Alternatively, participants may be permitted to exchange their options for equivalent options over shares in the acquiring company where appropriate.

Dilution limits

Options may be satisfied using newly issued shares, treasury shares or shares purchased in the market. However, options under the SAYE Scheme may not be satisfied with an issuance of shares if that would cause the total number of shares issued or to be issued to satisfy options and awards under the Group's employee share plans in any rolling ten-year period to exceed 10% of the Company's issued ordinary share capital. The limit includes any shares transferred out of treasury but only for as long as required by applicable institutional investor guidelines.

Variation of share capital

In the event of a variation in the share capital of the Company, the Committee may adjust the number of shares under option and/or the exercise price in such manner as the Committee determines.

Any variation must ensure that the value of the shares under option and the aggregate exercise price of the options are substantially the same immediately before and after the adjustment. Where the option is to subscribe for new shares in the Company, the option price may not be less than the nominal value of a share.

Amendments to the SAYE Scheme

The Committee may amend the SAYE Scheme at any time in any respect but no change may be made to a 'key feature' of the plan if it would result in the SAYE Scheme failing to satisfy Schedule 3 ITEPA requirements, so long as Schedule 3 compliance is intended to be maintained.

The prior approval of the Company's shareholders by ordinary resolution in general meeting will be required for any proposed change that is to the advantage of present or future participants and which relates to eligibility, participation or share limits, the basis for deciding a participant's entitlement under the SAYE Scheme in certain circumstances, or the terms for adjustments to options in the event of a variation of share capital.

Shareholder approval is not needed for minor changes to benefit the administration of the SAYE Scheme, to comply with or take account of a change in legislation, and/or to maintain its status as a scheme compliant with Schedule 3 to ITEPA, and/or to obtain or maintain favourable tax, exchange control or regulatory treatment for any member of the Company's group or any present or future participant.

The Committee may adopt schedules or further subplans to the SAYE Scheme to allow the grant of share options on broadly comparable terms to employees outside the United Kingdom. This may involve amendments to benefit from any tax qualifying plans in any jurisdiction.The dilution limits outlined above would apply to any such schedules or subplans as if they were part of the SAYE Scheme.

The Compass Group US Employee Share Purchase Plan (the US ESPP)

The US ESPP is intended to qualify as an 'employee stock purchase plan' under Section 423 of the Internal Revenue Code of 1986, as amended (the Code) so that awards granted to US taxpayers may be treated as tax-qualified awards under the Code. The US ESPP has been adopted by the Board as a subplan to the SAYE Scheme and will be administered by the Committee.

Any full or part-time employee of the Group will be eligible to participate, but the Committee may set a minimum qualifying period (which may not exceed two years) and exclude certain other categories of employee in accordance with Section 423 of the Code.

Eligible employees will be granted an option to purchase shares in the Company using contributions (in the form of payroll deductions or as otherwise permitted by the Committee) of at least 1% but no more than 15% of their eligible pay.

Amounts contributed and accumulated by a participant during any offering period will be used to purchase shares at the end of each purchase period. The purchase price of the shares will be determined

by the Committee but may not be less than 85% of the lower of (i) the fair market value of a share on the date of grant and (ii) the fair market value of a share on the exercise date.

The Committee may determine the duration and timing of offering periods and purchase periods under the US ESPP, but no offering period may be longer than 27 months.

No employee will be granted an option intended to be tax-qualified that permits the employee to purchase shares (or any other stock purchase plan subject to Section 423 of the Code) with a fair market value exceeding $25,000 (determined at the time such option is granted) in any calendar year.

In addition to the overarching dilution limit that applies to the US ESPP as a subplan of the SAYE Scheme, the maximum aggregate number of shares that may be awarded pursuant to the US ESPP is 50 million shares (subject to any proportionate adjustments to reflect any variation in the share capital of the Company).

Resolution 19 – The Compass Group Share Incentive Plan (the SIP)

The SIP was adopted by the Board of Directors on 15 March 2010 and has been operated using market purchase shares since that date. The SIP currently only allows for 'partnership shares' and 'dividend shares' and does not allow for 'matching shares' or 'free shares'. The SIP is designed to be a UK tax-favoured share incentive plan which complies with Schedule 2 to ITEPA. It allows eligible employees to be awarded or to acquire shares in the Company on a tax-favoured basis. The proposed amendments are to allow 'matching shares' and 'free shares' to be awarded under the SIP and to permit the satisfaction of awards with newly-issued shares and/or treasury shares.

Eligibility

All UK tax-resident employees (including executive directors) of the Company and participating subsidiaries are eligible to participate, provided they have been employed for a minimum qualifying period and otherwise satisfy the eligibility requirements in ITEPA.

Operation of the Plan

The SIP operates in a number of ways:

(i) 'free shares' can be awarded up to a maximum annual value permitted by ITEPA, which is currently £3,600 per employee. The Committee can decide that certain performance targets should apply to the grant of free shares. If performance targets do not apply, free shares must be awarded to employees on the same terms (although there may be variation on the basis of remuneration, length of service and hours worked);

(ii) 'partnership shares' can be purchased by participants using deductions from their gross monthly salary, up to a maximum annual value permitted by ITEPA, which is currently £1,800 per employee. The Committee may set a minimum monthly deduction which may not be greater than £10 (or such other amount permitted by ITEPA from time to time). Ordinary shares will be acquired on behalf of employees using the salary deduction. Alternatively, deductions can be built up over an accumulation period of up to 12 months (in which case the shares are acquired within 30 days of the accumulation period ending);

(iii) 'matching shares' can be awarded for free to employees who have chosen to invest in partnership shares, up to a maximum of two matching shares per partnership share (or such other limit as may be permitted by ITEPA); and/or

(iv) 'dividend shares' can be acquired by participants through the reinvestment of dividends paid on their free shares, partnership shares or matching shares into further ordinary shares.

Awards under the SIP are not pensionable.

Trust

The SIP operates through a trust which will acquire ordinary shares by purchase, by subscription or by the acquisition of ordinary shares held in treasury and will hold the ordinary shares on behalf of participating employees. Free shares and matching shares are generally subject to a holding period of between three and five years, during which time the shares are held in trust. Dividend shares must generally be held in trust for three years.

Leavers and forfeiture of shares

If a participant ceases to be employed within the Company's group within a forfeiture period determined by the Committee (other than in certain circumstances such as death, retirement, injury, disability, redundancy, a TUPE transfer, or the participant's employing company ceasing to be an associated company by reason of a change of control), the Committee may specify that their free shares and/or matching shares shall be forfeited and will lapse. Partnership shares and dividend shares are not subject to forfeiture provisions and participants may withdraw them from the SIP at any time.

Company events

On a takeover, scheme of arrangement, merger or certain other corporate reorganisations, participants can direct the trustee as to how they wish their shares held under the SIP to be treated. Participants may be permitted to exchange their shares for equivalent shares in the acquiring company where appropriate.

Dilution limits

Awards may be satisfied using newly issued shares, treasury shares or shares purchased in the market. However, awards under the SIP may not be satisfied with an issuance of shares if that would cause the total number of shares issued or to be issued to satisfy options and awards under the Group's employee share plans in any rolling ten-year period to exceed 10% of the Company's issued ordinary share capital. The limit includes any shares transferred out of treasury but only for as long as required by applicable institutional investor guidelines.

Amendments to the SIP

The Committee may amend the SIP at any time in any respect but no change may be made if it (i) would result in the SIP ceasing to be an 'Employees' Share Scheme' for the purposes of the Companies Act 2006, (ii) would materially adversely affect participants' rights in respect of plan shares without their consent, or (iii) is a change to a 'key feature' of the plan that would result in the SIP failing to satisfy the requirements of Schedule 2 to ITEPA.

The prior approval of the Company's shareholders by ordinary resolution in general meeting will be required for any proposed change that is to the advantage of present or future participants and which relates to eligibility, participation or share limits and the basis for deciding a participant's entitlement under the SIP in certain circumstances.

Shareholder approval is not needed for minor changes to benefit the administration of the SIP, to comply with or take account of a change in legislation, to maintain its status as a scheme compliant with Schedule 2 to ITEPA, and/or to obtain or maintain favourable tax, exchange control or regulatory treatment for any member of the Company's group or any present or future participant.

The Committee may adopt schedules or subplans to the SIP to allow awards to be granted on broadly comparable terms to employees outside the United Kingdom. This may involve amendments to benefit from any tax qualifying plans in any jurisdiction. The dilution limits outlined above would apply to any such schedules or subplans as if they were part of the SIP.

Resolution 20 – Directors' authority to allot shares

The purpose of Resolution 20 is to renew the directors' power to allot shares. Resolution 20.1 seeks to grant the directors authority to allot, pursuant to article 12 of the Company's articles of association and section 551 of the Companies Act 2006, relevant securities with a maximum nominal amount of £62,520,900.

This represents 565,800,000 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 2025 (being the last practicable date prior to the publication of this Notice). The Company currently holds 87,973,798 shares in treasury. The treasury shares represent 5.2% of the Company's issued ordinary share capital (excluding treasury shares). The authority would, unless previously renewed, revoked or varied by shareholders, remain in force up to the conclusion of the 2027 AGM of the Company or close of business on 4 May 2027, whichever is earlier.

In accordance with the Investment Association Share Capital Management Guidelines (the Guidelines), Resolution 20.2 seeks to grant the directors authority to allot approximately a further one-third of the Company's issued ordinary share capital (excluding treasury shares) in connection with a rights issue and other fully pre-emptive offers in favour of ordinary shareholders with a nominal value of up to £62,520,900 (representing 565,800,000 ordinary shares of 11 $\frac{1}{20}$ pence each). Such additional authority will be valid until the conclusion of the 2027 AGM.

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

The total authorisation sought by Resolution 20 is equal to approximately two-thirds of the issued ordinary share capital of the Company (excluding treasury shares) as at 30 November 2025, being the last practicable date prior to publication of this Notice.

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

Resolutions 21 and 22 – Disapplication of pre-emption rights

If the Company issues new shares, or sells treasury shares, for cash (other than in connection with an employee 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, and this authority is dealt with under Resolution 21.

Subject to the passing of Resolution 20, Resolution 21 seeks to replace the authority conferred on the directors at the 2025 Annual General Meeting (2025 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 20 and in addition to the authority granted by Resolution 21, Resolution 22 seeks to replace the authority conferred on the directors at the 2025 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 22 would be limited to a maximum nominal amount of £18,751,850.

Together, Resolutions 21 and 22 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 2025, 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 2027 or close of business on 4 May 2027, 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 20, 21 and 22, although they consider their renewal appropriate in order to retain maximum flexibility to take advantage of business opportunities as they arise.

The 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 2025.

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

Resolution 23 – Purchase of own shares

This Resolution authorises the directors to make limited on-market purchases of the Company's ordinary shares. The power is limited to a maximum of 169,700,000 shares (just under 10% of the issued ordinary share capital as at 30 November 2025, 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 2025, the Company purchased in aggregate 3,224,030 ordinary shares of 11 1/20 pence and subsequently transferred these to treasury. The cost of these shares was $107 million excluding transaction costs.

Any purchases to be made after the expiry of the authority granted by shareholders at the 2025 AGM will be made subject to shareholder approval of Resolution 23 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 2025 AGM.

As at 30 November 2025 (being the last practicable date prior to the publication of this Notice), there were 1,785,403,977 ordinary shares of 11 1/20 pence in issue of which 87,973,798 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 2025, (being the last practicable date prior to the publication of this Notice), there were awards outstanding over 5,991,906 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 0.35% of the Company's issued ordinary share capital (excluding treasury shares). If the Company's authority to purchase the Company's ordinary shares under Resolution 23 was exercised in full as at the last practicable date, assuming no further ordinary shares are issued, they would represent approximately 0.39% of the Company's issued ordinary share capital (excluding treasury shares).

Resolution 24 – Notice of meetings other than Annual General Meetings

The Company's articles of association allow the directors to call general meetings, other than Annual General Meetings, on at least 14 clear days' notice. However, under section 307A of the 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 21 to 24 will be proposed as special resolutions and require that at least three quarters of the votes cast must be in favour of a resolution for it to be passed.

Recommendation

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

Directors standing for re-election

Ian Meakins
Chair of the Board

British

Appointed: September 2020. Appointed Chair of the Board in December 2020.

●N

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). Previously held positions at Diageo plc, Bain & Company and Procter & Gamble. 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, Europe, and Deputy Group CEO. Appointed Group CEO in January 2018.

EG

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 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 and strategy director of Cadbury Plc. Previously held senior finance roles at Cadbury and 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

Board roles and Committee membership key

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

Petros Parras Group Chief Financial Officer (CFO) Greek **Appointed:** December 2023. Joined the Group in January 2020. (D)(E)(G)(T)	**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. Previously held senior finance, operational and strategic roles at Procter & Gamble, Reckitt Benckiser, and Coty in Europe and North America.	**Statement supporting re-election:** Petros brings a wealth of relevant experience of working in high profile, FMCG businesses. Prior to his appointment as 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. (E)(G)	**Key skills and competencies:** Held a variety of senior finance, strategy and legal positions and leads 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, having previously held the role of Group Chief Commercial Officer. Prior to that, held other senior finance, strategy and legal positions in the Group's North America 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 served 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 is invaluable to the Board.
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. (A)(C)(N)(▲)	**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* and Vodafone Group Plc*. **Past appointments:** Served as CFO of Smith+Nephew plc, Merlin Entertainments PLC and Dechra Pharmaceuticals PLC. Previously held a number of senior finance roles during a 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 American **Appointed:** July 2024. Appointed Designated Non-Executive Director for Workforce Engagement in October 2024. Ⓐ Ⓒ Ⓝ ✪	**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., and an adviser to the Board of Concord Music Group. Also advises start-ups and other companies through her own consultancy firm, LBZ Advisory. **Past appointments:** Served as an independent member of the supervisory board of Umicore, a listed Belgian company, and 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 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.
John Bryant Non-Executive Director Australian/American **Appointed:** September 2018. Appointed Chair of the Remuneration Committee in February 2023. Ⓐ Ⓝ ⓇⓇ	**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 Kellogg. Before joining Kellogg in 1998, held strategic and operational roles in various 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. During his time as Chair of the Remuneration Committee he has prioritised developing relationships with investors through continued engagement and open and transparent dialogue.
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. and executive vice president and chief brand officer of Mattel. Previously, held several senior roles at General Mills in Australia and the USA.	**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, make her an invaluable source of experience and knowledge.

* Listed Company

Arlene Isaacs-Lowe Non-Executive Director Jamaican/American **Appointed:** November 2021. Appointed Chair of the Corporate Responsibility Committee in February 2025. Ⓐ Ⓒ Ⓝ	**Key skills and competencies:** Over 20 years' executive experience in corporate social responsibility, 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 corporate social responsibility at Moody's Corporation. Joined Moody's Corporation in 1998, holding various senior leadership roles. Previously, CFO of Equinox Realty Advisors LLC, and portfolio manager with MetLife Realty Group, Inc. Former advisory board member 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 corporate social responsibility matters, which is helping the Company to shape its sustainability agenda and achieve its wider ESG ambitions.
Sundar Raman Non-Executive Director American **Appointed:** January 2022. Ⓝ Ⓡ	**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 at Procter & Gamble (P&G). Since joining P&G in 1998 as a market analyst, he has held a number of senior 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 board member of the National Underground Railroad Freedom Center.	**Statement supporting re-election:** As the Global CEO of Procter & Gamble's Fabric and Home Care business, 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. Ⓝ Ⓡ	**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 Vodafone, was chief people, strategy and corporate affairs officer for Burberry Plc, and worked at Diageo plc for 15 years, latterly as group HR director. Also held 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

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 10.30am on Tuesday, 3 February 2026, being 48 hours before the time the AGM begins. A paper Form of Proxy can be requested from the registrar: MUFG Corporate Markets, Central Square, 29 Wellington Street, Leeds, LS1 4DL, UK; email: shareholderenquiries@cm.mpms.mufg.com; telephone within the UK: Freephone 0800 029 4520; and from overseas: +44 333 300 1568. Lines are open 9.00am to 5.30pm 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 **10.30am on Tuesday, 3 February 2026**.

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 **10.30am on Tuesday, 3 February 2026**.

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

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

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 10.30am on Tuesday, 3 February 2026 in order to be considered valid or, if the Meeting is adjourned, by the time which is 48 hours (excluding non-business days) 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, 3 February 2026 or, in the event that the Meeting is adjourned, in the Register of Members at close of business two days (excluding non-business 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, 3 February 2026 or, in the event that the Meeting is adjourned, at close of business two days (excluding non-business 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, 24 December 2025, 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 this Notice of Meeting and the rules of The Compass Group SAYE Share Option Scheme (including The Compass Group US Employee Share Purchase Plan) and The Compass Group Share Incentive Plan will 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 of Meeting 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 2025 (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 87,973,798 shares were held in treasury. The total voting rights in the Company at 30 November 2025 were therefore 1,697,430,179 (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 8 December 2025.

Attending the AGM

If you are attending the AGM in person, please bring your Notification Letter dated 8 December 2025 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 2025 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.

Important notes

Time and place of AGM

The venue **will open at 9.30am** and the **AGM will start promptly at 10.30am.** Please see the map on page 18 for the location of the AGM, **which will be held in the Elizabeth Room, 6 Alie Street, London E1 8QT.**

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 via a lift to the Elizabeth Room.

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 28 January 2026. 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.

Hospitality arrangements

Tea, coffee and light refreshments will be served before the Meeting only. **There will be no refreshments or food served after the Meeting.**

Travel to venue and parking

If you are coming to the venue by public transport, the nearest underground stations are Aldgate and Aldgate East which are both approximately a 5 minute walk from the venue. Tower Gateway on the DLR is also a short distance from the venue. The closest bus station is on Mansell Street adjacent to Alie Street.

Please note, there is no onsite parking at the venue.

If you intend to drive, the nearest public car parks are situated at the Minories and NCP London Whitechapel High Street, which are approximately 10 minutes away from the venue by foot. Shareholders are advised that the venue is situated within the London Congestion Charge Zone and also the Ultra Low Emission Zone (ULEZ). **Please remember it is your responsibility to pay the Congestion Charge and also the ULEZ charge (if appropriate) for your vehicle.**

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 10.30am on Tuesday, 3 February 2026. 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 14 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

in accordance with section 360BA of the Companies Act 2006, members have the right to request,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:

E-mail: shareholderenquiries@cm.mpms.mufg.com

Telephone: within the UK: Freephone 0800 029 4520, from overseas: +44 333 300 1568. Lines are open 9.00am to 5.30pm UK time, Monday to Friday, excluding public holidays in England and Wales

Post: MUFG Corporate Markets, Central Square, 29 Wellington Street, Leeds, LS1 4DL, UK

Shareholder enquiries

MUFG Corporate Markets maintains the Company's share register. If you have any enquiries about the AGM or about your shareholding, you should contact MUFG Corporate Markets using the contact details above.

American depositary receipt enquiries

Compass Group PLC has an American Depositary Receipt (ADR) programme under which ADRs are traded on the OTCQX® Best 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:

- **E-mail:** shrrelations@cpushareownerservices.com
- **Telephone:** Tel. +1 888 269 2377 (toll-free number in the USA) or +1 201 680 6825 (international)
- **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

Further information can also be found on BNY's website: www.adrbny.com and searching by using the symbol CMPGY.

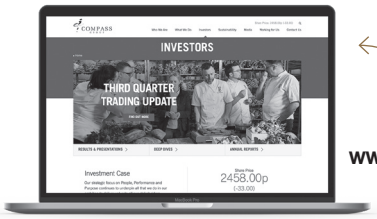
Data protection statement

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 2025 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 2025 Annual Report and this Notice and a wide range of useful information for shareholders are available on our website: www.compass-group.com.



www.compass-group.com

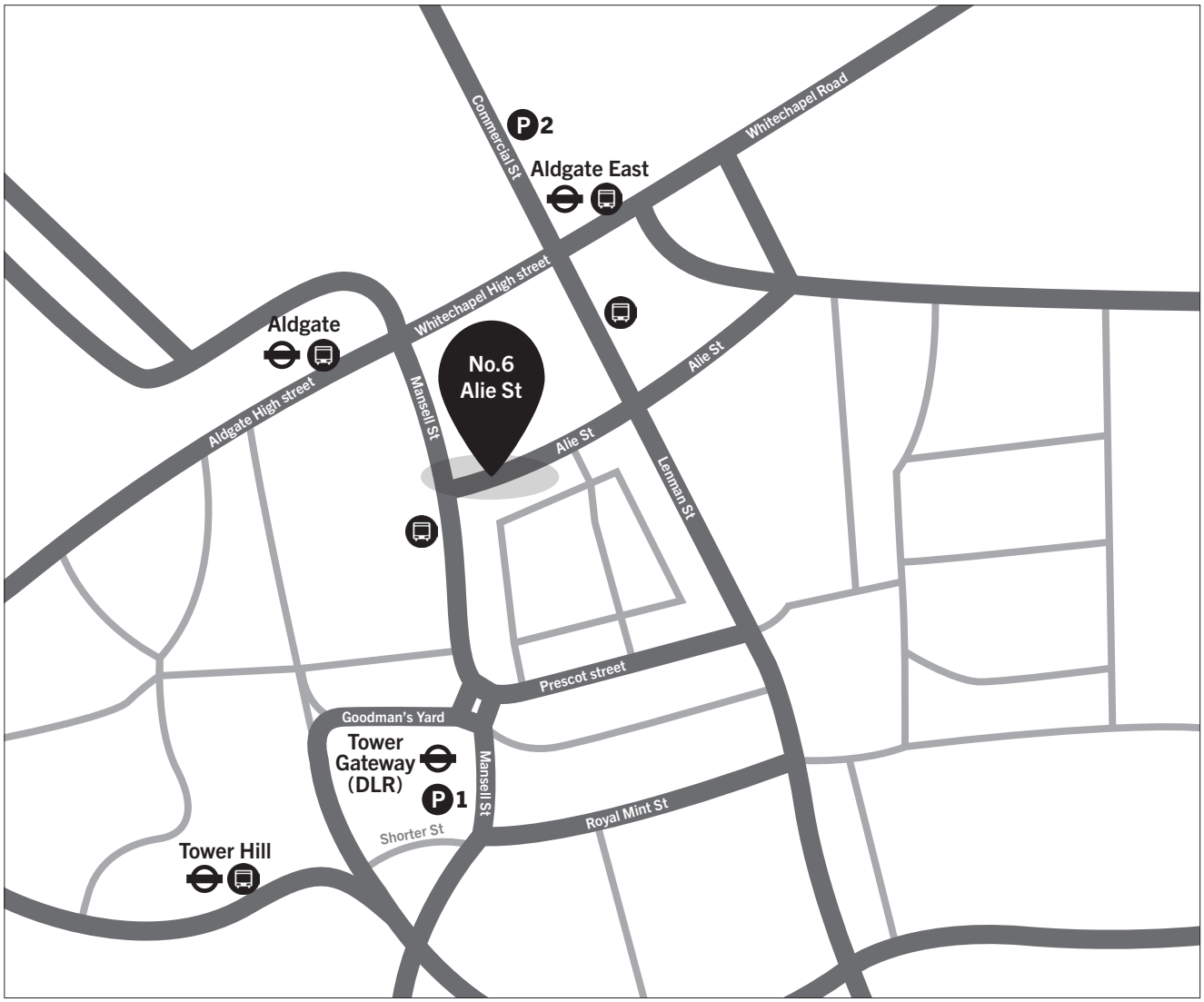
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Key:

Underground station

Bus stop

P1 Minories Car Park

P2 NCP London Whitechapel High Street



Compass Group PLC

Compass House
Guildford Street,
Chertsey,
Surrey KT16 9BQ
United Kingdom

Registered in England and Wales
Company no. 4083914
Domiciled in the United Kingdom

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