

**Company Number 4083914**  
**THE COMPANIES ACT 2006**  
**PUBLIC COMPANY LIMITED BY SHARES**  
**ORDINARY & SPECIAL RESOLUTIONS**  
**of**  
**COMPASS GROUP PLC**

At the eleventh Annual General Meeting of the members of Compass Group PLC duly convened and held at the Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE on Thursday, 2 February 2012, Resolutions 15 and 16 were passed as an Ordinary Resolutions and Resolutions 17, 18 and 19 were passed as Special Resolutions:

**ORDINARY RESOLUTIONS**

**Resolution 15 – Political Donations**

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:

- 15.1 make donations to political parties or independent election candidates;
- 15.2 make donations to political organisations other than political parties; and
- 15.3 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 £125,000 per company and, together with those made by any such subsidiary and the Company, shall not exceed in aggregate £125,000.

Any terms used in this Resolution which are defined in Part 14 of the Companies Act 2006 shall bear the same meaning for the purposes of this Resolution 15.

**Resolution 16 – Authority to allot shares (section 551)**

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, 1 May 2013; for that period the section 551 amount shall be £63,254,650 and, in addition, the section 551 amount shall be increased by £63,254,650, provided that the Directors' power in respect of such latter amount shall only be used in connection with a rights issue:

- 16.1 to holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and
- 16.2 to holders of other equity securities as required by the rights of those securities or as the Board otherwise considers 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**

### **Resolution 17 – Authority to allot shares for cash (section 561)**

To renew, subject to the passing of Resolution 16 above, the power conferred on the Directors by Article 13 of the Company's Articles of Association, such authority to apply until the conclusion of the next Annual General Meeting of the Company after the date on which this Resolution is passed or, if earlier, 1 May 2013 and for that period the section 561 amount is £9,488,200.

### **Resolution 18 – Purchase of own shares**

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 10 pence each in the capital of the Company subject to the following conditions:

- 18.1 the maximum aggregate number of ordinary shares hereby authorised to be purchased is 189,764,000;
- 18.2 the minimum price (exclusive of expenses) which may be paid for each ordinary share is 10 pence;
- 18.3 the maximum price (exclusive of expenses) which may be paid for each ordinary share is, in respect of a share contracted to be purchased on any day, 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
- 18.4 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 1 August 2013, 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).

### **Resolution 19 – Notice of Meetings other than Annual General Meetings**

To authorise the Directors to call a general meeting of the Company, other than an Annual General Meeting, on not less than 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.



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Mark J White General Counsel & Company Secretary  
Date: 3 February 2012