

**Company Number 4083914**

**THE COMPANIES ACT 2006  
PUBLIC COMPANY LIMITED BY SHARES  
ORDINARY & SPECIAL RESOLUTIONS  
of  
COMPASS GROUP PLC  
(the "Company")**

**At the sixteenth Annual General Meeting of the members of the Company duly convened and held at the Live Room, Rugby Football Union, Rugby House, Twickenham Stadium, 200 Whitton Road, Twickenham, Middlesex TW2 7BA on Thursday 2 February 2017 at 12 noon, Resolutions 17, 18 and 19 were passed as Ordinary Resolutions and Resolutions 20, 21, 22 and 23 were passed as Special Resolutions:**

17. That the authority conferred by Article 138 of the Company's Articles of Association be and is hereby increased from £1,500,000 to £2,250,000.
18. To authorise the Company and any company which is, or becomes, a subsidiary of the Company during the period to which this Resolution relates to:
  - 18.1 make donations to political parties or independent election candidates;
  - 18.2 make donations to political organisations other than political parties;  
and
  - 18.3 incur political expenditure,

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

Any terms used in this Resolution which are defined in Part 14 of the Companies Act 2006 shall bear the same meaning for the purposes of this Resolution 18.

19. 19.1 To renew the power conferred on the directors by Article 12 of the Company's Articles of Association for a period expiring at the end of the next Annual General Meeting of the Company after the date on

which this Resolution is passed or, if earlier, 1 May 2018; and for that period the section 551 amount shall be £58,236,688.

- 19.2 In addition, the section 551 amount shall be increased by £58,236,688, for a period expiring at the end of the next Annual General Meeting of the Company after the date on which this Resolution is passed, provided that the directors' power in respect of such latter amount shall only be used in connection with a rights issue:

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

19.2.2 to holders of other equity securities as required by the rights of those securities or as the 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**

20. To authorise the directors, subject to the passing of Resolution 19, and in accordance with the power conferred on the directors by Article 13 of the Company's Articles of Association, 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 2018 to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be limited:

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

20.2 to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph 20.1 above) up to a nominal amount of £8,735,344 being not more than 5% of the issued ordinary share capital (excluding treasury shares) of the Company as at 1 December 2016, being the last practicable date prior to the publication of this Notice,

such authority to expire at the end of the next Annual General Meeting of the Company, or, if earlier, at the close of business on 1 May 2018, 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 Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

21. To authorise the directors, subject to the passing of Resolution 19 above, and in accordance with the power conferred on the directors by Article 13 of the Company's Articles of Association and in addition to any authority granted under Resolution 20 to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that Resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be:

- 21.1 limited to the allotment of equity shares or sale of treasury shares up to a nominal amount of £8,735,344 being not more than 5% of the issued ordinary share capital (excluding treasury shares) of the Company as at 1 December 2016, being the last practicable date prior to the publication of this Notice;

- 21.2 used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Dis-applying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such authority to expire at the end of the next Annual General Meeting of the Company or, if earlier, on 1 May 2018, 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 Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

22. To generally and unconditionally authorise the Company, pursuant to and in accordance with section 701 of the Companies Act 2006, to make market purchases (within the meaning of section 693(4) of that Act) of ordinary shares of 10½ pence each in the capital of the Company subject to the following conditions:

- 22.1 the maximum aggregate number of ordinary shares hereby authorised to be purchased is 164,430,000;

- 22.2 the minimum price (excluding expenses) which may be paid for each

ordinary share is 10½ pence;

- 22.3 the maximum price (excluding expenses) which may be paid for each ordinary share in respect of a share contracted to be purchased on any day, does not exceed the higher of (1) an amount equal to 105% of the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the purchase is made and (2) the higher of the price of the last independent trade and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System; and
- 22.4 this authority shall expire, unless previously renewed, varied or revoked by the Company, at the conclusion of the next Annual General Meeting of the Company or 1 August 2018, 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).
23. To authorise the directors to call a general meeting of the Company, other than an Annual General Meeting, on not less than 14 clear working 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 and Company Secretary  
Date: 3 February 2017