

Company Number 4083914

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

At the General Meeting of the members of the Company duly convened and held at the Churchill Suite, Rugby Football Union, Rugby House, Twickenham Stadium, 200 Whitton Road, Twickenham, Middlesex TW2 7BA on Wednesday 7 June 2017 at 10.30 a.m. Resolutions 1 and 2 were passed as Ordinary Resolutions and Resolutions 3, 4 and 5 were passed as Special Resolutions:

ORDINARY RESOLUTIONS

1. **THAT**, conditional upon admission of the new ordinary shares of 11 1/20 pence each (a “**New Ordinary Share**”) to the Official List of the United Kingdom Listing Authority and to trading on the London Stock Exchange plc’s main market for listed securities becoming effective by or as soon as practicable after 8.00 a.m. on Tuesday 27 June 2017 (or such later time and/or date as the directors may in their absolute discretion determine) (“**Admission**”), the following both be authorised:

1.1 the intended payment of 61 pence per ordinary share of 10 5/8 pence as an interim dividend in respect of the financial year ending 30 September 2017 to those shareholders on the register of members of the Company at 6.00 p.m. on Monday 26 June 2017; and

1.2 every Existing Ordinary Share of 10 5/8 pence each in the capital of the Company as shown in the register of members of the Company at 6.00 p.m. on Monday 26 June 2017 (or such later time and/or date as the directors may in their absolute discretion determine) be and is hereby sub-divided into 25 undesignated shares of 0.425 pence each in the capital of the Company (each an “**Undesignated Share**”) and forthwith upon such sub-division every 26 Undesignated Shares of 0.425 pence each be and are hereby consolidated into 1 New Ordinary Share of 11 1/20 pence each in the capital of the Company, provided that where such consolidation would result in any member being entitled to a fraction of a New Ordinary Share, such fraction shall, so far as possible, be aggregated with the fractions of a New Ordinary Share (if any) to which other members of the Company would be similarly so entitled and the directors of the Company be and are hereby authorised to sell (or appoint any other person to sell) to any person all the New Ordinary Shares representing such fractional entitlements as soon as practicable after Admission, in the open market at the best price reasonably obtainable and to distribute the proceeds of sale (net of expenses) in due proportion to the Shareholders entitled to them (save that any fraction of a penny which would otherwise be payable shall be rounded down in accordance with the usual practice of the Registrar of the Company and the relevant member shall not be entitled thereto) and any director or the company secretary of the Company (or any person appointed by the directors of the Company) shall be and is hereby authorised to execute one or more instrument(s) of transfer

in respect of such New Ordinary Shares on behalf of the relevant member(s) and to do all acts and things the directors consider necessary or desirable to effect the transfer of such New Ordinary Shares to, or in accordance with the directions of, any buyer of such New Ordinary Shares.

2. **THAT**, conditional upon the passing of Resolution 1 and on Admission (as defined in Resolution 1):

2.1 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, the close of business on 6 September 2018; and for that period the section 551 amount in respect of the New Ordinary Shares shall be £58,012,500; and

2.2 in addition, the section 551 amount, in respect of the New Ordinary Shares, shall be increased by £58,012,500, 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:

2.2.1 to holders of New Ordinary Shares in proportion (as nearly as may be practicable) to their existing holdings; and

2.2.2 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

3. **THAT**, conditional upon the passing of Resolutions 1 and 2 and on Admission (as defined in Resolution 1), to authorise the directors and in accordance with the power conferred on the directors by Article 13 of the Company's Articles of Association, in respect of the New Ordinary Shares, 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, 6 September 2018 to allot equity securities (as defined in the Companies Act 2006 and including New Ordinary Shares) for cash under the authority given by that resolution and/or to sell New 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:

3.1 to allotments for rights issues and other pre-emptive issues and

3.2 to the allotment of equity securities (including New Ordinary Shares) or the sale of treasury shares (otherwise than under paragraph 3.1 above) up to a nominal amount of £8,729,500 being not more than 5% of the expected issued New Ordinary Share capital (excluding treasury shares) of the Company following Admission,

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 6 September 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 (including New Ordinary Shares) to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (including New Ordinary

Shares) (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

4. **THAT**, conditional upon the passing of Resolutions 1 and 2 and on Admission (as defined in Resolution 1), to authorise the directors, 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 3, to allot equity securities (as defined in the Companies Act 2006 and including New Ordinary Shares) for cash under the authority given by that Resolution and/or to sell New 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:

4.1 limited to the allotment of equity shares (including New Ordinary Shares) or sale of treasury shares up to a nominal amount of £8,729,500 being not more than 5% of the expected issued New Ordinary Share capital (excluding treasury shares) of the Company following Admission;

4.2 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 Disapplying 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, at the close of business on 6 September 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 (including New Ordinary Shares) 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.

5. **THAT**, conditional upon the passing of Resolution 1 and on Admission (as defined in Resolution 1), 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 New Ordinary Shares, subject to the following conditions:

5.1 the maximum aggregate number of New Ordinary Shares hereby authorised to be purchased is 158,000,000;

5.2 the minimum price (excluding expenses) which may be paid for each New Ordinary Share is 11 1/20 pence;

5.3 the maximum price (excluding expenses) which may be paid for each New 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 a New 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 a New Ordinary Share as derived from the London Stock Exchange Trading System; and

5.4 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 the close of business on 6 December 2018, whichever is the earlier (except in relation to the purchase

of New 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).



.....
Mark J White
General Counsel and Company Secretary
Date: 8 June 2017