

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("EEA"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU, as amended ("MiFID II"); (ii) a customer within the meaning of Directive 2002/92/EC, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC (as amended, the "Prospectus Directive"). No key information document required by Regulation (EU) No 1286/2014 (as amended, the "PRIIPs Regulation") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPS Regulation.

**MiFID II product governance/Professional investors and ECPs only target market** – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "distributor") should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

### Final Terms dated 3 September 2018

**Compass Group PLC**  
**Legal Entity Identifier (LEI): 2138008M6MH9OZ6U2T68**

**Compass Group International B.V.**  
**Legal Entity Identifier (LEI): 213800QX2L9L8MLTSS62**

**Compass Group Finance Netherlands B.V.**  
**Legal Entity Identifier (LEI): 213800YZZX39WY5G7M06**

**£4,000,000,000 Euro Medium Term Note Programme (the "Programme")**  
**unconditionally and irrevocably guaranteed, in the case of Notes issued by Compass**  
**Group International B.V. and Compass Group Finance Netherlands B.V.,**  
**by Compass Group PLC**

**Compass Group PLC**  
**issue of GBP 250,000,000 2.000 per cent. Notes due 2025**

### PART A – CONTRACTUAL TERMS

The Base Prospectus referred to below (as completed by these Final Terms) has been prepared on the basis that any offer of Notes in any Member State of the European Economic Area which has implemented the Directive 2003/71/EC (each, a "Relevant Member State") will be made

pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Notes. Accordingly, any person making or intending to make an offer in that Relevant Member State of the Notes may only do so in circumstances in which no obligation arises for the Issuer, the Guarantor, or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive (as defined below) or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer. Neither the Issuer, the Guarantor nor any Dealer has authorised, nor do they authorise, the making of any offer of Notes in circumstances in which an obligation arises for the Issuer, the Guarantor or any Dealer to publish or supplement a prospectus for such offer.

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the "**Conditions**") set forth in the base prospectus dated 19 July 2018 (the "**Base Prospectus**") for the purposes of the Prospectus Directive (Directive 2003/71/EC), as amended (the "**Prospectus Directive**"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive. These Final Terms contain the final terms of the Notes and must be read in conjunction with such Base Prospectus.

Full information on the Issuer and the offer of the Notes described herein is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus is available for viewing at the market news section of the London Stock Exchange website ([www.londonstockexchange.com/exchange/news/market-news/market-news-home.html](http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html)).

1.	(i)	Issuer:	Compass Group PLC
2.	(i)	Series Number:	8
	(ii)	Tranche:	1
	(iii)	Date on which Notes become fungible:	Not Applicable
3.		Specified Currency or Currencies:	Sterling ("GBP" or "£")
4.		Aggregate Nominal Amount:	GBP 250,000,000
5.		Issue Price:	99.70 per cent. of the Aggregate Nominal Amount
6.	(i)	Specified Denominations:	GBP 100,000 plus integral multiples of GBP 1,000 in excess thereof
	(ii)	Calculation Amount:	GBP 1,000
7.	(i)	Issue Date:	5 September 2018
	(ii)	Interest Commencement Date:	Issue Date
8.		Maturity Date:	5 September 2025

9.	Interest Basis:	2.000 per cent. Fixed Rate
10.	Redemption/Payment Basis:	Redemption at par
11.	Change of Interest:	Not Applicable
12.	Put/Call Options:	Call Option applicable, see item 17 below
13.	Date approval for issuance of Notes obtained:	11 July 2018, 12 July 2018 and 3 September 2018

### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

14.	<b>Fixed Rate Note Provisions</b>	Applicable
(i)	Rate of Interest:	2.000 per cent. per annum payable in arrear on each Interest Payment Date
(ii)	Interest Payment Date(s):	5 September in each year
(iii)	Fixed Coupon Amount(s):	£20.00 per Calculation Amount
(iv)	Broken Amount(s):	Not Applicable
(v)	Day Count Fraction:	Actual/Actual (ICMA)
15.	<b>Floating Rate Note Provisions</b>	Not Applicable
16.	<b>Zero Coupon Note Provisions</b>	Not Applicable

### **PROVISIONS RELATING TO REDEMPTION**

17.	<b>Call Option</b>	Applicable
(i)	Optional Redemption Date(s):	<i>Par Call:</i> Any date from and including 5 June 2025 to, but excluding, the Maturity Date.  <i>Make-Whole Call:</i> Any date from the Issue Date to, but excluding, 5 June 2025.
(ii)	Optional Redemption Amount(s) of each Note:	<i>Par Call:</i> GBP 1,000 per Calculation Amount  <i>Make-Whole Call:</i> Spens Amount
	(a) Redemption Margin:	0.15 per cent.
	(b) Reference Bond:	UKT 2.000 per cent. due September 2025
	(c) Quotation Time:	11 a.m. London time

	(d) Par Redemption Date:	5 June 2025
	(iii) Redeemable in part:	Not Applicable
	(iv) Notice period:	Condition 9(c) is applicable
18. <b>Put Option</b>		Not Applicable
19. <b>Final Redemption Amount of each Note</b>		GBP 1,000 per Calculation Amount
20. <b>Early Redemption Amount</b>		GBP 1,000 per Calculation Amount
	Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default:	

### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

21. <b>Form of Notes:</b>	<b>Bearer Notes:</b>
	Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances described in the Permanent Global Note
22. New Global Note:	Yes
23. Additional Financial Centre(s):	Not Applicable
24. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):	No

### **THIRD PARTY INFORMATION**

Not Applicable.

Signed on behalf of **Compass Group PLC**:

By: BBl

Duly authorised

## **PART B– OTHER INFORMATION**

### **1. LISTING AND ADMISSION TO TRADING**

(i) Listing and Admission to trading Application will be made by Compass Group PLC (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange's regulated market and have been admitted to the official list of the United Kingdom Listing Authority with effect from the Issue Date.

### **2. RATINGS**

Ratings:	The Notes to be issued have been rated:
	S&P: A (stable)
	Moody's: A3 (stable)

### **3. REASONS FOR THE OFFER AND USE OF PROCEEDS**

General corporate purposes.

### **4. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER**

Save as discussed in "*Subscription and Sale*", so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

### **5. TOTAL EXPENSES AND NET PROCEEDS**

(i) Total Net Proceeds	GBP 248,625,000
(ii) Estimated total expenses:	GBP 4,500

### **6. YIELD**

Indication of yield:	2.046 per cent. per annum
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### **7. OPERATIONAL INFORMATION**

ISIN Code:	XS1876068963
Common Code:	187606896
FISN:	COMPASS GROUP F/1EMTN 20250905
CFI Code:	DTFXFB

Any clearing system(s) other than Not Applicable  
Euroclear Bank SA/NV and  
Clearstream Banking S.A. and the  
relevant identification number(s):

Delivery: Delivery against payment

Names and addresses of additional Not Applicable  
Paying Agent(s) (if any):

Intended to be held in a manner which Yes  
would allow Eurosystem eligibility:

Relevant Benchmarks: Not Applicable

## 8. DISTRIBUTION

(i) US Selling Restrictions: Reg. S Compliance Category 2; TEFRA D

(ii) If syndicated, names and *The Joint Lead Managers*  
addresses of Managers and  
underwriting commitments:

**BNP Paribas**  
10 Harewood Avenue  
London NW1 6AA  
United Kingdom

**Lloyds Bank Corporate Markets plc**  
10 Gresham Street  
London EC2V 7AE  
United Kingdom

**NatWest Markets Plc**  
250 Bishopsgate  
London EC2M 4AA  
United Kingdom

**Société Générale**  
Tours Société Générale  
17 cours Valmy  
92987 Paris La Défense Cedex  
France

(iii) Stabilising Manager(s) (if any): BNP Paribas

(iv) If non-syndicated, name and Not Applicable  
address of relevant Dealer:

(v) Additional selling restrictions: Not Applicable

(vi) Prohibition of Sales to EEA Applicable  
Retail Investors: