

## Compass Group PLC - Annual General Meeting 2020 - Form of Proxy

You may appoint a proxy at [www.signalshares.com](http://www.signalshares.com) instead of using this form.

(Name(s))
(Address)

The Annual General Meeting (AGM) (Meeting) of Compass Group PLC (the Company) is to be held at 10.30am on Thursday 6 February 2020 in the Live Room at Rugby Football Union, Rugby House, Twickenham Stadium, 200 Whitton Road, Twickenham, Middlesex TW2 7BA.

For guidance on how to complete this Form of Proxy please refer to the Notice of Meeting on the Company's website. **Please note the deadline for receiving proxies is 10.30am on Tuesday 4 February 2020.** Before completing this form, please read the explanatory notes overleaf.

I/We being (a) member/members of the Company hereby appoint the Chairman of the meeting/the following person:

Name of proxy (if not the Chairman of the meeting):

Number of ordinary shares appointed over:  
(if less than your full voting entitlement)

as my/our proxy, to attend, speak and vote on my/our behalf (as directed below) at the Meeting of the Company and at any adjournment thereof. Please indicate below how you would like your proxy to vote on your behalf on the resolutions.

Please put an 'X' in the box opposite if this proxy appointment is one of multiple appointments being made:

### Resolutions:

	For	Against	Withheld
1 To receive and adopt the Directors' Annual Report and Accounts and the Auditor's Report thereon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To receive and adopt the Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To declare a final dividend on the ordinary shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To elect Karen Witts as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 To re-elect Dominic Blakemore as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 To re-elect Gary Green as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 To re-elect Carol Arrowsmith as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 To re-elect John Bason as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 To re-elect Stefan Bomhard as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 To re-elect John Bryant as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11 To re-elect Anne-Francoise Nesmes as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12 To re-elect Nelson Silva as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13 To re-elect Ireena Vittal as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14 To re-elect Paul Walsh as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15 To re-appoint KPMG LLP as auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16 To authorise the Audit Committee to agree the auditor's remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17 To authorise donations to EU political organisations	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18 To approve amendment to the remuneration policy to allow payment of the full fee payable to non-exec directors in respect of each non-exec role they perform	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

19 To renew the directors' authority to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
20 Special Resolution - to authorise the directors to allot shares for cash	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
21 Special Resolution - to authorise the directors to allot shares for cash in limited circumstances	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
22 Special Resolution - to authorise the Company to purchase shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
23 Special Resolution - to authorise the directors to reduce general meeting notice periods	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

Please complete, sign and return this Form of Proxy to FREEPOST PXS, 34 BECKENHAM ROAD, BECKENHAM, KENT BR3 4ZF **to arrive no later than 10.30 am on Tuesday, 4 February 2020**. Shareholders outside the United Kingdom should send this Form of Proxy to Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF, United Kingdom.

#### Notes

- 1 You are entitled to appoint a proxy or proxies, who need not be a member of Compass Group PLC (the Company), or the Chairman of the Annual General Meeting (AGM) (Meeting), to exercise all or any of your rights to attend, speak and vote. You may appoint more than one proxy, provided that each proxy is appointed in respect of a different share or shares. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided and delete the reference to the Chairman. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box below the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement. If you appoint more than one proxy, additional proxy forms may be obtained by contacting Link Asset Services on Freephone 0800 029 4520 or on +44 333 300 1568 if calling from outside the UK, or you may photocopy this form. Please indicate by ticking the box provided if the instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- 2 For each Resolution, please indicate with an 'X' in the box provided how you wish to vote. If you fail to select any of the given options on a particular Resolution, the proxy will vote or abstain as he/she thinks fit in respect of your shareholding. Please ensure your proxy is aware of your voting intentions. Your proxy will also have discretion to vote as he/she thinks fit on any other business which may properly come before the Meeting or an adjourned Meeting including amendments to resolutions and on any proposed adjournment of the AGM.
- 3 In the case of joint shareholders, the signature of any of them will suffice, but the names of all joint holders should be shown, and the vote of the senior holder who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.
- 4 A corporation may appoint more than one corporate representative provided that they do not exercise their powers differently in relation to the same shares. A corporation's Form of Proxy must be executed under the company seal, if any, or signed by a duly authorised officer (stating the officer's capacity).
- 5 To be valid, the Form of Proxy must be signed, dated and lodged, together with the power of attorney or other written authority (if any) under which it is signed or an office or notarially certified copy of such power or authority, no later than 48 hours before the time of the AGM, excluding non-business days (or adjourned AGM at which the person named on the form proposed to vote) with the Company's registrar, Link Asset Services, at PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, UK.
- 6 Completion and return of the Form of Proxy will not preclude you from attending and voting in person at the AGM (or adjourned AGM) if you wish.
- 7 The 'Vote Withheld' option is provided to enable you to abstain on any particular Resolution. It should, however, be noted that it is not a vote in law and will not be counted in the proportion of the votes 'For' and 'Against' a Resolution.
- 8 You should return the Form of Proxy in an envelope to the registrar. There is no postage to pay if posted in the UK using the FREEPOST address on the front page. Shareholders outside the UK can reply by posting the Form of Proxy in a separate envelope to Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, UK.
- 9 A shareholder may use [www.signalshares.com](http://www.signalshares.com) for the receipt of any documents or information relating to proxies for the AGM (such as the appointment or notice of termination of the authority of any proxy for the AGM or any document necessary to show the validity of, or otherwise relating to, the appointment of a proxy). You may not use this address to communicate with the Company for any purposes other than those expressly stated.
- 10 Please see the AGM Notice for further advice on how to appoint/instruct proxies via CREST.

- 11 To register your appointment of a proxy online you will need your investor code. For further information on how to complete this proxy on the internet go to [www.signalshares.com](http://www.signalshares.com).
- 12 If more than one proxy appointment is returned, either by paper or electronic communication (but not as described in note 1) that proxy received last by the registrar before the latest time for the receipt of proxies (as set out in note 5) will take precedence. Members are advised to read the terms and conditions of use carefully. Electronic communication facilities are available to all shareholders and those who use them will not be disadvantaged. Please note the Company will not accept any communication that is found to contain a computer virus.
- 13 The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the Companies Act 2006 (Nominated Persons). Nominated Persons may have a right under an agreement with the registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if Nominated Persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
- 14 If you have any questions about completing this form, please telephone Link Asset Services on Freephone 0800 029 4520 or on +44 333 300 1568 if calling from outside the UK.
- 15 This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different account holders or uniquely designated accounts. The Company and Link Asset Services accept no liability for any instruction that does not comply with these conditions.
- 16 **The doors of the Live Room at Twickenham RFU Stadium will open at 9.00am and the AGM will start promptly at 10.30am. If you are coming to the Meeting by car, parking facilities are available at the RFU Stadium. You will need to access the designated parking area through entry point E on Rugby Road. If you intend to park at Twickenham RFU Stadium, you will need to register your number plate. Failure to register may result in a penalty charge. Please contact the Group Company Secretariat before the Meeting: +44 1932 573000 or immediately after parking at Twickenham and a member of the Compass team will help you to register.**