

Compass Group PLC – 2023 Annual General Meeting Form of Proxy

You may appoint a proxy at www.signalshares.com instead of using this form

(Name(s))
(Address)
(Address)
(Address)
(Address)
(Address)

The Annual General Meeting (the Meeting or the AGM) of Compass Group PLC (the Company) will be held at 12 noon on Thursday, 9 February 2023 in the Live Room at Rugby Football Union, Rugby House, Twickenham Stadium, 200 Whitton Road, Twickenham, Middlesex TW2 7BA.

Please note the deadline for receiving proxies is 12 noon on Tuesday, 7 February 2023. Before completing this form, please read the explanatory notes overleaf.

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

Name of proxy (if not the Chair 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 with an 'X' 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:

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Resolutions:

ORDINARY RESOLUTIONS	For	Against	Withheld
1. To receive and adopt the Directors' Annual Report and Accounts and the Auditor's Report thereon for the financial year ended 30 September 2022.			
2. To receive and adopt the Directors' Remuneration Report contained within the Annual Report and Accounts for the financial year ended 30 September 2022.			
3. To declare a final dividend of 22.1 pence per ordinary share in respect of the financial year ended 30 September 2022.			
4. To re-elect Ian Meakins as a director of the Company.			
5. To re-elect Dominic Blakemore as a director of the Company.			
6. To re-elect Palmer Brown as a director of the Company.			
7. To re-elect Gary Green as a director of the Company.			
8. To re-elect Carol Arrowsmith as a director of the Company.			
9. To re-elect Stefan Bomhard as a director of the Company.			
10. To re-elect John Bryant as a director of the Company.			
11. To re-elect Arlene Isaacs-Lowe as a director of the Company.			
12. To re-elect Anne-Francoise Nesmes as a director of the Company.			
13. To re-elect Sundar Raman as a director of the Company.			
14. To re-elect Nelson Silva as a director of the Company.			
15. To re-elect Ireena Vittal as a director of the Company.			
16. To reappoint KPMG LLP as the Company's auditor until the conclusion of the next Annual General Meeting of the Company.			
17. To authorise the Audit Committee to agree the auditor's remuneration.			
18. To authorise donations to political organisations.			
19. To renew the directors' authority to allot shares.			

SPECIAL RESOLUTIONS	For	Against	Withheld
20. To authorise the directors to disapply pre-emption rights of not more than 5% of the issued ordinary share capital.			
21. To authorise the directors to disapply pre-emption rights of not more than 5% of the issued ordinary share capital in limited circumstances.			
22. To authorise the Company to purchase its own shares.			
23. To authorise the directors to reduce general meeting notice periods.			

1. You are entitled to appoint a proxy or proxies, who need not be a member of Compass Group PLC (the Company), or the Chair of the Annual General Meeting (the Meeting or the AGM), 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 Chair, please insert the name of your chosen proxy holder in the space provided and delete the reference to the Chair. 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 wish to appoint more than one proxy, additional proxy forms may be obtained by contacting Link Group by telephone: Freephone 0800 029 4520 if calling from within the UK or on +44 333 300 1568 if calling from outside the UK, or you may photocopy this form. Lines are open 09:00 to 17:30 Monday to Friday, excluding public holidays in England and Wales. 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 they think 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 they think 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, at **Link Group, FREEPOST PXS1, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL**.
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 shown above. Shareholders outside the UK can reply by posting the Form of Proxy in a separate envelope to Link Group, PXS1, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL.**
9. A shareholder may use www.signalshares.com to appoint a proxy for the AGM. To terminate a proxy appointment, you will need to send such instruction in writing to Link Group. 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 or Proxymity.
11. To register your appointment of a proxy online you will need your investor code. For further information on how to complete this proxy online go to www.signalshares.com.
12. If more than one form of proxy is returned, either by paper or electronic communication, the 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. If you have any questions about completing this form, please telephone if you wish to appoint more than one proxy,

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14. 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 Group accept no liability for any instruction that does not comply with these conditions.
15. **The doors of the Live Room at Twickenham RFU Stadium will open at 10.30 am and the AGM will start promptly at 12 noon. 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, Gate D on Rugby Road. If you intend to park at Twickenham RFU Stadium, you will need to pre-register your vehicle. Failure to pre-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.**