

June 19, 2014

Share Consolidation and Return of Cash

page 1

Compass Group plc
DR CUSIP: 20449X203
DR ISIN: US20449X2036
DR Ticker Symbol: CMPGY

Please be advised that shareholders of Compass Group plc, at a general meeting held on June 11, 2014, approved a proposed Return of Cash to shareholders of 56 pence per existing ordinary share by way of a B Share or C Share election and a 16 for 17 Share Consolidation. Holders of Compass Group plc American Depositary Shares ("Compass Group ADSs") will receive the US dollar equivalent of 56 pence per ADS representing the C Share Dividend net of the Depositary's fees and expenses. The B and C Shares are only being distributed to ordinary shareholders; ADS holders will not receive a distribution of B or C Shares.

As a result of the Share Consolidation, The Bank of New York Mellon will affect a 16 for 17 reverse stock split on the ADR program. Beginning July 8, 2014 the Compass Group ADSs will undergo a mandatory exchange of sixteen (16) "New" ADSs (CUSIP #: 20449X302) for every seventeen (17) "Old" ADSs (CUSIP #: 20449X203) held. Holders of ADR certificates will be required, on a mandatory basis, to surrender their old Compass Group ADSs for cancellation in order to have new Compass Group ADSs issued in the form of a Direct Registration System ("DRS") statement. Holders with accounts with financial intermediaries or with ADSs held in "book-entry" form will have their ADSs automatically surrendered and exchanged for new ADSs. Only whole ADSs will be distributed; entitlements to fractional ADSs will be aggregated and sold. Cash in lieu of fractional ADSs will be distributed at a rate to be announced.

To learn more about Depositary Receipts and issuer programs, please contact our marketing desks:

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BNY Mellon collects fees from DR holders pursuant to the terms and conditions of the DRs and the deposit agreement under which they are issued. From time to time, BNY Mellon may make payments to the issuer to reimburse and / or share revenue from the fees collected from DR holders, or waive fees and expenses to the issuer for services provided, generally relating to costs and expenses arising out of establishment and maintenance of the DR program. BNY Mellon as depositary may use brokers, dealers or other service providers that are affiliates and that may earn or share fees and commissions. The corporate action details are provided for informational purposes only. BNY Mellon does not warrant or guarantee the accuracy or completeness, and does not undertake any obligation to update or amend, this information or data. We provide no advice, recommendation or endorsement with respect to any company or security. Nothing herein shall be deemed to constitute an offer to sell or a solicitation of an offer to buy Securities.

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page 2

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Holders of Compass Group ADSs will also receive the USD equivalent of GBP0.56 per ADS (net of the Depositary's fees and expenses) based on the amount of old ADSs held (CUSIP 20449X203) as of the Record Date of July 7, 2014. The ADR Payable Date and USD rates for this cash dividend will be announced separately.

The existing ratio of one (1) American Depositary Share representing one (1) ordinary share remains the same.

Please find the following trading particulars:

| | <u>OLD</u> | <u>NEW</u> |
|-----------------|--|--|
| CUSIP #: | 20449X203 | 20449X302 |
| Ticker #: | CMPGY | TBD (back to CMPGY after 20 business days) |
| Ratio: | 1 ADS: 1 ORDs | 1 ADS: 1 ORDs |
| Exchange Terms: | Sixteen (16) 'New' ADSs for seventeen (17) 'Old' ADSs. | |
| Effective Date: | July 8, 2014 | |

The books will be closed for all transactions on the "old" CUSIP effective close of business July 7, 2014.

To learn more about Depositary Receipts and issuer programs, please contact our marketing desks:

| <i>New York</i> | <i>London</i> | <i>Hong Kong</i> |
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