

Drawdown Prospectus

Dated 9 February 2012



COMPASS GROUP PLC

(Incorporated with limited liability in England and Wales under registered number 4083914)

Issue of €600,000,000 3.125 per cent. Notes due 2019 (the “Notes”)

The Notes are issued under the £2,000,000,000 Euro Medium Term Note Programme (the “**Programme**”) of Compass Group PLC (the “**Issuer**”). Application has been made to the Financial Services Authority in its capacity as competent authority (the “**UK Listing Authority**”) under the Financial Services and Markets Act 2000 (the “**FSMA**”) for the Notes to be admitted to the Official List of the UK Listing Authority (the “**Official List**”) and to the London Stock Exchange plc (the “**London Stock Exchange**”) for such Notes to be admitted to trading on the Regulated Market of the London Stock Exchange. References in this drawdown prospectus (the “**Drawdown Prospectus**”) to Notes being listed (and all related references) shall mean that such Notes have been admitted to trading on the London Stock Exchange’s Regulated Market and have been admitted to the Official List. The London Stock Exchange’s Regulated Market is a regulated market for the purposes of Directive 2004/39/EC.

The Issuer has been assigned a rating of A- by Standard & Poor’s Credit Market Services Europe Limited (“**Standard & Poor’s**”). The Programme has been assigned a rating of A- by Standard & Poor’s and a rating of Baa1 by Moody’s Investors Service Ltd. (“**Moody’s**”). The Notes have not been separately rated. Each of Standard & Poor’s and Moody’s are established in the European Union and have been registered under Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies. A rating is not a recommendation to buy, sell or hold the Notes and may be subject to suspension, change or withdrawal by the assigning rating agency.

The Notes have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”) or with any securities regulatory authority of any state or other jurisdiction of the United States, and Notes are subject to U.S. tax law requirements. The Notes may not be offered, sold or delivered within the United States or to, or for the account of, U.S. persons (as defined in Regulation S under the Securities Act) except in certain transactions exempt from the registration requirements of the Securities Act.

Joint Lead Managers

BARCLAYS CAPITAL

BNP PARIBAS

**BOFA MERRILL
LYNCH**

CITI

LLOYDS BANK

This Drawdown Prospectus constitutes a prospectus for the purposes of Article 5.3 of Directive 2003/71/EC (the “**Prospectus Directive**”).

This Drawdown Prospectus is published for the purpose of giving information with regard to the Issuer, the subsidiaries of the Issuer (together with the Issuer, the “**Group**”) and the Notes. The Issuer accepts responsibility for the information contained in this Drawdown Prospectus. To the best of the knowledge and belief of the Issuer (having taken all reasonable care to ensure that such is the case), the information contained herein is in accordance with the facts and does not omit anything likely to affect the import of such information.

No person is authorised to give any information or to make any representation not contained in or not consistent with this document or any information supplied in connection with the Programme and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer. This document does not constitute, and may not be used for the purposes of, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation and no action is being taken to permit an offering of the Notes or the distribution of this document in any jurisdiction where any such action is required.

This Drawdown Prospectus is to be read and construed in conjunction with all documents which are deemed to be incorporated herein by reference (see “*Documents Incorporated by Reference*” on page 5).

No representation, warranty or undertaking, express or implied, is made and no responsibility is accepted by the Joint Lead Managers listed on the front cover as to the accuracy or completeness of the information contained in this Drawdown Prospectus or any other information provided by the Issuer. The Joint Lead Managers do not accept liability in relation to the information contained in this Drawdown Prospectus or any other information provided by the Issuer in connection with the Programme.

This Drawdown Prospectus does not constitute an offer of, or invitation by or on behalf of, the Issuer or the Joint Lead Managers to subscribe for or purchase any Notes. The distribution of this Drawdown Prospectus and the offering of the Notes in certain jurisdictions may be restricted by law. The Issuer and the Joint Lead Managers do not represent that this Drawdown Prospectus may be lawfully distributed, or that the Notes may be lawfully offered, in compliance with any applicable registration or other requirements in any such jurisdiction, or pursuant to an exemption available thereunder, or assume any responsibility for facilitating any such distribution or offering. Accordingly, no Notes may be offered or sold, directly or indirectly, and neither this Drawdown Prospectus nor any advertisement or other offering material may be distributed or published in any jurisdiction, except under circumstances that will result in compliance with any applicable laws and regulations. In particular, there are restrictions on the distribution of this Drawdown Prospectus and the offer and sale of Notes in the United States, the EEA and Japan. Persons into whose possession this Drawdown Prospectus comes are required by the Issuer and the Joint Lead Managers to inform themselves about and to observe any such restrictions. For a description of certain further restrictions on offers and sales of the Notes and on the distribution of this Drawdown Prospectus, see “*Subscription and Sale*” in the Base Prospectus.

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RISK FACTORS

*Prospective investors should consider carefully the risks set forth in the information under the heading "Risk Factors" on pages 8 to 15 (inclusive) of the base prospectus dated 16 June 2011 (the "**Base Prospectus**") relating to the Programme under which the Notes are issued. The Issuer believes that these risk factors may affect its ability to fulfil its obligations under the Notes which may in turn result in investors losing the value of their investment. Most of these factors are contingencies which may or may not occur and the Issuer is not in a position to express a view on the likelihood of any such contingency occurring.*

In addition, factors which are material for the purpose of assessing the market risks associated with Notes issued under the Programme are also described in the Base Prospectus.

The Issuer believes that the factors described in the Base Prospectus represent the principal risks inherent in investing in the Notes, but the inability of the Issuer to pay interest, principal or other amounts on or in connection with any Notes may occur for other reasons and the Issuer does not represent that such statements regarding the risks of holding any Notes are exhaustive. Prospective investors should also read the detailed information set out elsewhere in this Drawdown Prospectus (including any documents incorporated by reference herein) and in the Base Prospectus and reach their own views prior to making any investment decision.

DOCUMENTS INCORPORATED BY REFERENCE

The Base Prospectus (which constitutes a base prospectus for the purposes of the Prospectus Directive) shall be deemed to be incorporated into and form part of this Drawdown Prospectus in its entirety.

Any statement contained in the Base Prospectus shall be deemed to be modified or superseded for the purpose of this Drawdown Prospectus to the extent that a statement contained herein modifies or supersedes such earlier statement (whether expressly, by implication or otherwise). Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Drawdown Prospectus.

Any documents incorporated by reference in the Base Prospectus shall not constitute part of this Drawdown Prospectus.

This Drawdown Prospectus must be read in conjunction with the Base Prospectus and full information on the Issuer and the offer of the Notes is only available on the basis of the combination of the provisions set out within this Drawdown Prospectus and the Base Prospectus.

In addition the following documents which have previously been published and have been approved by the Financial Services Authority or filed with it shall be deemed to be incorporated in, and to form part of, this Drawdown Prospectus:

- (i) the audited consolidated financial statements of the Issuer, which have been prepared in accordance with International Financial Reporting Standards (including the auditors' reports thereon and notes thereto) in respect of the years ended 30 September 2010 and 30 September 2011 (set out on pages 63 to 119 and 61 to 117 respectively of the 2010 and 2011 annual reports of the Issuer); and
- (ii) the supplement to the Base Prospectus dated 19 January 2012 (which incorporates by reference into the Base Prospectus the audited consolidated financial statements of the Issuer for the year ended 30 September 2011, updates the section headed "Description of the Issuer" in the Base Prospectus, discloses recent acquisitions completed or agreed by the Group and discloses the share repurchase programme of the Issuer).

Any documents themselves incorporated by reference in the documents incorporated by reference in this Drawdown Prospectus shall not form part of this Drawdown Prospectus. Information contained in the documents incorporated by reference into this Drawdown Prospectus, which is not itself incorporated by reference into this Drawdown Prospectus, is either not relevant for investors or is covered elsewhere in this Drawdown Prospectus.

The Issuer will provide, without charge, to each person to whom a copy of this Drawdown Prospectus has been delivered, upon the oral or written request of such person, a copy of any or all of the financial information which is incorporated herein by reference. Written or oral requests for such financial information should be directed to the Issuer at its registered office set out at the end of this Drawdown Prospectus.

In addition, copies of documents incorporated by reference in this Drawdown Prospectus will be available for viewing on the website of the Regulatory News Service operated by the London Stock Exchange at <http://www.londonstockexchange.com/en-gb/pricesnews/marketnews/>.

TERMS AND CONDITIONS OF THE NOTES

The terms and conditions of the Notes shall consist of the "Terms and Conditions of the Notes" set out on pages 23 to 45 (inclusive) of the Base Prospectus (the "**Base Conditions**"), as amended and completed by the Final Terms issued in respect of the Notes, the form of which is set out below. References in the Base Prospectus to **Final Terms** shall be deemed to refer to the Final Terms set out below.

Terms used herein but not otherwise defined shall have the meanings given to them in the Base Prospectus. All references to **Conditions** or to a numbered **Condition** shall be to the Base Conditions or the relevant numbered Condition of the Base Conditions.

FINAL TERMS

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 16 June 2011 as amended by the Appendix set out on pages 13 to 16 (inclusive) of this Drawdown Prospectus.

PART A – CONTRACTUAL TERMS

1.	Issuer:	Compass Group PLC
2.	(i) Series Number:	3
	(ii) Tranche:	1
3.	Specified Currency or Currencies:	Euro ("€")
4.	Aggregate Nominal Amount:	€600,000,000
5.	Issue Price:	99.315 per cent. of the Aggregate Nominal Amount
6.	(i) Specified Denominations:	€100,000 and integral multiples of €1,000 in excess thereof up to and including €199,000. No Notes in definitive form will be issued with a denomination above €199,000
	(ii) Calculation Amount:	€1,000
7.	(i) Issue Date:	13 February 2012
	(ii) Interest Commencement Date:	13 February 2012
8.	Maturity Date:	13 February 2019
9.	Interest Basis:	3.125 per cent. Fixed Rate
10.	Redemption/Payment Basis:	Redemption at par
11.	Change of Interest or Redemption/Payment Basis:	Not Applicable
12.	Put/Call Options:	Investor Put – See Appendix
13.	Status of the Notes:	Senior
14.	Method of distribution:	Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15.	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	3.125 per cent. per annum payable annually in arrear
	(ii) Interest Payment Date(s):	13 February, commencing on 13 February 2013 and ending on the Maturity Date, not adjusted
	(iii) Fixed Coupon Amount(s):	€31.25 per Calculation Amount
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable

PROVISIONS RELATING TO REDEMPTION

16.	Call Option	Not Applicable
17.	Put Option	Investor Put – See Appendix
18.	Final Redemption Amount of each Note	€1,000 per Calculation Amount
19.	Early Redemption Amount	€1,000 per Calculation Amount
	Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions):	

GENERAL PROVISIONS APPLICABLE TO THE NOTES

20.	Form of Notes:	Bearer Notes:
		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
		In relation to any Notes issued with a denomination of €100,000 (or equivalent) and integral multiples of €1,000 (or

equivalent), the Permanent Global Note representing such Notes shall only be exchangeable for Definitive Notes in the limited circumstances of (i) Euroclear or Clearstream, Luxembourg or any other relevant clearing system closing for business for a continuous period of 14 days (other than by reason of holidays, statutory or otherwise) or announcing an intention permanently to cease business or in fact doing so and no alternative clearing system satisfactory to the Trustee is available or (ii) any of the circumstances described in Condition 14 (Events of Default) occurring and continuing

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|-----|---|----------------|
| 21. | New Global Note: | No |
| 22. | Additional Financial Centre(s) or other special provisions relating to payment dates: | Not Applicable |
| 23. | Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): | No |
| 24. | Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: | Not Applicable |
| 25. | Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made: | Not Applicable |
| 26. | Redenomination, renominalisation and reconventioning provisions: | Not Applicable |
| 27. | Consolidation provisions: | Not Applicable |
| 28. | Other final terms: | Not Applicable |

DISTRIBUTION

- | | | |
|-----|--|---|
| 29. | (i) If syndicated, names of Managers and underwriting commitments: | <u>Joint Lead Managers</u>
Barclays Bank PLC

BNP Paribas |
|-----|--|---|

Citigroup Global Markets Limited

Lloyds TSB Bank plc

Merrill Lynch International

- (ii) Date of Subscription Agreement: 9 February 2012
- (iii) Stabilising Manager(s) (if any): Merrill Lynch International
30. If non-syndicated, name and address of Dealer: Not Applicable
32. U.S. Selling Restrictions: Reg. S Compliance Category 2; TEFRA D
33. Additional selling restrictions: Not Applicable

PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for issue and admission to trading on the Regulated Market of the London Stock Exchange plc (the "**London Stock Exchange**") of the Notes described herein pursuant to the £2,000,000,000 Euro Medium Term Note Programme of the Issuer.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of Compass Group PLC:

By:
Duly authorised

PART B – OTHER INFORMATION

1. LISTING

- | | | |
|------|----------------------|---|
| (i) | Listing | London |
| (ii) | Admission to trading | Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange with effect from 13 February 2012 |

2. RATINGS

- | | |
|----------|--|
| Ratings: | The Programme has been rated: |
| | Moody's Investors Service Ltd. ("Moody's"): Baa1 |
| | Standard & Poor's Credit Market Services Europe Limited ("S&P"): A- |
| | Moody's and S&P are established in the European Union and registered under Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies (the "CRA Regulation"). |

3. 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.

4. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES IN CONNECTION WITH ADMISSION TO TRADING

- | | | |
|-------|---|----------------------------|
| (i) | Reasons for the offer: | General corporate purposes |
| (ii) | Estimated net proceeds: | €594,090,000 |
| (iii) | Estimated total expenses in connection with admission to trading: | £3,650 |

5. YIELD

Indication of yield:	3.236%
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As set out above, the yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

6. **OPERATIONAL INFORMATION**

ISIN Code: XS0741004062

Common Code: 074100406

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, *société anonyme* and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of initial Paying Agent(s): The Bank of New York Mellon, acting through its London Branch
One Canada Square
Canary Wharf
London E14 5AL

The Bank of New York Mellon
(Luxembourg) S.A.
Vertigo Building-Polaris
2-4 Rue Eugène Ruppert
L-2453 Luxembourg

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

APPENDIX - INVESTOR PUT OPTION

Condition 10(e) of the Base Prospectus dated 16 June 2011 is deleted and replaced in its entirety with the following:

“(e) Redemption at the option of the Noteholders (Investor Put)”

If either:

- (a) a Restructuring Event (as defined below) and (if at the time that a Restructuring Event occurs there are Rated Securities (as defined below)) a Rating Downgrade (as defined below) in respect of that Restructuring Event (that Restructuring Event and, where applicable, Rating Downgrade together called a **“Put Event”**) occur; or
- (b) a Cross Put Event (as defined below) occurs,

then the holder of each Note will have the option (unless, prior to the giving of the Put Event Notice (as defined below), the Issuer gives notice under Condition 10(b) or 10(c) to require the Issuer to redeem that Note on the Put Date (as defined below) at its Principal Amount together with interest accrued up to but excluding the Put Date.

A **“Cross Put Event”**

shall be deemed to have occurred at any time that an Existing Holder (as defined below) is entitled to require the Issuer to redeem its notes, due to the occurrence of a Put Event (as defined in the Existing Holder’s relevant notes).

An **“Existing Holder”**

means a holder of bonds in either: (a) the Issuer’s issue of £125,000,000 6.375 per cent. Notes due 2012 issued 20th November, 2003 (which were consolidated with and form a single series with the £200,000,000 6.375 per cent. Notes due 2012 issued on 29th May, 2002); or (b) the Issuer’s issue of £250,000,000 7 per cent. Bonds due 2014 issued on 16th August, 1999 pursuant to a Trust Deed dated 19th August, 1999 as amended by a Supplemental Trust Deed dated 13th February, 2001.

A **“Restructuring Event”**

shall be deemed to have occurred at each time (whether or not approved by the Board of Directors of the Issuer) that:

- (i) any person or any persons acting in concert (as defined in the City Code on Takeovers and Mergers), or any persons acting on behalf of any such person(s), at any time is/are or become(s) interested (within the meaning of Part 22 of the Companies Act 2006) in (a) more than 50 per cent of the issued ordinary share capital of the Issuer or (b) shares in the capital of the Issuer carrying more than 50 per cent of the voting rights normally exercisable at a general meeting of the Issuer; or
- (ii) otherwise than to a wholly-owned Subsidiary of the Issuer or to the Issuer, the Issuer and/or any or its Subsidiaries sells, transfers, leases or otherwise

disposes or is dispossessed by any means of the whole or a substantial part of its, or, as the case may be, their undertaking or (except in the ordinary course of business of the Issuer and its Subsidiaries taken as a whole) property or assets, whether by a single transaction or by a number of transactions whether related or not occurring within any period of twelve months, and where the undertaking (or part thereof) or property or assets so disposed of or of which it or they, as the case may be, are dispossessed when taken together constitute the whole or a majority of the assets of the Issuer and its Subsidiaries taken together; or

- (iii) the Issuer pays or declares a dividend or makes a distribution to shareholders or any class of them generally of cash, securities (other than irredeemable share capital of the Issuer) or any other property which, in any case, when taken together with the effect of all similar transactions during the period of twelve months immediately preceding such event, would cause the aggregate value of such dividends and/or distributions to exceed 50 per cent of the Consolidated Net Worth (as defined below); or
- (iv) in any twelve month period ending after 13 February 2012, the Issuer purchases 50 per cent or more of its ordinary shares; or
- (v) otherwise than in the ordinary course of business of the Issuer and its Subsidiaries taken as a whole, the Issuer or any of its Subsidiaries acquires (directly or indirectly) otherwise than from a wholly-owned Subsidiary of the Issuer or from the Issuer, or provides any financial assistance (directly or indirectly) by way of (a) loan, gift, guarantee, security, indemnity, release, waiver or any agreement to fulfil or assume any obligations of or corresponding with the obligations of any person or (b) any other means whereby Consolidated Net Worth is or is reasonably likely to be reduced to a material extent, to any person, other than the Issuer or any wholly-owned Subsidiary, for the purpose of any acquisition of, any assets where the acquisition cost of such assets or (in the case of the giving of financial assistance) the value of such financial assistance, when taken together with the aggregate acquisition cost of all other assets so acquired plus the aggregate value of all other financial assistance so given in the twelve months immediately preceding that acquisition or the giving of that financial assistance, exceeds 50 per cent of Consolidated Net Worth.

A “Rating Downgrade”

shall be deemed to have occurred in respect of a Restructuring Event if within a period ending 90 days after a public announcement of the Restructuring Event having occurred (or such longer period in which the Rated Securities (as defined below) are under consideration (announced publicly within the first-mentioned period) for rating review by a Rating Agency (as defined below) the rating assigned to the Rated Securities by any Rating Agency immediately prior to the Restructuring Event is withdrawn or reduced from an investment grade rating (Baa3/BBB– (or their respective equivalents for the time being) or better) to a non-investment grade rating (Ba1/BB+ (or their respective equivalents for the time being) or worse) provided that a Rating Downgrade otherwise arising by virtue of a particular reduction in rating shall not be deemed to have occurred in respect of a particular Restructuring Event if the Rating Agency making the reduction in rating to which this definition would

otherwise apply does not announce or confirm that the reduction was the result, in whole or part, of any event or circumstance comprised in or arising as a result of the applicable Restructuring Event.

“Rated Securities”

means (a) the Notes or (b) such other comparable long-term unsubordinated unsecured debt of the Issuer selected by the Issuer from time to time for the purposes of this definition which possesses an investment grade rating by any Rating Agency.

“Rating Agency”

means Standard & Poor’s Credit Market Services Europe Limited. and its successors or Moody’s Investors Services Limited. and its successors or any rating agency of equivalent international standing substituted for either of them by the Issuer from time to time.

“Consolidated Net Worth”

means at anytime the amount as then disclosed in the latest audited consolidated accounts of the Issuer as paid up or credited as paid up on the issued share capital of the Issuer, plus the consolidated capital reserves (including any asset revaluation reserves) of the Issuer and its Subsidiary Undertakings (as defined below) plus the consolidated retained earnings of the Issuer and its Subsidiary Undertakings (or, if appropriate, less the amount standing to the debt of the consolidated profit and loss account of the Issuer and its Subsidiary Undertakings) plus the amount, if any, by which in the reasonable opinion of the Directors of the Issuer (and as shall have been stated in the report of the Directors accompanying those audited consolidated accounts or a certificate signed by two Directors and dated not more than three months prior to the occurrence of the event or the existence of the circumstance which without the inclusion of such amount would constitute a Restructuring Event) based upon the results of the valuation of all or a representative sample of the relevant property or category of property undertaken by a chartered surveyor in accordance with the applicable guidelines for the time being of the Royal Institution of Chartered Surveyors, the open market value of the real property or any category of real property of the Issuer and/or any of its Subsidiary Undertakings exceeds the amount shown in those audited consolidated accounts as the net book value thereof, less any amount included in the above which is attributable to minority interests and intangible assets other than goodwill calculated in accordance with generally accepted accounting principles of the United Kingdom consistently applied). For the purpose of these Conditions **“Subsidiary Undertaking”** means, in relation to a company, a subsidiary undertaking within the meaning of section 1162 of the Companies Act 2006 for the time being of that company whose affairs are required to be consolidated in the audited consolidated accounts of that company.

Promptly upon the Issuer becoming aware that a Put Event or a Cross Put Event has occurred, the Issuer shall give notice (a **“Put Event Notice”**) to the Noteholders accordance with Condition 21 specifying the nature of the Put Event or the Cross Put Event and the procedure for the exercising the option contained in this Condition 10(e).

To exercise the option to require redemption of a Note under this condition 10(e) the holder of the Note must deliver such Note, on any business day, in the city of the specified office of the relevant Paying Agent falling within this period (the **“Put Period”**) of 45 days after a Put Event Notice is given at the specified office of any Paying Agent, accompanied by a duly signed and completed notice of exercise in the form (for the time being current) obtainable from the specified office of any Paying Agent (a **“Put Notice”**) and in which the holder may specify a bank account complying with the requirements of Condition 11 to which payment is to be made this Condition 10(e). The Note should be delivered together with all Coupons appertaining thereto maturing after the date (the **“Put Date”**) which is the seventh day after the last day of the Put Period failing which an amount will be deducted from the payment to be made by the Issuer on redemption of the Notes in accordance with the provisions of Condition 11. A Put Notice, once given shall be irrevocable. The Paying Agent to which such Note and Put Notice are delivered will issue to the Noteholder concerned a non-transferable receipt (a **“Receipt”**) in respect of the Note so delivered. The Issuer shall redeem the Notes in respect of which Receipts have been issued on the Put Date. Payment in respect of any Note so delivered will be made, if the holder duly specified a bank account in the Put Notice to which payment is to be made on the Put Date by transfer to that bank account and in every other case on or after the Put Date against presentation and surrender or (as the case may be) endorsement of such Receipt at the specified office of any Paying Agent in accordance with the provisions of Condition 11.”

GENERAL INFORMATION

(1) Listing and Admission to Trading

Application has been made to the UK Listing Authority in its capacity as competent authority under the FSMA to approve this document as a drawdown prospectus for the purposes of the Prospectus Directive. Application has also been made to the London Stock Exchange for the Notes to be admitted to trading on the Regulated Market of the London Stock Exchange and to the UK Listing Authority for the Notes to be admitted to the Official List.

(2) Clearing Systems

The Notes have been accepted for clearance through Euroclear and Clearstream, Luxembourg. The Common Code for the Notes is 074100406 and the ISIN for the Notes is XS0741004062.

The address of Euroclear is Euroclear Bank SA/NV, 1 Boulevard du Roi Albert II, B-1210 Brussels and the address of Clearstream, Luxembourg is Clearstream Banking, 42 Avenue JF Kennedy, L-1855 Luxembourg.

(3) Documents Available

Copies of this Drawdown Prospectus are available on the website of the Regulatory News Service operated by the London Stock Exchange at www.londonstockexchange.com/rns. For the avoidance of doubt, the contents of this website are not incorporated in, and do not form part of, this Drawdown Prospectus.

(4) Significant or Material Change and Litigation

Since 30 September 2011 there has been no material adverse change in the prospects of the Issuer or any significant change in the financial or trading position of the Group.

There are no governmental, legal or arbitration proceedings, (including any such proceedings which are pending or threatened, of which the Issuer is aware), which may have, or have had during the twelve months prior to the date of this Drawdown Prospectus, a significant effect on the financial position or profitability of the Issuer or the Issuer and/or the Group.

(5) Other Relationships

Some of the Joint Lead Managers and their affiliates have engaged in, and may in the future engage in, investment banking and other commercial dealings in the ordinary course of business with the Issuer or its affiliates. They may have received, or may in the future receive, customary fees and commissions for these transactions.

In addition, in the ordinary course of their business activities, the Joint Lead Managers and their affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers. Such investments and securities activities may involve securities and/or instruments of the Issuer or its affiliates. Certain of the Joint Lead Managers or their

affiliates that have a lending relationship with the Issuer may routinely hedge their credit exposure to the Issuer consistent with their customary risk management policies. Typically, the Joint Lead Managers and their affiliates would hedge such exposure by entering into transactions which consist of either the purchase of credit default swaps or the creation of short positions in our securities, including potentially the Notes. Any such short positions could adversely affect the future trading prices of the Notes. The Joint Lead Managers and their affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or financial instruments and may hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

THE ISSUER

Registered Office

Compass Group PLC
(registered number 4083914)
Compass House
Guildford Street
Chertsey
Surrey
KT16 9BQ

THE TRUSTEE

Citicorp Trustee Company Limited
Citigroup Centre
Canada Square
Canary Wharf
London E14 5LB

PAYING AGENTS

**The Bank of New York Mellon, acting
through its London Branch**
One Canada Square
Canary Wharf
London E14 5LB

**The Bank of New York Mellon
(Luxembourg) S.A.**
Vertigo Building-Polaris
2-4 Rue Eugène Ruppert
L-2453 Luxembourg

JOINT LEAD MANAGERS

Barclays Bank PLC
5 The North Colonnade
Canary Wharf
London E14 5BB

BNP PARIBAS
10 Harewood Avenue
London NW1 6AA

**Citigroup Global Markets
Limited**
Citigroup Centre
Canary Wharf
London E14 5LB

Lloyds TSB Bank plc
10 Gresham Street
London EC2V 7AE

Merrill Lynch International
2 King Edward Street
London EC1A 1HQ

LEGAL ADVISERS

To the Issuer as to English Law

*To the Joint Lead Managers and the Trustee
as to English law*

Freshfields Bruckhaus Deringer LLP
65 Fleet Street
London EC4Y 1HS

Clifford Chance LLP
10 Upper Bank Street
London E14 5JJ

AUDITORS TO THE ISSUER

Deloitte LLP
2 New Street Square
London EC4A 3BZ