

**SUPPLEMENTARY PROSPECTUS DATED 19 JANUARY 2012 TO THE PROSPECTUS
DATED 16 JUNE 2011**

COMPASS GROUP PLC
*(incorporated with limited liability in England and Wales under registered number
4083914)*

£2,000,000,000

Euro Medium Term Note Programme

This Supplementary Prospectus (the “**Supplementary Prospectus**”) to the Prospectus dated 16 June 2011 (the “**Prospectus**”), which comprises a base prospectus for the purposes of Article 5.4 of the Prospectus Directive 2003/71/EC, constitutes a supplementary prospectus for the purposes of the Prospectus Directive 2003/71/EC and is prepared in connection with the £2,000,000,000 Euro Medium Term Note Programme (the “**Programme**”) established by Compass Group PLC (the “**Issuer**”).

The purpose of the Supplementary Prospectus is to incorporate by reference the audited consolidated financial statements of the Issuer for the year ended 30 September 2011, to update the section headed “*Description of the Issuer*” in the Prospectus, to disclose recent acquisitions completed or agreed by the Compass Group and to disclose the share repurchase programme of the Issuer.

This Supplementary Prospectus is supplemental to, and should be read in conjunction with, the Prospectus and any other supplements to the Prospectus issued by the Issuer. Terms defined in the Prospectus have the same meaning when used in this Supplementary Prospectus.

The Issuer accepts responsibility for the information contained in this Supplementary Prospectus and declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplementary Prospectus is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

Copies of the documents specified as containing information incorporated by reference in the Prospectus may be inspected, free of charge, at the registered office of the Issuer and www.compass-group.com. Any information contained in any of the documents specified which is not incorporated by reference in the Prospectus is either not relevant to investors or is covered elsewhere in the Prospectus.

To the extent that there is any inconsistency between (a) any statement in this Supplementary Prospectus or any statement incorporated by reference into the Prospectus by this Supplementary Prospectus and (b) any other statement in or incorporated in the Prospectus (as supplemented from time to time), the statements in (a) above will prevail.

Except as disclosed in this Supplementary Prospectus, there has been no significant new factor, material mistake or inaccuracy relating to information included in the

Prospectus which is capable of affecting the assessment of Notes issued under the Programme since the publication of the Prospectus.

Investors should be aware of their rights under section 87Q(4) of the Financial Services and Markets Act 2000.

The distribution of the Prospectus, this Supplementary Prospectus, any other supplements to the Prospectus and any Final Terms and the offering, sale and delivery of the Notes in certain jurisdictions may be restricted by law. Persons into whose possession the Prospectus, this Supplementary Prospectus, any other supplements to the Prospectus or any Final Terms come are required by the Issuer and the Dealers to inform themselves about and to observe any such restrictions. For a description of certain restrictions on offers, sales and deliveries of Notes and on the distribution of the Prospectus, this Supplementary Prospectus, any other supplements to the Prospectus or any Final Terms and other offering material relating to the Notes, see “*Subscription and Sale*” and “*Transfer Restrictions*” in the Prospectus.

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

None of the Prospectus, this Supplementary Prospectus, any other supplements to the Prospectus or any Final Terms constitutes an offer or an invitation to subscribe for or purchase any Notes and should not be considered as a recommendation by the Issuer, the Trustee, the Dealers or any of them that any recipient of the Prospectus, this Supplementary Prospectus, any other supplement to the Prospectus or any Final Terms should subscribe for or purchase any Notes. Each recipient of the Prospectus, this Supplementary Prospectus, any other supplements to the Prospectus or any Final Terms shall be taken to have made its own investigation and appraisal of the condition (financial or otherwise) of the Issuer.

**AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE ISSUER FOR THE YEAR
ENDED 30 SEPTEMBER 2011**

The audited consolidated financial statements of the Issuer, which have been prepared in accordance with International Financial Reporting Standards (including the auditors’ report thereon and notes thereto but excluding all information incorporated by reference therein either expressly or implicitly and excluding any information or statements included therein either expressly or implicitly that is or might be considered to be forward looking) in respect of the year ended 30 September 2011 (set out on pages 61 to 117 of the 2011 annual report of the Issuer) shall be deemed to be incorporated in, and to form part of, the Prospectus. Any information contained in the audited consolidated financial statements of the Issuer which is not incorporated by reference in the Prospectus is either not relevant to investors or is covered elsewhere in the Prospectus.

UPDATES TO “DESCRIPTION OF THE ISSUER”

Based on internal estimates the Group believes that, as at 30 September 2011, it was the second largest operator in Brazil. The Compass Group employs over 470,000 worldwide.

Food remains the Group’s core business. Compass has a globally diversified business and the Group seeks to achieve scale in the countries in which it operates to help drive efficiencies. The Group’s global spread enables it both to benefit from the global trend to outsourcing and to serve its multinational clients. The Group continues to focus on cost efficiencies to drive margin and re-investment of free cash flow to drive growth. In tandem with its concentration on organic growth it is placing greater focus on further selective infill acquisition opportunities.

Contracts with clients are principally based on a cost-plus, profit and loss or fixed price model, with revenues distributed broadly equally between the three models. Input cost increases are passed on to clients under the cost-plus model and, where permitted by contractual indexation clauses, under the fixed price model. The profit and loss model allows the Group to seek to renegotiate prices, subject to competitive pressures, in the event of an increase in input costs.

As at 30 September 2011 Compass Group’s total revenues represented 7.9% of the Group’s estimate of the value of the global foodservice market. Multi-services are becoming increasingly important within the sectors in which the Group operates and, as at 30 September 2011, represented 22%, or £3.5 billion, of Group revenues, with 7% relating to the food element of multi-service contracts and 15% to support services.

ACQUISITIONS

On 3 October 2011 Compass Group acquired the entire issued share capital of Obasan Gıda İnşaat Sanayi ve Ticaret Anonim Şirketi, a provider of delivered meals to businesses within Turkey in and around Bursa and Istanbul.

On 21 October 2011 Compass Group acquired Integrated Cleaning Management Limited, a specialist provider of core cleaning and related services operating across the UK with a particular focus on the corporate office, hospitality, leisure, hotel and retail sectors.

On 25 November 2011 Compass Group announced that it had agreed to acquire, through its subsidiary Compass Group Southern Africa (Proprietary) Ltd, Supercare Services Group (Proprietary) Limited, a cleaning company based in South Africa providing a range of specialised services including contract cleaning and washroom hygiene services. The acquisition is subject to various conditions including approval from the Competition Commission of South Africa.

On 9 December 2011 Compass Group announced that it had agreed to acquire, through its subsidiary Eurest, spol. s r.o., the Czech Republic foodservices provider DORA Gastro a.s. The acquisition is subject to various conditions, including approval by the Office for the Protection of Competition in the Czech Republic.

SHARE REPURCHASE PROGRAMME

The Issuer announced on 23 November 2011 its intention to commence a £500 million share repurchase programme, to be executed by the end of 2012. Any shares purchased will be cancelled. The timing and quantum of any purchases will be determined, *inter alia*, with regard to prevailing market conditions and, in light of liquidity conditions and in line with the Market Abuse Directive (2003/6/EC), the Issuer may not purchase more than 20 per cent. of the average daily volume. The share repurchase programme was commenced on 10 January 2012.