

**Final Terms dated 24 June 2014**

**COMPASS GROUP PLC**

Issue of £250,000,000 3.850 per cent. Notes due 2026

under the £2,000,000,000

**Euro Medium Term Note Programme**

**PART A – CONTRACTUAL TERMS**

The Prospectus referred to below (as completed by these Final Terms) has been prepared on the basis that any offer of Notes in any Member State of the European Economic Area which has implemented the Directive 2003/71/EC (each, a "**Relevant Member State**") will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Notes. Accordingly any person making or intending to make an offer in that Relevant Member State of the Notes may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive (as defined below) or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer. Neither the Issuer nor any Dealer have authorised, nor do they authorise, the making of any offer of Notes in circumstances in which an obligation arises for the Issuer or any Dealer to publish or supplement a prospectus for such offer.

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 14 January 2014 and the supplement to it dated 12 June 2014 which together constitute a base prospectus (the "**Base Prospectus**") for the purposes of the Prospectus Directive (Directive 2003/71/EC) as amended (the "**Prospectus Directive**"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive. These Final Terms contain the final terms of the Notes and must be read in conjunction with such Base Prospectus.

Full information on the Issuer and the offer of the Notes described herein is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus is available for viewing at the market news section of the London Stock Exchange website ([www.londonstockexchange.com/exchange/news/market-news/market-news-home.html](http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html))

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|----|-----------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. | Issuer:                           | Compass Group PLC                                                                                                                                                       |
| 2. | (i) Series Number:                | 4                                                                                                                                                                       |
|    | (ii) Tranche:                     | 1                                                                                                                                                                       |
| 3. | Specified Currency or Currencies: | Pounds sterling ("£")                                                                                                                                                   |
| 4. | Aggregate Nominal Amount:         | £250,000,000                                                                                                                                                            |
| 5. | Issue Price:                      | 99.737 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:                   | 27 June 2014                                                                                                                                                            |
|    | (ii) Interest Commencement Date:  | Issue Date                                                                                                                                                              |
| 8. | Maturity Date:                    | 26 June 2026                                                                                                                                                            |
| 9. | Interest Basis:                   | 3.850 per cent. Fixed Rate                                                                                                                                              |

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|-----|-----------------------------------------------|-------------------|
| 10. | Redemption/Payment Basis:                     | Redemption at par |
| 11. | Change of Interest:                           | Not Applicable    |
| 12. | Put/Call Options:                             | Not Applicable    |
| 13. | Date approval for issuance of Notes obtained: | 11 June 2014      |

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

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|-----|--------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 14. | <b>Fixed Rate Note Provisions</b>    | Applicable                                                                                                                                                              |
|     | (i) Rate of Interest:                | 3.850 per cent. per annum payable in arrear on each Interest Payment Date                                                                                               |
|     | (ii) Interest Payment Date(s):       | 26 June in each year, commencing on 26 June 2015 (the " <b>First Interest Payment Date</b> ") and ending on the Maturity Date<br><br>There will be a short first coupon |
|     | (iii) Fixed Coupon Amount(s):        | £38.50 per Calculation Amount payable on each Interest Payment Date other than the First Interest Payment Date                                                          |
|     | (iv) Broken Amount(s):               | £38.39 per Calculation Amount, payable on the First Interest Payment Date in respect of the period from, and including, the Issue Date to, but excluding, 26 June 2015  |
|     | (v) Day Count Fraction:              | Actual/Actual (ICMA), unadjusted                                                                                                                                        |
| 15. | <b>Floating Rate Note Provisions</b> | Not Applicable                                                                                                                                                          |
| 16. | <b>Zero Coupon Note Provisions</b>   | Not Applicable                                                                                                                                                          |

**PROVISIONS RELATING TO REDEMPTION**

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|-----|------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|
| 17. | <b>Call Option</b>                                                                                                                             | Not Applicable                |
| 18. | <b>Put Option</b>                                                                                                                              | Not Applicable                |
| 19. | <b>Final Redemption Amount of each Note</b>                                                                                                    | £1,000 per Calculation Amount |
| 20. | <b>Early Redemption Amount</b>                                                                                                                 | £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: |                               |

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

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|-----|-----------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 21. | <b>Form of Notes:</b> | <b>Bearer Notes:</b><br><br>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 13 (*Events of Default*) occurring and continuing.

- 22. New Global Note: No
- 23. Additional Financial Centre(s): Not Applicable
- 24. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): No

Signed on behalf of Compass Group PLC:

By:

  
Duly authorised

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- (i) Listing and 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's regulated market and have been admitted to the official list of the UK Listing Authority with effect from the Issue Date.

### 2. RATINGS

Ratings: The following ratings reflect ratings assigned to Notes of this type issued under the Programme generally:

Standard & Poor's Credit Market Services Europe Limited ("S&P"): A

Moody's Investors Service Ltd. ("Moody's"): Baa1

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.

### 3. REASONS FOR THE OFFER AND USE OF PROCEEDS

General corporate purposes

### 4. 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."

### 5. TOTAL EXPENSES AND NET PROCEEDS

(i) Total Net Proceeds £248,467,500

(ii) Estimated total expenses: £3,650

### 6. YIELD

Indication of yield: 3.878 per cent.

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.

### 7. OPERATIONAL INFORMATION

ISIN Code: XS1079317167

Common Code: 107931716

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 additional Paying Agent(s) (if any): Not Applicable

8. **DISTRIBUTION**

(i) US Selling Restrictions: Reg. S Compliance Category 2; TEFRA D

(ii) If syndicated, names and addresses of Managers and underwriting commitments:

*The Bookrunners*

Barclays Bank PLC  
5 The North Colonnade  
Canary Wharf  
London E14 4BB  
United Kingdom

Citigroup Global Markets Limited  
Citigroup Centre  
Canada Square  
Canary Wharf  
London E14 5LB  
United Kingdom

HSBC Bank plc  
8 Canada Square  
London E14 5HQ  
United Kingdom

Merrill Lynch International  
2 King Edward Street  
London EC1A 1HQ  
United Kingdom

Banco Santander, S.A.  
Ciudad Grupo Santander, Edificio Encinar  
Avenida de Cantabria  
28660, Boadilla del Monte  
Madrid, Spain

BNP Paribas  
10 Harewood Avenue  
London NW1 6AA  
United Kingdom

Lloyds Bank plc  
10 Gresham Street  
London EC2V 7AE  
United Kingdom

Mizuho International plc  
Bracken House  
One Friday Street  
London EC4M 9JA  
United Kingdom

Société Générale  
Tours Société Générale  
17 Cours Valmy  
92987 Paris La Défense Cedex  
France

The Royal Bank of Scotland plc  
135 Bishopsgate  
London EC2M 3UR  
United Kingdom

- (iii) Stabilising Manager(s) (if any): Not Applicable
- (iv) If non-syndicated, name and address of relevant Dealer: Not Applicable
- (v) Additional selling restrictions: Not Applicable