

**SUPPLEMENT DATED 12 JUNE 2014 TO THE BASE PROSPECTUS
DATED 14 JANUARY 2014**

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 supplement (the “**Supplement**”) to the base prospectus dated 14 January 2014 (the “**Base Prospectus**”), which comprises a base prospectus for the purposes of Article 5.4 of the Prospectus Directive 2003/71/EC as amended (the “**Prospectus Directive**”), constitutes a supplement for the purposes of the Prospectus Directive 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 Financial Conduct Authority, as the competent authority for the purpose of the Prospectus Directive and relevant implementing measures in the United Kingdom, has approved this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus. Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

The purpose of this Supplement is to incorporate by reference the results of the Issuer for the half year to 31 March 2014, to update the section headed “*Description of the Issuer*” in the Base Prospectus and to disclose the return of cash by the Issuer to its shareholders.

The Issuer accepts responsibility for the information contained in this Supplement and declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement 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 Base Prospectus may be inspected, free of charge, at the registered office of the Issuer and on the Issuer’s website (www.compass-group.com). Any information contained in any of the documents specified which is not incorporated by reference in the Base Prospectus is either not relevant to investors or is covered elsewhere in the Base Prospectus.

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

Except as disclosed in this Supplement, there has been no significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus which is capable of affecting the assessment of Notes issued under the Programme since the publication of the Base Prospectus.

The distribution of the Base Prospectus, this Supplement, any other supplements to the Base Prospectus and any Final Terms or Pricing Supplement and the offering, sale and delivery of

the Notes in certain jurisdictions may be restricted by law. Persons into whose possession the Base Prospectus, this Supplement, any other supplements to the Base Prospectus or any Final Terms or Pricing Supplement 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 Base Prospectus, this Supplement, any other supplements to the Base Prospectus or any Final Terms and other offering material relating to the Notes, see "*Subscription and Sale*" and "*Transfer Restrictions*" in the Base 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 Base Prospectus, this Supplement, any other supplements to the Base Prospectus or any Final Terms or Pricing Supplement 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 Base Prospectus, this Supplement, any other supplement to the Base Prospectus or any Final Terms or Pricing Supplement should subscribe for, or purchase, any Notes. Each recipient of the Base Prospectus, this Supplement, any other supplements to the Base Prospectus or any Final Terms or Pricing Supplement shall be taken to have made its own investigation and appraisal of the condition (financial or otherwise) of the Issuer.

The information appearing in, or incorporated by reference into, the Base Prospectus shall be amended and/or supplemented in the manner described below as of the date of this Supplement.

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RESULTS FOR THE HALF YEAR TO 31 MARCH 2014

By virtue of this Supplement, the Issuer's Results for the half year to 31 March 2014 as announced on 14 May 2014 (the "**Interim Results**") (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 forward looking) are incorporated by reference in, and form part of, the Base Prospectus. Any information contained in the Interim Results, which is not incorporated by reference in the Base Prospectus, is either not relevant to an investor or is covered elsewhere in the Base Prospectus.

UPDATES TO "DESCRIPTION OF THE ISSUER"

RECENT DEVELOPMENTS

On 27 November 2013, the Issuer announced its intention to commence a further £500 million share repurchase programme. 21,352,881 10 pence ordinary shares of the Issuer (representing 1.18 per cent of the ordinary shares in issue on 1 April 2014) were purchased during the half year ended 31 March 2014, for a consideration of £197 million (including expenses), and subsequently cancelled. The share repurchase programme has been suspended until payment of the Return of Cash (as defined below) on 29 July 2014, if approved by shareholders. As a result of this suspension, it is now expected that the share repurchase programme will be completed in 2015.

MAJOR SHAREHOLDERS

As at 31 March 2014, the Group had a market capitalisation of £16.3 billion.

RETURN OF CASH TO SHAREHOLDERS

On 14 May 2014, the Issuer announced that it proposed to return to shareholders, 56 pence per existing ordinary share, which is equivalent to approximately £1 billion in aggregate (the "**Return of Cash**").

In order to maintain the market price of the Issuer's ordinary shares (subject to normal market fluctuations), the Return of Cash will be accompanied by a proportional consolidation of the Issuer's share capital (the "**Share Consolidation**").

The Return of Cash and Share Consolidation was approved by Shareholders at a General Meeting held on Wednesday 11 June 2014 and will be implemented on Tuesday 29 July 2014.

The Issuer has entered into a new £1 billion committed bank facility (the "**Bridging Facility**") to ensure sufficient funds are available for the Return of Cash. The Bridging Facility matures in December 2015. The Issuer's obligations under the Bridging Facility are unsecured and unsubordinated and rank *pari passu* with its obligations in respect of any Notes issued under the Programme. The Issuer's current intention is to refinance the Bridging Facility with longer dated debt in the bank and capital markets in due course.

Standard & Poor's have affirmed that their current credit rating of the Issuer remains unchanged at A.

Moody's Investors Services Limited ("**Moody's**") have affirmed that their current credit rating of the Issuer remains unchanged at Baa1.

Each of Standard & Poor's and Moody's is a credit rating agency established and operating in the European Community and registered under Regulation (EU) No 1060/2009 as amended.