

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** – The Notes are not intended, from 1 January 2018, to be offered, sold or otherwise made available to and, with effect from such date, should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("EEA"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU ("MiFID II"); (ii) a customer within the meaning of Directive 2002/92/EC ("IMD"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC (as amended, the "**Prospectus Directive**"). Consequently no key information document required by Regulation (EU) No 1286/2014 (the "**PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

**Final Terms dated 21 June 2017**

**Compass Group PLC**

**Compass Group International B.V.**

**£4,000,000,000 Euro Medium Term Note Programme (the "Programme")**

**unconditionally and irrevocably guaranteed, in the case of Notes issued by Compass Group International B.V.,  
by Compass Group PLC**

**Issue of EUR 750,000,000 0.625 per cent. Guaranteed Notes due 2024**

## **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, the Guarantor, 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, the Guarantor 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, the Guarantor 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 31 May 2017 which constitutes 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, the Guarantor 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. | (i)  | Issuer:        | Compass Group International B.V. |
|    | (ii) | Guarantor      | Compass Group PLC                |
| 2. | (i)  | Series Number: | 7                                |
|    | (ii) | Tranche:       | 1                                |

3.	Specified Currency or Currencies:	Euro ("EUR" or "€")
4.	Aggregate Nominal Amount:	EUR 750,000,000
5.	Issue Price:	99.171 per cent. of the Aggregate Nominal Amount
6.	(i) Specified Denominations:	EUR 100,000 plus integral multiples of EUR 1,000 in excess thereof
	(ii) Calculation Amount:	EUR 1,000
7.	(i) Issue Date:	3 July 2017
	(ii) Interest Commencement Date:	Issue Date
8.	Maturity Date:	3 July 2024
9.	Interest Basis:	0.625 per cent. Fixed Rate
10.	Redemption/Payment Basis:	Redemption at par
11.	Change of Interest:	Not Applicable
12.	Put/Call Options:	Call Option applicable, see item 17 below
13.	Date approval for issuance of Notes obtained:	13 June 2017

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

14.	<b>Fixed Rate Note Provisions</b>	Applicable
	(i) Rate of Interest:	0.625 per cent. per annum payable in arrear on each Interest Payment Date
	(ii) Interest Payment Date(s):	3 July in each year
	(iii) Fixed Coupon Amount(s):	EUR6.25 per Calculation Amount
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction:	Actual/Actual (ICMA)
15.	<b>Floating Rate Note Provisions</b>	Not Applicable
16.	<b>Zero Coupon Note Provisions</b>	Not Applicable

#### PROVISIONS RELATING TO REDEMPTION

17.	<b>Call Option</b>	Applicable
	(i) Optional Redemption Date(s):	<p><i>Par Call:</i> Any date from and including 3 April 2024 to, but excluding, the Maturity Date at the Optional Redemption Amount – Par Call (as defined below).</p> <p><i>Make-Whole Call:</i> Any date from the Issue Date to, but excluding 3 April 2024 at the Optional Redemption Amount – Make-Whole Call (as defined below).</p>
	(ii) Optional Redemption Amount(s)	<i>Par Call:</i> EUR1,000 per calculation amount

	of each Note:	<i>Make-Whole Call</i> : the Make-Whole Redemption Amount
	(a) Redemption Margin:	0.15 per cent.
	(b) Reference Bond:	DBR 1.500 per cent. due May 2024
	(c) Quotation Time:	11AM CET
	(d) Par Redemption Date:	3 April 2024
	(iii) Redeemable in part:	Not Applicable
	(iv) Notice period	Condition 9(c) is applicable
18.	<b>Put Option</b>	Not Applicable
19.	<b>Final Redemption Amount of each Note</b>	EUR 1,000 per Calculation Amount
20.	<b>Early Redemption Amount</b>	EUR 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:	

#### GENERAL PROVISIONS APPLICABLE TO THE NOTES

21.	<b>Form of Notes:</b>	<b>Bearer Notes:</b>
		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
22.	New Global Note:	Yes
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 International B.V.:  
*as Issuer*

By:

Duly authorised


P.N. Frans

By:

Duly authorised

HAM Troost - Borboorn

Signed on behalf of Compass Group PLC:  
*as Guarantor*

By:  .....  
Duly authorised

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- |     |                                  |  |
|-----|----------------------------------|--|
| (i) | Listing and Admission to trading | Application will be made by Compass Group International B.V. (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 United Kingdom Listing Authority with effect from the Issue Date. |
|-----|----------------------------------|--|

### 2. RATINGS

- |          |  |
|----------|--|
| Ratings: | The Notes to be issued have been rated:<br><br>S & P: A stable<br><br>Moody's: A3 stable |
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### 3. REASONS FOR THE OFFER AND USE OF PROCEEDS

General corporate purposes (which includes the payment of dividends).

### 4. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save as discussed in "*Subscription and Sale*", so far as the Issuer and the Guarantor are aware, no person involved in the offer of the Notes has an interest material to the offer.

### 5. TOTAL EXPENSES AND NET PROCEEDS

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|------|---------------------------|--------------------|
| (i)  | Total Net Proceeds        | EUR 741,907,500.00 |
| (ii) | Estimated total expenses: | £3,650             |

### 6. YIELD

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|----------------------|---------------------------|
| Indication of yield: | 0.747 per cent. per annum |
|----------------------|---------------------------|

### 7. OPERATIONAL INFORMATION

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|--|--------------------------|
| ISIN Code:   | XS1637093920             |
| Common Code:   | 163709392                |
| Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking S.A. 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 | <i>The Managers</i><br><br><b>Barclays Bank PLC</b> |

commitments:

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

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|-------|---|----------------------------------|
| (iii) | Stabilising Manager(s) (if any):                        | Citigroup Global Markets Limited |
| (iv)  | If non-syndicated, name and address of relevant Dealer: | Not Applicable                   |
| (v)   | Additional selling restrictions:                        | Not Applicable                   |
| (vi)  | Prohibition of Sales to EEA Retail Investors:           | Applicable                       |