



CODE OF BUSINESS CONDUCT

THE COMPASS WAY





OUR FRAMEWORK



OUR VISION AND VALUES

Our Vision is to be a world-class provider of contract food service and support services, renowned for our great people, our great service, and our great results.

Our Values set out what we collectively believe in and guide our behaviours, including our commitment to Safety, Integrity and Respect in **everything we do**.



OUR CODE OF BUSINESS CONDUCT

Our Code of Business Conduct supports us in upholding our high ethical standards and commitments. It sets out the principles, standards and expectations of how we conduct business globally and how we should engage with and treat one another.



OUR GROUP POLICIES

Our Group Policies establish the minimum requirements and behaviours expected to support embedding our Values and Code of Business Conduct wherever we operate. They are mandatory and form the foundation for local policies and practices.



MESSAGE FROM DOMINIC BLAKEMORE

As a global leader in food services, Compass Group always strives to do what's right; for our people, our customers, our shareholders, the planet, and the communities we serve.

To achieve this, we are committed to maintaining strong governance and high ethical standards throughout our global operations and to conduct business with integrity, to never compromise on safety, and to treat others with kindness and respect.

The Group's success and future growth depends on everyone upholding these commitments. Because, whatever our role in Compass, how we act and behave can affect how we are viewed and impact the trust that our stakeholders have in us.

Our Code of Business Conduct (the "Code") reflects who we are and provides a clear path – for everyone working with, for, or on behalf of Compass – to always do what's right.

We all have a shared responsibility to understand, follow and embed the principles, standards and behaviours set out in the Code, which is approved by the Compass Group PLC Board of Directors and Group Executive Committee. Should you ever feel concerned the Code is not being followed, please speak to your Line Manager, or submit a report through our confidential reporting programme, [Speak Up, We're Listening](#).

I want to thank everyone for playing your part in putting the Code to work everywhere, every day, now and in the future. Together, we can ensure Safety, Integrity and Respect is at the heart of everything we do. It's the Compass Way.

DOMINIC BLAKEMORE
Group Chief Executive Officer



“OUR CODE OF BUSINESS CONDUCT REFLECTS WHO WE ARE AND PROVIDES A CLEAR PATH – FOR EVERYONE WORKING WITH, FOR, OR ON BEHALF OF COMPASS – TO ALWAYS DO WHAT’S RIGHT.”



This Code may be amended from time to time. The most recent version of the Code is available on [Compass' website](#)





WHAT IS THE COMPASS CODE OF BUSINESS CONDUCT?

The Compass Group (“Compass”/“We”/“Our”/“Company”) Code of Business Conduct (the “Code”) sets out the minimum standards and behaviours we expect from everyone working for or on behalf of Compass. It guides us when there are questions or situations where the right course of action may be unclear. Building mutual trust and confidence in those who work for, partner with and invest in us is key to our continued success, and depends on each of us acting professionally, responsibly and in accordance with the standards and principles set out in this Code. By following the Code, we can protect each other and the Company’s reputation for integrity and strong governance.

WHO DOES THE CODE APPLY TO?

The Code applies to everyone working with, for or on behalf of Compass, including without exception temporary and contract staff regardless of location, role or level of seniority.

IT IS THEREFORE IMPORTANT THAT YOU UNDERSTAND THE RULES AND PRINCIPLES YOU MUST FOLLOW AND THE STANDARDS AND BEHAVIOURS THAT ARE EXPECTED OF YOU.

It is your responsibility to ensure that you have read and properly understood the contents of the Code and associated Group Policies. If there is anything in the Code that you don’t understand or are unsure of, speak to your Line Manager. Contractors, intermediaries, representatives, joint venture partners and companies we invest in (our “business partners”) are expected to follow and comply with this Code. Our suppliers are also expected to meet the standards and principles of this Code and comply with the [Global Supplier Code of Conduct](#).

VISION & VALUES

Our Vision and Values capture in words the spirit of Compass and what we stand for. They underpin the decisions and actions of our people; are evidenced in our customers’ experience of the service we deliver; drive our performance and will further enable sustainable growth over time.

Our Values set out what we collectively believe in and guide our behaviours.



Openness, Trust and Integrity

We set the highest ethical and professional standards. We want all our relationships to be based on **honesty, respect, fairness** and a commitment to open dialogue and **transparency**.



Passion for Quality

We are passionate about delivering superior food and service and take pride in achieving this. We look to replicate success, learn from mistakes and develop the ideas, innovation and practices that will help us improve and lead our market.



Win Through Teamwork

We encourage individual ownership but work as a team. We value the expertise, individuality and contribution of all colleagues, working in support of each other and readily sharing good practice, in pursuit of shared goals.



Responsibility

We take responsibility for our actions, individually and as a Group. Every day, everywhere we look to make a positive contribution to the health and wellbeing of our customers, the communities we work in and the world we live in.



Can-do Safely

We take a positive and commercially aware “can-do” approach to the opportunities and challenges we face.



**“PROTECT YOURSELF.
PROTECT COMPASS.”**

FIVE GOLDEN RULES

Our Five Golden Rules encapsulate the Code and provide context to our strategic and disciplined focus on People, Performance and Purpose as our key strategic priorities.

- 1 Health and safety is our number one priority** – make sure it is your number one priority too.
- 2 Any unethical or illegal activity is strictly prohibited** including corruption, bribery, anti-competitive behaviour or fraud.
- 3 Be kind and caring.** Treat each other fairly, with respect and dignity.
- 4 Always be professional, polite, honest and transparent** when dealing with customers, suppliers and colleagues.
- 5 Act with integrity.** Don't do anything which could harm Compass' reputation.



LIVING THE CODE – WHAT IS EXPECTED OF YOU?

Our words and actions must always reflect our values and demonstrate the highest ethical standards in how we conduct our business and engage with our customers, investors and business partners.

This Code provides principles-based guidance and the expected standards and behaviours to help do what's right. Our pledge is to:

- uphold the standards, principles and commitments set out in this Code and instil these within our day-to-day work
- follow all processes and procedures that are in place to ensure that we adhere to applicable compliance requirements
- foster a safe, respectful and inclusive workplace with access to the information, training and tools needed to help employees and colleagues adhere to the expectations in this Code.

All employees and business partners must comply with applicable laws and regulations. Where there is a difference between the requirements of this Code, Group or local Policies and applicable laws or regulations, you must apply whichever is more stringent.

We should not engage any contractor, agent, consultant, supplier, customer or any other third party whose business practices conflict with the Code. If engaging any third party to act on behalf of Compass, it is our responsibility to always consult the Legal team and undertake reasonable due diligence to ensure that our values and principles align, and risks are appropriately assessed.

Anyone found to be in breach of applicable laws or whose actions and behaviours are inconsistent with our Code could face disciplinary action up to and including dismissal.



**“OUR ACTIONS
MUST ALWAYS
REFLECT OUR
VALUES.”**



OUR ETHICAL DECISION-MAKING MODEL

Using our ethical decision-making model can help us make the right choices. It will help determine what we **should** do rather than what we **can** do. Doing what's right is always informed by the circumstances we face and may involve going beyond what is required by law. Because something is **legal** or culturally acceptable in one jurisdiction does not necessarily make it legal in another jurisdiction. The guiding principle will always be whether it is **ethical** and in line with Compass' values.

Before making a decision or being asked to agree with a decision made by someone else, always consider if that decision:

- is free from any conflict of interest
- serves a legitimate business purpose
- is something you believe reflects your role and responsibilities to uphold Compass' Values
- would not harm Compass' reputation if made public
- is in line with the Code and Five Golden Rules.

If the answer is no to any of these questions, we must pause, reconsider and seek advice from our Line Manager, Legal and/or Group Ethics & Integrity before taking any further action.

**SEEKING ADVICE IS A
SIGN OF STRENGTH,
NOT WEAKNESS.**

DOING WHAT'S RIGHT | LEGAL | ETHICAL

UNDERPINNED BY COMPASS' VALUES



Is free from any conflict
of interest

Serves a legitimate
business purpose

Always
consider if
the decision...

Would not harm Compass'
reputation if made public

Is in line with our Code
and 5 Golden Rules

Is something you believe reflects
your role and responsibilities to
uphold Compass' Values



THE COMPASS WAY





SUSTAINABILITY

AS A LEADING INTERNATIONAL FOOD SERVICE BUSINESS, WE FOCUS ON WHERE WE CAN HAVE THE BIGGEST **POSITIVE IMPACT** ON THE GLOBAL FOOD SYSTEM, THE ENVIRONMENT AND LOCAL COMMUNITIES.

This includes engaging a wide range of stakeholders at a global, country and local level who influence or are affected by our day-to-day business and aligning our sustainability strategy with the United Nations Sustainable Development Goals, focusing on areas where we can have the most impact.

We conduct our business in a sustainable way and we proactively make efforts to minimise negative effects (such as by reducing climate net zero greenhouse gas emissions) and maximise the opportunity to contribute to positive impacts on the environment. To this end, it is important that we promote and encourage environmental responsibility in all areas within our control, regardless of our position.

Compass is committed to making continuous progress on the sustainable development of the communities in which we live and work, facilitating opportunities to support local communities and ensuring that our commitments are transparent, ethical and in line with our values.



For more information, refer to our **Environmental Policy Statement** and our **Sustainability page** on our **website**



DO

- comply with all applicable laws, regulations and Group Policies, standards and procedures in relation to environmental matters
- help safeguard the environment and minimise the impact of our operations
- ensure energy efficiency and carbon emissions are considered in all aspects of our work and take steps to save energy and reduce our carbon footprint wherever possible
- work to reduce food waste in our operations and where possible, support the redistribution of surplus food in the community
- actively reduce unnecessary packaging and work to introduce sustainable alternatives over single-use products and fossil fuel-based plastics
- ensure that we are equipped with the right information, training and tools necessary to implement responsible environmental practice
- strive to support local communities, minority groups' businesses and organisations including helping to develop local skills and capabilities



DON'T

- dispose of waste material in an illegal manner
- carry out activities that waste water
- ignore our responsibilities to influence business partners to contribute to positive impacts on the environment
- disregard indigenous peoples' rights or land rights
- grant community support to improperly influence a business decision
- publish, authorise or disclose sustainability data or information that is inaccurate, false or misleading
- publish, disclose or release non-public sustainability data or information without appropriate approvals in accordance with the Group Approvals Manual (internal only) and/or Group or local Policies

HUMAN RIGHTS AND MODERN SLAVERY

We respect the human rights and dignity of people throughout our operations and global supply chains, including those considered as belonging to “vulnerable” groups. We comply and expect our suppliers to comply with all applicable local laws including those that promote decent, safe working conditions and individual security; laws prohibiting forced and child labour; prohibitions on human trafficking; and laws that safeguard freedom of association and the right to engage in collective bargaining.

We are committed to the OECD Guidelines for Multinational Enterprises, the United Nations Guiding Principles on Business and Human Rights, the core conventions of the International Labour Organisation and Ethical Trading Initiative Base Code. We are a signatory of the United Nations Global Compact and respect its principles, which means wherever we work in the world, we will always seek to respect and uphold the fundamental Human Rights and freedoms of everyone who works for or with us, and of the people and communities we work among.

WE HAVE ZERO TOLERANCE TO FORCED LABOUR AND ARE COMMITTED TO PLAYING OUR PART TO ERADICATE MODERN SLAVERY AND HUMAN TRAFFICKING IN ALL ITS FORMS.



For more information, refer to our [Human Rights Policy](#) and our [Modern Slavery and Human Trafficking Statement](#)



DO

- comply with local legal requirements in relation to all types of employment arrangements, including but not limited to permanent, short-term, casual or agency employees and workers
- follow and uphold the principles of our [Human Rights Policy](#)
- treat every employee and/or worker fairly and with dignity and respect, regardless of their background, which includes but is not limited to race, sex, colour, origin, ethnicity, religion, beliefs, age, disability, sexual orientation, gender identification or expression, political opinion or social background
- provide transparent, fair and confidential procedures for our employees to raise relevant concerns. These must enable employees to discuss any situation where they believe they have been discriminated against, harassed or treated unfairly or without respect or dignity
- continue to promote the principles of respecting human rights and seek to further raise awareness of modern slavery and human trafficking risks throughout our supply chains
- respect indigenous peoples’ rights or land rights



DON'T

- use, benefit from or permit to be used, forced or compulsory or trafficked labour
- use, benefit from or permit to be used any form of child exploitation
- support the charging of any fees or costs for recruitment of cross-border migrant workers to ensure alignment with the employer pays principle
- engage in any direct behaviour that is offensive, intimidating, malicious or insulting. This includes any form of sexual or other harassment or bullying, whether individual or collective and whether motivated by race, age, role, gender identification or expression, identity, colour, religion, ethnicity, country of origin, sexual orientation, marital status, dependents, disability, social class or political views
- assume someone else will, or ignore our personal responsibility to, report a potential human rights incident or issue


EMPLOYMENT AND INCLUSION

We are committed to hiring, developing and retaining diverse talent which reflects the communities in which we live and work. We are dedicated to encouraging a supportive, respectful and inclusive culture where colleagues are welcomed, can be themselves and feel that they belong.


COMPASS IS COMMITTED TO EQUALITY, WELLBEING, INCLUSION AND FAIRNESS FOR ALL OUR EMPLOYEES. WE ARE OPPOSED TO ANY AND ALL FORMS OF DISCRIMINATION, BULLYING OR HARASSMENT.

We also expect our business partners to uphold practices of zero tolerance to discrimination in respect to employment and occupation, and fostering an environment of diversity, equity and inclusion.

Compass takes a holistic approach to ensure people feel respected, including but not limited to their background, race, sex, gender identification or expression, identity, age, sexual orientation, religion, ethnicity, marital or civil partnership status, pregnancy or maternity or disability.




For more information, refer to our **Diversity, Equity & Inclusion Policy** and **Compass Commitments**



DO

- comply with all applicable local laws, regulations and labour standards
- treat people equitably, fairly and without discrimination
- put in place and promote ethical, positive, safe and fair working conditions
- ensure that all work is based on a legally recognised employment relationship and that employees and workers receive clear written information about their employment terms and benefits
- make all employment decisions, including hiring, promotion, training and transfers solely based on merit, aptitude and ability and in compliance with relevant local laws, regardless of the work arrangement type
- recognise and be sensitive to behaviours that might be acceptable to some cultures, backgrounds or perspectives but not to others and adjust such conduct as may be reasonable and/or necessary
- make appropriate, reasonable adjustments as necessary to support those who need it (e.g. adjustments of working arrangements for those with a disability, for those with caring responsibilities etc.)



DON'T

- hire any individual younger than 15 years old or the local legal minimum age requirement, whichever is higher
- tolerate any form of harassment, bullying, discrimination, hostile, offensive, intimidating, malicious, insulting or degrading treatment, whether physical, verbal, sexual, or any harmful acts including violence or threats of violence
- engage in any direct behaviour that is hostile, offensive, intimidating, malicious, insulting or degrading towards a specific individual or individuals. This includes whether done individually or collectively with others
- engage in any indirect behaviour which is offensive, intimidating, malicious, insulting or degrading towards a specific individual or individuals, and/or could be construed as harassment or bullying



RESPONSIBLE SOURCING

WE ARE COMMITTED TO SOURCING OUR PRODUCTS AND SERVICES IN A **SUSTAINABLE, ETHICAL AND SOCIALLY CONSCIOUS** WAY.

Where possible, we source ingredients from suppliers local to our units, purchase seasonal and organic produce and participate in fair trade initiatives. We place great emphasis on responsible sourcing.

The chemicals and other products we buy and use to support the delivery of our services are responsibly sourced and transported to ensure our people and customers are not unnecessarily exposed to risk.

We recognise the importance of maintaining both visibility and transparency within our supply chains to maximise positive impact and also to protect those who work within it from potential abuse and exploitation.

We are committed to continuously seeking to influence and raise animal welfare standards throughout our global supply chains.



You can find more information about our work with suppliers by reading our [Global Supplier Code of Conduct](#), our [Supply Chain Integrity Policy Statement](#) and our [Responsible Sourcing page](#) on our [website](#)



DO

- comply with all applicable laws and regulations in relation to our sourcing and procurement activities
- continue to embed the principles of our [Global Supplier Code of Conduct](#) throughout our supply chains
- conduct appropriate due diligence to ensure that, from supplier onboarding through to supply and payment, the relationship is conducted in accordance with the guiding principles of this Code and Group and/or local Policies
- promote improving animal welfare wherever we can have a positive impact in our supply chains
- support diversity, equity and inclusion focused suppliers wherever possible
- respond to red flags in relation to ethical supply chain risks in a timely way



DON'T

- compromise ethical values, standards, behaviour, quality or safety in our engagements with suppliers
- take the easy or convenient option to continue doing business with a supplier or distributor (or indirectly their supplier). This includes in circumstances when it is not the right thing to do or in the event of unsatisfactory progress being made to remediate an issue or non-compliance with the Code or our [Global Supplier Code of Conduct](#)



HEALTH AND SAFETY





WORKPLACE HEALTH AND SAFETY

Our commitment to zero harm stems from our caring and inclusive culture whereby the health, safety and wellbeing of our employees, workers, customers and the communities we serve are our top priority.

WE PROMOTE ROBUST WORKPLACE SAFETY AND QUALITY STANDARDS THROUGHOUT OUR OPERATIONS AND EXPECT THE SAME FROM OUR BUSINESS PARTNERS.

We strive to continuously improve our health and safety performance and regularly measure compliance against our standards to assure our customers and others who work with us that we are operating the safest environment possible.



For more information, refer to our [Workplace Health & Safety Policy Statement](#)



DO

- comply with all applicable laws and regulations, and adhere to relevant industry standards on workplace health and relevant safety rules and procedures
- seek to prevent injury to any employee, customer, on-site supplier or contractor
- stop unsafe work immediately
- follow and adhere to Group and local workplace health and safety Policies, standards and procedures
- ensure that employees are competent, appropriately trained and provided with appropriate personal protective equipment to safely perform their work
- ensure we only undertake work that we are trained, competent, capable and medically fit to do
- promptly report any actual or near miss injury, ill health, unsafe or hazardous condition that is related to our work or ability to perform our duties
- investigate and conduct a root-cause analysis of all serious incidents and near misses
- share lessons learned with our colleagues to help prevent reoccurrence of incidents
- review health and safety policies regularly to ensure that they are kept up to date with legislative and regulatory requirements and leading practice



DON'T


- ignore an unsafe act or hazard. If we observe someone else performing an unsafe or hazardous act, we should explain to that person why it is unsafe, ask that they stop and follow local procedures to remediate the issue
- come to work or undertake any work-related activity whereby our ability to perform a function or duty safely is impaired by drugs, alcohol or other substances
- perform a task or function that we are not appropriately trained for or capable of undertaking in a safe and compliant manner
- allow a team member to continue working whilst impaired or to perform a task or function that is unsafe or non-compliant
- assume someone else will report an unsafe or hazardous situation

FOOD SAFETY

OUR PRIORITY IS TO SERVE FOOD TO OUR CUSTOMERS THAT IS PREPARED TO THE VERY HIGHEST STANDARDS USING QUALITY PRODUCTS AND INGREDIENTS.


To ensure safe and effective practice, we have developed a set of common minimum operating standards and behaviours which must be practiced at every location where we operate. These are underpinned by regulatory requirements and leading industry practice.


For more information, refer to our [Food Safety Policy Statement](#)



DO

- comply with all applicable laws and regulations and all Company food safety frameworks, policies and procedures
- handle, prepare, store and transport food under appropriate and sanitary conditions that do not expose it to the risk of contamination
- ensure food products and ingredients are only sourced from reputable, approved suppliers who meet our standards
- provide employees with the information, training and tools necessary to do their job in a safe, hygienic and compliant manner
- ensure employees who provide customer information on food allergens, intolerances and sensitivities are appropriately trained
- promptly report any actual or potential food safety issue and take immediate steps to avoid risk of contamination
- review food safety policies regularly to ensure that they are kept up to date with legislative and regulatory requirements and leading industry practice



DON'T

- expose food to situations that create a risk of contamination
- perform a task or function that we are not appropriately trained for or capable of undertaking or which is not in compliance with Company food safety frameworks, policies and procedures
- allow a team member to continue working or to perform a task or function that is unsafe or non-compliant with Company food safety frameworks, policies and procedures
- shortcut or circumvent our food safety policies, protocols or procedures, or ignore regulatory requirements or guidance
- operate a unit, food preparation kitchen or storage facility without the required permit or licence in accordance with local laws or regulations
- mislead a customer about the use of products, ingredients or additives
- knowingly omit ingredients or fail to highlight allergen risks in food or beverage labelling
- assume someone else will report an unsafe or non-compliant situation



PERSONAL INTEGRITY





CONFLICTS OF INTEREST

All employees and anyone working for or with Compass are expected to avoid having personal interests (including personal activities and financial interests) which could conflict with their responsibilities, duties and obligations to Compass.

Conflicts of interest arise when personal interests are placed ahead of the interests of Compass and those personal interests unduly influence or are perceived to influence business judgments, decisions or actions. In these situations, it may make it difficult to perform work for Compass objectively, fairly and effectively, and may have legal, regulatory and reputational consequences.

WE SEEK TO ALWAYS ACT IN THE BEST INTERESTS OF COMPASS AND FOR THIS REASON DISCLOSING POTENTIAL AND/OR ACTUAL CONFLICTS OF INTEREST HELPS FOSTER A CULTURE OF OPENNESS, TRUST AND INTEGRITY.



For more information, refer to our [Business Integrity Policy](#) or contact Legal or Group Ethics & Integrity



DO

- comply with all applicable laws and regulations
- ensure our personal activities, interests and relationships do not conflict with our duties and responsibilities to Compass
- report and disclose any actual, perceived or potential conflict of interest in a transparent and timely manner. Where a conflict cannot be avoided, manage it appropriately and transparently, taking advice from our Line Manager, Legal or Group Ethics & Integrity
- record in the applicable disclosures register any actual or potential conflict of interest



DON'T

- inappropriately take or divert to others any business opportunities for personal gain or to further or benefit a personal relationship
- misuse our position or authority at Compass to advance our personal interests or those of friends or family or individuals/ organisations personally known to us
- accept appointments, debate, vote, or participate in any decision-making process or activity when a conflict of interest exists or might arise that involves us



CONFIDENTIAL AND INSIDE INFORMATION

WE ARE COMMITTED TO **PROTECTING ALL CONFIDENTIAL INFORMATION AND ONLY DISTRIBUTING OR SHARING IT ON A NEED-TO-KNOW BASIS WITH THE NECESSARY APPROVALS.**

We ensure that only employees or authorised third parties, with a genuine business need, have access to confidential information.

Our customers, employees, business partners and stakeholders expect us to maintain strict controls on the confidential information we hold or use. Sharing or using confidential information incorrectly can have serious consequences, including significant fines and penalties, criminal charges, civil action and loss of trust.

Confidential information includes electronic or documentary information in relation to matters such as products or processes, about our customers and suppliers, vendor lists, pricing, marketing or service strategies, non-public financial reports, policies or procedures, information on asset sales, mergers and acquisitions. This list is not exhaustive.

Inside information is also a form of confidential information and has a meaning defined by law. It is information of a precise nature, which has not been made public, that relates directly or indirectly to Compass Group which, if it were made public, would be likely to have a significant effect on the price of Compass Group securities. Dealing in Compass Group securities while in possession of inside information is a criminal offence in the UK, US and many other countries.



For more information, refer to our Share Dealing Code (internal only) or contact the Group Company Secretariat



DO

- comply with all applicable laws and regulations
- adhere to our Share Dealing Code where you have been advised you are a restricted person or placed on a project or an insider list
- ensure confidential information or inside information is only disclosed on a need-to-know basis and with specific authority to do so
- take care when handling or using confidential or inside information
- remain aware that using inside information to deal in securities; recommending, encouraging or inducing somebody else to deal; or disclosing inside information (except where you are required to do so as part of your employment or duties) could give rise to a breach of insider dealing laws, which can amount to a criminal offence
- take care not to disclose confidential or inside information in public places, including taking all necessary steps to protect information in documents and on technology devices away from the workplace
- seek advice if we are unsure what is confidential or inside information or whether any activities could lead to insider dealing risks



DON'T

- copy, disclose or use any confidential or inside information for personal gain or advantage
- copy, share or use confidential or inside information with anyone else, including relatives, friends or colleagues who do not need to know
- disclose or share confidential or inside information (including to internal stakeholders or colleagues) without specific authority, or prior to release of trading updates or other market announcements
- buy, sell or otherwise deal in Compass shares (or those of any other listed company) if we are in possession of inside information. We should not ask other people to trade on our behalf or confide in others the inside information that we have
- copy or take confidential information with us if our employment with Compass ends
- share confidential or inside information in an unsafe or insecure manner. If unsure what transfer mechanism provides adequate protection, seek guidance from Digital & Technology



COMMERCIAL INTEGRITY



FAIR COMPETITION

We are committed to competing fairly, globally.

Antitrust, antimonopoly and competition laws (“competition laws”) protect consumers and promote fair competition by prohibiting any coordinated action between market participants to fix or artificially adjust prices, divide markets, or share customers, limit production or supply, rig bids or otherwise restrict trade. The sharing of commercially sensitive information with competitors (directly or via a third party) is also prohibited. Anti-competitive conduct, including price-fixing involving companies operating at different levels of the supply chain is also prohibited. Competition laws are designed to ensure that businesses compete fairly and do not prevent, restrict or distort competition (or have the intention of doing so) to provide quality goods and services at fair prices.

WE **PROMOTE FAIR COMPETITION** AND MAINTAIN THE TRUST OF OUR CUSTOMERS, BUSINESS PARTNERS, INVESTORS AND THE GLOBAL BUSINESS COMMUNITY BY UNDERSTANDING AND COMPLYING WITH APPLICABLE COMPETITION LAWS.

This includes rejecting participation or otherwise engaging in cartel-related activity with competitors or other third parties who might be coordinating bids or tenders.



For more information, refer to our **Business Integrity Policy** or contact Legal or Group Ethics & Integrity



DO

- comply with competition laws for all categories and markets in which we operate
- ensure that our business relationships with customers and business partners are properly documented and approved by Legal
- exercise caution and obtain relevant approval when participating in a trade association, trade conference or other industry forum to ensure we do not engage (actively or passively) in any anti-competitive behaviour
- seek legal advice if intending to collaborate with competitors or suppliers in relation to industry, environmental, sustainability or other governance initiatives to ensure any agreement does not restrict or have a negative effect on competition
- seek legal advice in advance if intending to enter into a supply or other commercial agreement with a competitor
- notify Legal or Group Ethics & Integrity or submit a report through [Speak Up, We're Listening](#) as soon as possible should you become aware of any activities or third party arrangements that could give rise to anti-competitive practices



DON'T

- rig bids or tenders or have communication with competitors or other third parties in relation to any bids or tenders (except, for instance, in connection with an official joint bid or joint venture being dealt with by your local Legal team)
- share commercially or competitively sensitive information directly or indirectly with competitors unless such arrangements have been approved by Legal
- agree or even discuss with competitors pricing, including the price at which Compass sells or intends to sell goods or services, or any other financial or non-financial commercial strategies
- attempt to dictate to customers the price at which they resell goods or services supplied to them by Compass, where applicable
- agree with any other company to limit the production of goods or the supply of services, or to divide markets or customers with them or to collectively boycott a market participant
- automatically adopt suppliers' recommended retail prices. We should make our own pricing decision and record it



COUNTERING BRIBERY AND CORRUPTION

We are committed to upholding the highest standards of integrity and professionalism in everything we do.

Corruption is an abuse of entrusted power. Its impact on society and communities is damaging. Bribery occurs when someone directly or indirectly offers, promises rewards or gives to or accepts or requests a financial or other *advantage* from anyone, intending that the person receiving the benefit improperly performs their duties or obligations.

An *advantage* can include anything of value such as money, gifts, hospitality, favours, improper signing bonus or rebates, donations, sponsorships or community investments. It could also include non-monetary benefits or an opportunity, such as the promise of employment for a family member or close friend.

As a signatory to the United Nations Global Compact, we are committed to work against corruption in all its forms, including extortion and bribery.

ANY UNETHICAL OR ILLEGAL ACTIVITY IS STRICTLY PROHIBITED.



For more information, refer to our **Business Integrity Policy**, **Group Approvals Manual (internal only)** or speak to Legal or Group Ethics & Integrity



DO

- comply with all applicable anti-corruption laws and regulations
- act with integrity in order to protect Compass' reputation and ensure the long-term success of our business
- reject any demand for, or offer of, a bribe
- obtain management approval and seek legal advice in advance when offering, giving or accepting an advantage in connection with a business transaction or deal
- ensure those acting on our behalf or performing services for us share our values and principles and work with integrity
- exercise extra care when dealing with government officials or third parties interacting with or representing government officials including those performing services on Compass' behalf
- seek prior approval before offering or accepting any gifts or hospitality, in accordance with Group and local Policies and procedures
- ensure charitable donations, in-kind donations, sponsorships and community investments are used in line with Compass' Business Integrity Policy and corporate social responsibility objectives
- notify Legal, Group Ethics & Integrity or submit a report through Speak Up, We're Listening as soon as possible should you become aware of any activities or third party arrangements that could give rise to bribery and corruption



DON'T

- offer, accept or pay bribes in any form, no matter where we operate, no matter what the situation is, and no matter who is involved
- give or offer facilitation (grease) or other *sweetener* payments, unless faced with a situation where your personal safety is threatened if you refuse to make payment
- give improper payments of cash (or cash equivalents) including inappropriately paying someone else's personal bills or expenses
- provide any advantage or benefit to government officials to influence decision-making
- allow or otherwise authorise our consultants, advisors, agents or intermediaries to pay bribes directly or indirectly
- offer, give or accept any advantage, regardless of value, which might be construed as influencing a business decision



OTHER ECONOMIC CRIME COMPLIANCE

WE ARE COMMITTED TO **HELPING IN THE GLOBAL FIGHT AGAINST MONEY LAUNDERING, TERRORIST FINANCING AND TAX EVASION.**

These activities are damaging to global communities around the world.

Compass complies with applicable sanctions and trade control programmes. Sanctions programmes are put in place by governments and intergovernmental organisations that prohibit or restrict transactions by or with certain individuals, entities, sectors and/or countries (“sanctioned activity”). Compass aims to take effective and necessary precautions to ensure we do not engage in sanctioned activity that would violate law or unnecessarily expose us to reputational risk.

Money laundering is the effort made to hide or disguise the proceeds of crime and keep them in criminal hands.

Terrorist financing includes receiving or providing money or property where it’s intended or potentially used for the purposes of terrorism or laundering terrorist property.

Tax evasion is the illegal non-payment or underpayment of tax anywhere in the world. It involves knowingly helping another person commit tax evasion or otherwise being complicit in their actions.

Compass strictly prohibits doing business in a way that assists or facilitates such crimes wherever we operate.



For more information, refer to our **Business Integrity Policy** or contact Legal or Group Ethics & Integrity



DO

- comply with all applicable laws and regulations
- understand and apply the procedures and controls in place to prevent and detect the concealment of illegal or illicit funds
- undertake reasonable checks in relation to financial transactions with business partners in order to ensure we do not receive the proceeds of criminal activities or engage in sanctioned activity, as this can amount to a criminal offence
- remain alert to red flags regarding tax evasion, notably the purpose and method of payment, recipient and location of bank accounts
- stay vigilant when processing invoices and payments and receiving or receipting funds, ensuring irregularities are addressed or escalated in a timely manner
- notify Legal, Group Ethics & Integrity immediately or submit a report through Speak Up, We’re Listening as soon as possible if we have any suspicions about actual or potential money laundering, terrorist financing, tax evasion or sanctions breaches



DON'T

- under no circumstances, knowingly enter any form of commercial or other arrangement that involves illegally acquired funds or assets, or that results in the financing of terrorism or engaging in sanctioned activity
- knowingly engage a counterparty who is connected to organised crime or other criminal activity
- accept, receive, offer or give unusual cash transactions outside the ordinary course of business unless approved at the appropriate level by Legal and Finance
- simply assume reasonable third party checks have been undertaken. Failure to check may put Compass and its employees at risk
- issue payments to a third-party bank account that is not located in a jurisdiction where the third party operates, is headquartered or where the goods or services originated from or are delivered to



ACCURATE FINANCIAL BOOKS AND RECORDS

WE BELIEVE IN CONDUCTING BUSINESS IN AN **HONEST AND TRANSPARENT WAY.**

Engaging in any fraudulent, misleading or dishonest behaviour is strictly prohibited.

Everyone involved in creating, processing, and recording information in Compass' financial books and records is held responsible for ensuring the integrity of the information.

Our books and records must accurately reflect our financial and business transactions in accordance with our applicable accounting standards and our system of internal controls.



For additional information, refer to the **Group Approvals Manual (internal only)**, **Business Integrity Policy** or contact Group Finance or your country finance team



DO

- comply with all applicable laws and accounting standards
- follow and comply with our system of internal controls
- ensure that all accounting records, financial reports and statements present in reasonable detail a complete, fair and accurate view of our businesses' financial health
- ensure the Group Approvals Manual and local processes are adhered to and appropriate documentation is submitted to support submissions and approval requests
- ensure transactions we approve and record are supported by a legitimate business purpose
- retain accounting records and documentation in accordance with local tax, financial and legal obligations



DON'T

- withhold or falsify any record, financial or non-financial, or mischaracterise any transaction to conceal its true nature, purpose and/or recipient
- create, maintain or authorise others to improperly produce or maintain undisclosed or unrecorded accounts, funds or assets
- conceal, destroy or improperly alter company records, accounts and documents
- dispose of or otherwise transfer any Compass assets without authorisation and proper documentation under the Group Approvals Manual
- enter contractual or financial arrangements without obtaining the required local and/or Group approvals
- provide false, misleading or incomplete representations in relation to Compass' financial processes or specific transactions



DATA PRIVACY

Compass holds personal data about our colleagues, customers, suppliers, shareholders and other third parties. Personal data includes any information that identifies an individual or makes them identifiable. This information can be held in paper files as well as electronically.

IT IS CRUCIAL THAT WE ENSURE THAT PERSONAL DATA IS ALWAYS KEPT SECURE.

Treating personal data with care is very important to our business. When collecting personal data in our business, we must strike an appropriate balance between an individual's right to privacy and the legitimate business purpose or legal requirement for using, processing or storing their personal data. When we work with others who we may share personal data with, or receive personal data from, we make it clear to them the importance we place on privacy and the standards we require to be met.



If you think that the standards in the Group Data Privacy Policy (internal only) or applicable country privacy policy have not been met, become aware of a data breach or have concerns about sharing or using personal data, contact your country Data Protection Champion, Legal or Group Ethics & Integrity immediately



DO

- comply with all applicable data privacy laws and regulations
- ensure when collecting and handling personal data or personal identifiable information (“personal data”), it is for a legitimate business purpose
- ensure personal data is only used for the purposes for which it was obtained and be careful not to collect more personal data than is necessary for the relevant purpose
- respect the rights of data subjects and act in accordance with local law in responding to requests or notices received, where applicable
- store personal data securely on Compass’ information technology systems
- share personal data (whether internally or externally) for legitimate business purposes only, on a need-to-know basis and in a secure manner
- ensure that personal data is transferred to a third party via approved transfer mechanisms. If unsure, seek guidance from Digital & Technology
- ensure that anyone receiving personal data understands the importance of keeping the data private and secure, using it only for the agreed purpose
- report potential data privacy incidents immediately to Legal or your country Data Protection Champion



DON'T

- hold personal data for longer than is permissible or necessary
- use personal data for unauthorised purposes
- transfer data to other countries in an unsafe or insecure manner or without adequate protection
- provide data to unauthorised persons in or outside of Compass
- assume someone else will, or ignore our personal responsibility to, report or record a potential data privacy incident



EXTERNAL ACTIVITY





DEALING WITH REGULATORY BODIES AND POLITICAL ACTIVITY

As part of doing business, Compass sometimes engages with government bodies, public interest groups, industry associations and other similar bodies around the world. Whilst doing this, we must ensure compliance with local laws governing political activity.

In many instances, the laws that apply when working with the government may be stricter than those that apply when working with private companies. As with everyone we do business with, we work to be a responsible partner to the government and adhere to the highest ethical standards.

IT IS COMPASS POLICY NOT TO MAKE ANY POLITICAL DONATIONS.



For more information, refer to our **Business Integrity Policy** or contact Legal or Group Ethics & Integrity



DO

- comply with all applicable laws and regulations
- ensure that we are truthful and accurate, and that Compass' legitimate interests are protected
- co-operate with any government or authorities' investigations and audits
- keep the appropriate Line Manager informed about any planned communication with designated governmental agencies and seek their approval before engaging with such parties
- obtain relevant approvals if certain routine activities unintentionally fall within the wide definition of matters constituting political donations and political expenditure under the UK Companies Act 2006
- seek guidance from Group Company Secretariat if unsure of what activity could be defined as a political donation and/or political expenditure



DON'T

- make a donation on behalf of Compass to any political organisation which promotes a political party or activities
- make political donations or provide contributions to a political party or candidate for office
- engage in lobbying or have contact with legislators, political candidates, regulators, government employees or public interest groups, unless we are doing so under the guidance of Group Legal, Group Communications and Group Investor Relations



EXTERNAL COMMUNICATION

We may sometimes be asked to respond to questions from external individuals or organisations, or receive enquiries from the media, press, analysts or the investment community.

WE ARE COMMITTED TO SHARING ACCURATE INFORMATION ABOUT OUR OPERATIONS AND FINANCIAL PERFORMANCE WITH OUR STAKEHOLDERS, INCLUDING MEDIA, PRESS, INVESTORS AND REGULATORS.

We will comply with our market disclosure obligations and are open and honest in our external communication.



For more information, contact your Communications team, Group Investor Relations or Legal



DO

- obtain approval from Group Communications, Group Investor Relations and Group Legal before providing responses to media or press for or on behalf of Compass Group PLC
- ensure that advice and approvals, where required, are obtained from our Legal and Communications teams before providing responses to media or press for or on behalf of a Compass operating entity
- obtain authorisation and advice from our Legal and Communications teams before making contact with any government, regulators, legislators or lobby groups on behalf of a Compass operating entity
- check with our Communications and Legal teams on disclosure to the media or press if unsure

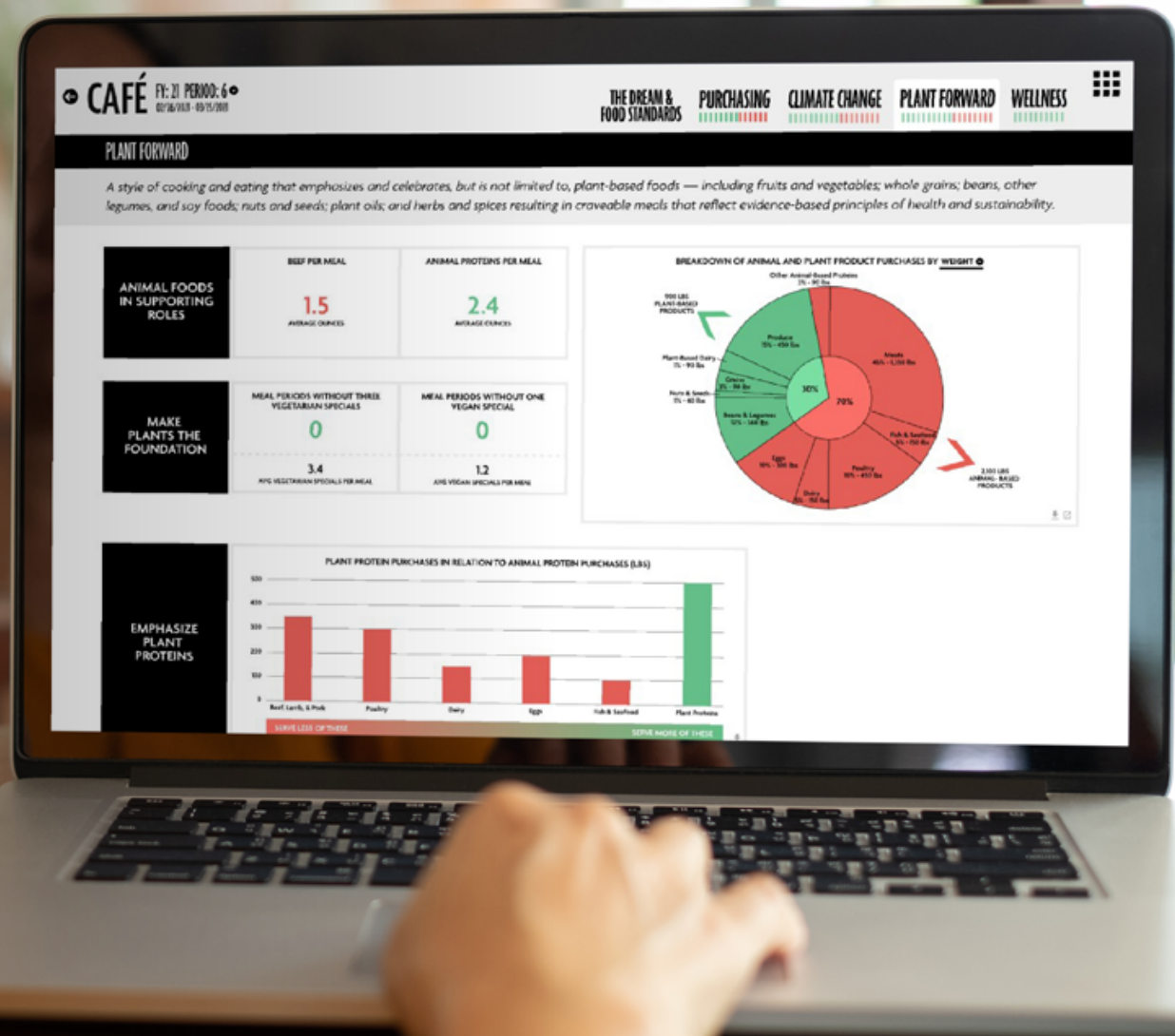


DON'T

- make public statements or respond, formally or informally, to the media, analysts or investment community unless designated as a Compass spokesperson and/or authorised to speak on Compass' behalf
- release any statement, press release or presentation (oral or written) which may contain or amount to inside information without prior approval from Group Company Secretariat, Group Legal and Group Investor Relations



COMPANY ASSETS





COMPANY ASSETS AND BRAND PROTECTION

At Compass, we operate with high integrity. Our reputation depends on the integrity of our business dealings and actions.

Our company assets are the tools, equipment, goods, systems, information and data we use in our work every day.

WE ALL HAVE A RESPONSIBILITY FOR ENSURING OUR COMPANY ASSETS, WHETHER PHYSICAL, DIGITAL OR INTELLECTUAL PROPERTY, ARE ONLY USED FOR LEGITIMATE BUSINESS PURPOSES, AND THAT WE HANDLE THEM WITH CARE AND PROTECT THEM FROM LOSS, DAMAGE, THEFT, FRAUD OR MISUSE.

As a market leader in the food service and support services sector, we often produce recipes, processes, non-public ideas and strategies that belong to Compass which we must protect. We protect our intellectual property (including brands, trademarks, copyright, patents and trade secrets) and closely monitor for unauthorised use of our intellectual property by others.



For more information, refer to the applicable Group or local Information Technology Acceptable Usage Policy or contact Digital & Technology or Legal



DO

- comply with all applicable laws and regulations
- use information technology in accordance with the applicable Group or local Acceptable Usage Policy
- protect Company assets and always guard them against misuse, loss, fraud or theft and only use them in a professional and responsible manner at all times
- ensure that Company assets that we use or come into contact with as part of our work are not damaged, misused or wasted
- protect our intellectual property rights and only use our intellectual property for legitimate business purposes, under appropriate protections
- stay alert and report to Digital & Technology unauthorised attempts to access our systems or devices such as phishing emails or other cyber threats
- seek guidance from Digital & Technology if unclear or unsure about using or accessing digital assets or information technology
- ensure we report any misuse of company assets by others to our Line Manager or submit a report through [Speak Up, We're Listening](#)



DON'T

- access, transfer or remove Company assets without permission or use them for inappropriate purposes
- knowingly commit, be a party to or be involved in any fraudulent activities or theft whatsoever
- agree to share or assign our intellectual property rights outside Compass without first consulting with our local Legal team and seeking approval
- use Company assets for personal gain or for reasons unconnected with our role at Compass
- misuse our clients' intellectual property rights
- install or use any unauthorised hardware or software on any Compass information technology system
- intentionally bypass any information technology or cyber security control



SPEAKUP!

We're listening

Confidential | Trustworthy | Safe



For more information, refer to our [Speak and Listen Up Policy](#) on our [website](#)

IF IN DOUBT
SPEAK UP,
WE'RE LISTENING.

SPEAK UP, WE'RE LISTENING

We take reports and concerns raised through our [Speak Up. We're Listening](#) programme very seriously and will follow up on allegations of wrongdoing or unethical behaviour promptly. To safeguard its integrity, our [Speak Up. We're Listening](#) platform and helpline is operated by an independent third-party provider and is available 365 days a year, 7 days a week, 24 hours a day, in all of the countries in which we operate.

For queries about suspected or actual breaches of the Code, tell someone you trust in the way you feel most comfortable with, using any of our Speak Up resources:

- your Line Manager or more senior manager
- your local Human Resources manager or Listen Up Champion
- a member of your country, Regional or Group Legal team
- a member of Group Ethics & Integrity
- or raise your concern through the [Speak Up. We're Listening platform](#)

Confidentiality

Compass commits to protect the confidentiality of any person making a report. When submitting a report, you can choose to remain anonymous. It is important to know that the information provided and the right to confidentiality or anonymity may be subject to local laws.

Anti-retaliation

COMPASS STRICTLY PROHIBITS AND DOES NOT TOLERATE RETALIATION OR DETRIMENTAL CONDUCT IN RESPONSE TO YOU RAISING A CONCERN OR BEING ABLE TO RAISE A CONCERN.

Compass commits to protect you and the individuals conducting, assisting or participating in an investigation against detrimental conduct or retaliation.

COMPASS GROUP PLC

GLOBAL
SUPPLIER
CODE OF
CONDUCT





**“SAFETY, INTEGRITY
AND RESPECT IN
EVERYTHING WE DO.
IT’S THE COMPASS WAY”**





PURPOSE

Compass Group (Compass/we) has a passionate commitment to uphold the highest standards of ethics and integrity which has earned us our position as global leader and trusted partner. We proudly provide great food and support services to millions of people around the world, every day. Compass' core [Values](#), [Code of Business Conduct](#) and [Business Integrity Policy](#) guide the decisions, actions and behaviours of our people and serve as a foundation for the way we conduct business with our clients, suppliers, business partners and the communities in which we operate.

It is in this spirit that Compass' Global Supplier Code of Conduct (Code) sets out the principles, expectations and behaviours we require our supply chain partners (suppliers/you) to adhere to.

We appreciate many of you who work with us have developed your own principles to guide your business dealings and work environment. To this end, we do not ask you to replace those with ours, but we do require you to continue embracing our values and uphold this Code's principles and supplier expectations in partnership with Compass.



VALUES



**OPENNESS, TRUST
AND INTEGRITY**



PASSION FOR QUALITY



**WIN THROUGH
TEAMWORK**



RESPONSIBILITY



CAN-DO SAFELY



OUR FOCUS AREAS

We want to do business with suppliers who share our values.

This Code promotes Compass' high ethical standards and principles in our supply chain and sets out our supplier sustainability and responsibility aspirations. These are the minimum standards we expect of you and your subsidiaries and nothing in the Code shall prevent suppliers from exceeding these standards.

Our five focus areas of engagement with our suppliers are:

- Business integrity and ethical principles
- Human rights and labour standards
- Health and safety
- Sustainability
- Speak Up, We're Listening

END-TO-END RESPONSIBILITY

We expect you to promote the principles and commitments set out in this Code to your relevant stakeholders and encourage responsible business practices in your own supply chains. From time-to-time we may ask you to openly share necessary information or participate in an audit or review (as required) relating to your business dealings with Compass, recognising the importance of helping to ensure the principles and commitments in this Code are being followed.

Compass acknowledges that deficiencies in processes may arise and that it could take time to implement a corrective plan to improve and remedy the situation. In the event of unsatisfactory progress being made or non-compliance with the Code, Compass may refuse to work with or take steps to terminate an agreement with any supplier.



This Code may be amended from time to time. The most recent version of the Code is available on Compass' website at <https://www.compass-group.com/en/who-we-are/corporate-governance/policies.html>



GENERAL EXPECTATIONS

We have clear standards and expectations of required behaviours to ensure that we conduct our business throughout the world legally, responsibly, and ethically.

WHAT ARE OUR EXPECTATIONS OF SUPPLIERS?

- comply with all applicable laws and regulations connected to your operations and your business dealings with Compass. Should there be a difference between requirements of this Code and applicable laws or regulations the supplier shall comply with whichever is more stringent
- uphold principles and commitments set out in this Code and instil these within your day-to-day business practices and, where relevant, through your own policies and procedures
- ensure you have appropriate processes in place to verify and demonstrate applicable compliance standards
- evaluate risks and conduct appropriate due diligence, risk assessment and, where required, audit your own suppliers, subcontractors and partners with specific regard to business ethics and integrity risks, including human rights and labour rights
- provide the appropriate information, training, and tools necessary to help employees and workers comply and ensure there is a mechanism to allow them to raise concerns safely and without fear of retaliation
- promptly report any concerns that may affect your compliance with this Code in a timely manner to your Compass business contact or via our confidential reporting programme, [Speak Up, We're Listening](#)



BUSINESS INTEGRITY

Our principle: we will carry out all business dealings ethically and expect our people and suppliers to uphold the highest standards, acting with integrity in everything they do.

WHAT ARE OUR EXPECTATIONS OF SUPPLIERS?

- comply, at a minimum, with all applicable business integrity laws¹
- adopt and promote clear commitments on ethical business practices
- never bribe, attempt to bribe, or get involved in bribery or corruption of any form, including any payments to government or public officials acting as facilitation (grease) payments
- ensure that any gifts or hospitality accepted, received, offered, requested or given are not lavish or excessive and do not create the feeling of obligation or the impression of an obligation. We expect you to respect there is a general prohibition of any gifts and hospitality during or in anticipation of a tender, bid or contract negotiation or renegotiation. The mere perception of a bribe, an improper or unfair advantage or conflict of interest can be damaging
- do not engage in or facilitate anti-competitive behaviour, anti-trust or anti-monopoly practices including inappropriate information exchange
- ensure that there are no conflicts of interest in your dealings with Compass. Inform your Compass contact if you become aware of a situation where personal activities, relationships or other interests conflict with your responsibilities to Compass, including in compliance with this Code
- do not take part in (directly or indirectly) or facilitate any form of money laundering, terrorist financing, economic or trade sanctions violations, tax evasion, theft or fraud
- maintain accurate financial books and business records, including invoicing, in accordance with all applicable legal and regulatory requirements and accepted accounting practices

Never share with us:

- information you receive from or about our competitors or their bids
- the bids you make to our competitors

Always:

- tell us about any business integrity allegations or concerns you may have such as instances of bribery and corruption, anti-competitive behaviour or other improper or illegal circumstances

1. Applicable business integrity laws may include but are not limited to bribery and corruption, conflicts of interest, competition, anti-trust or anti-monopoly, fraud, theft, financial misstatement, books and records, tax evasion, money laundering, terrorist financing, economic and trade sanctions, export controls, human rights and modern slavery.



INFORMATION SECURITY AND DATA PRIVACY

Our principle: we are committed to protecting confidentiality of information and respecting the privacy rights of all our employees and business partners including our suppliers, customers, clients, and other third parties.

WHAT ARE OUR EXPECTATIONS OF SUPPLIERS?

- comply, at a minimum, with all applicable data privacy and cyber security laws and regulations
- ensure that the use of proprietary and confidential information relevant to your business engagement with Compass is for authorised purposes and is only used by authorised individuals
- do not disclose (without appropriate consent) any confidential, personal or commercially sensitive information relating to Compass
- ensure that any personal data is only used for the agreed business purposes and has been obtained, processed, destroyed and transferred in accordance with applicable laws and relevant contractual obligations to Compass
- ensure that any data related to business with Compass is accurate and that any inaccurate data is erased, rectified or appropriately amended
- ensure that appropriate technical and organisational data protection measures are in place to safeguard data related to your business dealings with Compass
- inform Compass as soon as possible of any actual or suspected data breach and cooperate with any inquiries to help Compass look into the matter



HUMAN RIGHTS AND MODERN SLAVERY

Our principle: we are committed to the positive development and enhancement of human rights globally which includes working towards eradicating modern slavery and human trafficking. We are opposed to any and all forms of human rights violations or abuse.¹

WHAT ARE OUR EXPECTATIONS OF SUPPLIERS?

- comply, at a minimum, with all applicable laws and regulations regarding human rights and modern slavery including but not limited to working hours and days worked, minimum wages, overtime, breaks and rest time, sick leave and annual holidays as well as other mandatory benefits, ensuring that appropriate records are kept
- treat all employees and workers humanely and ensure that all work is freely chosen
- ensure you do not use or benefit from any child, forced, bonded or compulsory labour
- ensure that all employees and workers meet the relevant legal minimum age of employment and have in place systems to prevent child labour and exploitation
- firmly oppose any form of human trafficking and immediately act on any suspected risks or activities in your supply chain
- immediately act on and investigate any suspected human rights issues in your business and within your supply chain

1. Compass respects the rights enshrined within the United Nations Universal Declaration of Human Rights, the Ethical Trading Initiative (ETI) Base Code, the International Labour Organization (ILO) Declaration on Fundamental Principles and Rights at Work, the United Nations Guiding Principles on Business and Human Rights and the United Nations Global Compact 10 principles.



NON-DISCRIMINATION, HARASSMENT AND INCLUSION

Our principle: we are dedicated to encouraging a welcoming, supportive, respectful and inclusive culture and are committed to equality, wellbeing and fairness for all our employees. We are opposed to any and all forms of discrimination, bullying or harassment.

WHAT ARE OUR EXPECTATIONS OF SUPPLIERS?

- comply, at a minimum, with applicable laws regarding employee and worker rights, fair treatment and employment
- promote a diverse and inclusive work environment that respects equal opportunities and every employee, worker or applicant's right to be treated fairly and with respect and implement relevant policies and practices conforming to applicable laws
- ensure that recruitment practices are free from discrimination
- do not subject employees and workers to or tolerate any form of unfair or unlawful harassment, discrimination or degrading treatment, whether physical, verbal, sexual, or any harmful acts including violence
- immediately act on any reports or identified instances of unlawful or unfair treatment



EMPLOYMENT

Our principle: we are committed to providing fair, equal and ethical employment opportunities and facilities (if applicable) to employees, workers and job applicants regardless of personal characteristics.¹

WHAT ARE OUR EXPECTATIONS OF SUPPLIERS?

- put in place and promote ethical and positive working conditions which, at a minimum, meet local labour laws and regulations
- ensure that all work is based on a legally recognised employment relationship and that employees receive clear written information about their employment terms and benefits which comply, at a minimum, with applicable employment laws and regulations
- ensure that recruitment is carried out ethically and responsibly
- recognise and respect employees and workers rights to organise freely and bargain collectively

1. Personal characteristics may include but are not limited to race, sex, colour, ethnicity, religion, beliefs, age, disability, sexual orientation, gender identification, background or any other similar distinction which is not based on the inherent requirements of the work.



HEALTH AND SAFETY

Our principle: we prioritise robust workplace and food safety and quality standards supported by the health, safety and wellbeing of our employees and all those who supply our goods, equipment and services.

WHAT ARE OUR EXPECTATIONS OF SUPPLIERS?

- comply, at a minimum, with all applicable laws and regulations, and adhere to relevant industry standards on workplace health and safety rules and procedures that apply to you and/or your Compass engagement. Report any concerns or issues that may occur in a timely manner to your Compass business contact
- employees and workers health and safety to be a priority throughout all aspects of our suppliers' activities, including implementing and maintaining relevant policies, standards, procedures and systems
- provide employees and workers with a safe and healthy working environment, and, where provided, safe and secure housing conditions
- promote and encourage a workplace culture of health and safety; implementing, where relevant, policies and practices including risk assessments and management and recording of incidents and accidents
- ensure that any unsafe work is stopped immediately, and only starts again once the hazard has been removed or the issue resolved
- ensure that all employees and workers receive adequate and relevant health and safety training and have the necessary tools and equipment to perform their roles safely and in a compliant manner
- if applicable to your business dealings with Compass:
 - ensure that you understand and comply with Compass' food safety and quality standards
 - always handle, prepare, store and transport food under sanitary conditions, including complying with applicable regulatory requirements



ENVIRONMENT

Our principle: we conduct our business in a sustainable way and in compliance with all relevant environmental laws and regulations, proactively making efforts to minimise negative effects and maximise the opportunity to contribute to positive impacts on the environment.

WHAT ARE OUR EXPECTATIONS OF SUPPLIERS?

- comply, at a minimum, with all applicable environmental laws, regulations, certifications and specifications relevant to your products or services including in relation to animal welfare (if applicable)
- operate in a sustainable manner with care for the environment reflected in your business activities
- take actions to protect and where possible, restore and enhance the environment connected to your operations
- strive to reduce negative impacts (such as deforestation) of your activities, products or services on the environment wherever possible



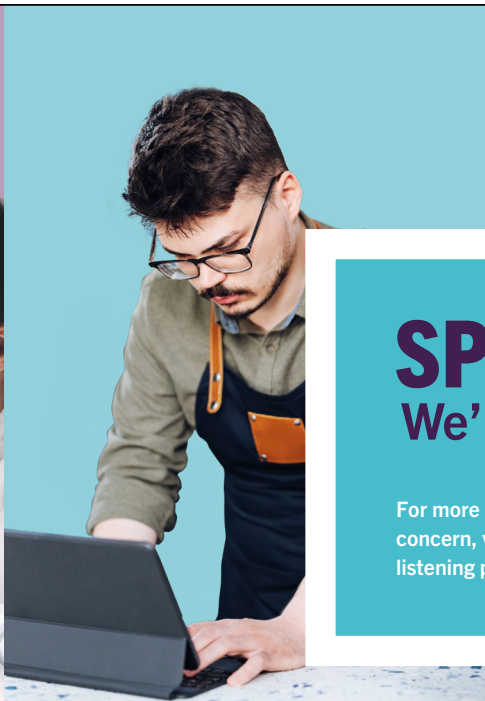
COMMUNITY



Our principle: we strive to make a positive impact on the communities in which we live and work, facilitate opportunities to support local communities and ensure that our commitments are transparent, ethical and in line with our values.

WHAT ARE OUR EXPECTATIONS OF SUPPLIERS?

- where possible, support local communities and minority groups' businesses and organisations including helping to develop local skills and capabilities
- wherever you can, help to reduce food waste in your operations, and support the redistribution of surplus food in the community
- respect the rights of indigenous people, including land rights, in your business activities



SPEAK UP! We're listening

For more information or to raise a concern, visit our SpeakUp, We're listening portal.



For more information, please refer to the [Compass Speak and Listen Up Policy](#).

SPEAK UP, WE'RE LISTENING

As a supplier to Compass, you and your employees, workers and contractors have access to [Speak Up, We're Listening](#); Compass' confidential and independently operated multilingual whistleblowing programme.

We encourage you to Speak Up if something doesn't feel right or you have a concern about potential misconduct, criminal activities, unethical behaviours or other improper circumstances including those which may be inconsistent with this Code, [Compass' Values](#), our [Code of Business Conduct](#) or our [Business Integrity Policy](#).

We stand by the principle that if it doesn't feel right, follow your instincts.

Speak Up, We're Listening provides you a choice of whether to submit a report confidentially or anonymously. It is important to know that the information provided and the right to anonymity may be subject to local laws.

We are committed to appropriately reviewing and following up any concerns that may be raised. Likewise, we expect full cooperation and openness from our suppliers in any investigation, audit or inquiry in response to a concern being raised to continue upholding the principles and commitments in this Code, [Compass' Values](#), [Code of Business Conduct](#) and [Business Integrity Policy](#).

Our Speak and Listen Up Policy | SEPTEMBER 2024

Protect Our People. Protect Compass.



1 Introduction

- 1.1 At Compass Group our people and culture make the difference in what we do and how we service millions of consumers around the world. We are committed to conducting our business with honesty and integrity creating an inclusive environment where people feel empowered and safe to Speak and Listen Up.
- 1.2 We expect all Compass personnel, including directors, officers, employees, workers, consultants and contractors anywhere in the World (referred to as "you" in this policy), and agents, intermediaries, consultants, suppliers, and other business partners ("Business Partners") to uphold these standards and to act in accordance with our values and the Compass Group Code of Business Conduct ("our CBC") and related policies as well as with all applicable laws.
- 1.3 We value and foster a culture of integrity based on principles of openness, trust and accountability and encourage you and our Business Partners to Speak Up if something doesn't feel right. Everyone at Compass has a duty and responsibility to Listen Up to those who raise their voice and do the right thing by following up.

- 1.4 We encourage you to use our Speak Up resources below to seek guidance on ethical or compliance dilemmas and issues. We want you to express your views freely and to report, in confidence, any concerns regarding any unethical, illegal or other improper circumstances or behaviours which suggest our CBC is not being followed. For more information on confidentiality and protection against retaliation refer to sections 9 and 10 below.

2 Purpose

- 2.1 The aims of this policy are to:
 - assure you that we are here to listen and to empower you to raise your concerns in good faith in a way that you feel most comfortable with prior to using our Speak Up helpline
 - inform you of your options where and how to raise your voice and refer your concerns
 - provide guidance on how to raise those concerns including the role performed by Group Ethics & Integrity, a dedicated central team - independent of any other lines of business - which oversees and manages our global Speak Up programme, including the initial review of reports received through the Speak Up platform (web-intake) & helpline

- remind you, as part of upholding our [values](#), it is your duty and right to promptly raise concerns in the knowledge they will be taken seriously, followed up and/or investigated appropriately
- provide reassurance that you can raise any concerns in good faith without fear of retaliation, even if those concerns turn out to be mistaken or unfounded
- provide transparency about how concerns will be managed and followed up appropriately, demonstrating Compass' commitment to listening up.

3 Scope

- 3.1 This policy applies to all Compass personnel, working at any Compass business, including any joint venture companies or consortia that are under Compass' day to day control or are majority owned, and all Business Partners working or representing any Compass business anywhere in the world.
- 3.2 Anyone who has concerns or information relating to misconduct that give rise to a potential or actual breach of our CBC may raise such concerns under this policy. This includes but is not

limited to current and former employees, contractors, suppliers, service providers, trainees, joint venture partners, members of the communities in which we operate, and also their partners, dependants and relatives.

- 3.3 Compass will respect and comply with all applicable local laws. In the event that local laws have stricter or specific requirements including reporting party rights and protections, concern handling, investigations and other applicable obligations for any Compass business, a country based policy should be implemented by management by way of a local addendum to this Group Policy. Group Ethics & Integrity should be notified in such circumstances.

4 Policy Requirements: Our Duty and Right to Raise Concerns

- 4.1 Asking questions, being curious and reporting known or suspected misconduct or improper circumstances or behaviours benefits and protects all of us. ¹ We all have a shared duty and individual right to report concerns that circumstances inconsistent with our CBC are being contemplated, occurring, or may have occurred, using our Speak Up resources.

¹ Breaches of our Code of Business Conduct, standards, policies and procedures; illegal conduct, such as theft, dealing in, or use of illicit drugs, violence or threatened violence, or criminal damage against property; fraud, money laundering, terrorist financing, tax evasion or misappropriation of funds; offering, giving or accepting a bribe; conflicts of interest; financial irregularities including false accounting, financial misstatements and misrepresentations; conduct causing

danger to people, the environment or the financial system; sexual harassment, discrimination, bullying or harassment; human rights issues such as modern slavery, child exploitation or the infringement of indigenous peoples' rights; and failure to comply with, or breach of, legal or regulatory requirements including disclosure obligations.

- 4.2 You are not expected or required to have absolute proof of misconduct or improper circumstances in order to raise a concern.
- 4.3 You should be led by your instincts and should provide as much information as possible when raising your concern about how this has arisen. We are here to support our people in doing the right thing. To that end, you will not face any form of disciplinary action or detriment in respect of a concern raised in good faith that is later found to be mistaken or unfounded (see Section 10).
- 4.4 Just as it is an expectation that any concerns be promptly reported, Compass also strives to assess and resolve all concerns in a timely manner. Any delays will be communicated to the appropriately involved parties. For those who feel comfortable, routinely following up on your concern will help to avoid any delays.

5 Getting the Right Help

- 5.1 We want to help everyone find the right help and support for their concerns or issues as quickly and efficiently as possible. Where your concern does not relate to a possible breach of our CBC or concerns regarding any unethical, illegal, or other improper circumstances or behaviours you should use the following resources:

- For operational Health, Safety & Environmental issues, contact your local HSE manager or
- For concerns relating to your own employment position or circumstances at work including grievances² that do not relate to a possible breach of our CBC we encourage you to raise these concerns directly with your manager, your unit manager, or your local HR team.

6 Compass Group Speak Up Resources

- 6.1 For queries about or suspected breaches of our CBC, tell someone you trust by speaking to:
- your manager or unit manager
 - your local HR manager ("HR") or Listen Up Champion
 - a member of your country, Regional or Group legal team
 - a member of Group Ethics & Integrity or
 - Raise your concern through the [Speak Up platform](#).
- 6.2 For those of you that are not online or prefer to report via telephone, dedicated country phone numbers for the Helpline are available on our [Ethics & Integrity portal](#) and are displayed on posters throughout Compass' workplaces and premises.
- 6.3 Reports received by and raised directly to management about suspected breaches of our CBC must be referred to the country or regional Listen Up

² Examples of grievance may include interpersonal conflict with your manager or another colleague or challenges to reviews in relation to performance, promotion, work arrangements or disciplinary action.

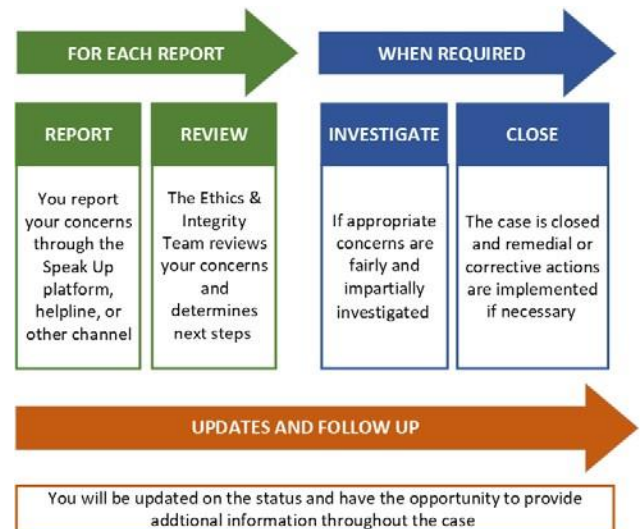
Champion and/or General Counsel and, in turn, will be assessed and entered into the Speak Up systems, as required.

7 Making a Report

- 7.1 If you become aware, or have reason to suspect, that unethical, illegal or other improper circumstances or behaviours connected to Compass are contemplated, occurring, or may have occurred, you are strongly encouraged to raise your concerns in a timely manner.
- 7.2 When you voice your concerns, you should provide as much information about the issue as you can to help address the concern effectively, including but not limited to:
- background, context, history and reason for the concern
 - dates, places and, if possible, names or identifying details of those involved
 - any documents, files or references that may be relevant to the situation or you think would help Compass look into the issues. If you do not have all these details, do not let this hold you back from raising your concerns and providing additional details later.
- 7.3 We understand and respect that some people feel more comfortable not disclosing their identity, so you can report concerns anonymously and remain anonymous if you wish. We ask everyone who chooses to use the Speak Up platform or helpline to take note of their reference number and check back

in regularly or to engage directly, if you feel comfortable doing so, with the individual assigned to follow up on your concern.

- 7.4 The diagram below sets out the key steps that will occur when you voice your concerns under this policy.



8 Investigation

- 8.1 If appropriate, your report will be allocated for investigation. Investigations will be conducted respectfully, impartially and fairly, including affording these principles, rights and applicable privileges to the people mentioned in your report. From time to time, we may engage an external independent third party to lead or support an internal investigation or review of circumstances.
- 8.2 If you have provided contact details and/or are contactable anonymously through the Speak Up platform or helpline two-way messaging facilities, you will receive an acknowledgment that your report has been received and will be updated if your case is allocated for

investigation or follow-up.

- 8.3 You may be asked to confidentially participate in the investigation by continuing to provide information or additional details as needed. We will endeavour to provide you with appropriate progress updates, as necessary, and you will be informed when the case is ready to close and provided feedback on the outcome, subject to legal, privacy, and confidentiality considerations.
- 8.4 In raising concerns in good faith, you are expected to cooperate with all investigations by providing honest, truthful and complete information. If you are found to have been personally involved in misconduct including a breach of our CBC or other policies, standards and procedures, reporting it will not absolve you from accountability – but your cooperation with the investigation will be considered as part of any decision that Compass makes.
- 8.5 Compass strives to resolve all matters internally but nothing in this policy should be interpreted to prohibit you from reporting, at any time, suspected unlawful conduct to any relevant governmental authority, regulator or other external party.

9 Confidentiality

- 9.1 Compass will seek to protect the confidentiality of any person making a report under this policy. Reports may be submitted using our Speak Up resources in way you feel most comfortable with,

including whether you wish to provide your personal identification details or remain anonymous. Our Compass Speak Up platform and helpline is operated by an independent third-party provider and is available 365 days a year, 7 days a week, 24 hours a day, in all of the countries in which we operate. Reports received are referred to Group Ethics & Integrity for confidential review and assignment for follow up and/or investigation, as appropriate.

- 9.2 Bear in mind that it may be helpful for you to identify yourself so that you can be contacted for additional information that may assist with following up your concern. If, however, you feel that you are not comfortable disclosing your identity, anonymous reports should contain sufficiently detailed information to enable us to effectively follow up on and address the reported concern.
- 9.3 If you receive any information about any report and related investigation you must treat this as confidential.
- 9.4 Your identity will not be disclosed without your consent to anyone beyond those dealing with and investigating the concerns or those included on a strict need-to-know basis to receive and act upon the findings or remedial actions, unless this is necessary and proportionate in the context of looking into the matter, undertaking an investigation and/or seeking legal advice.

10 Protection from Retaliation

- 10.1 Compass strictly prohibits and does not tolerate retaliation or detrimental conduct in response to you raising a concern or being able to raise a concern.
- 10.2 Compass will protect you from being retaliated against or being subjected to detrimental conduct, having the ability to, contemplating or in fact raising concerns in good faith or in circumstances in which issues raised in your report turn out to be mistaken or unfounded.
- 10.3 Amongst other measures that are deemed appropriate we can provide you with details of available employee support services and engage with HR or other functional partners (unless conflicted) if concerns about your health and wellbeing arise.
- 10.4 Protection against detrimental conduct or retaliation also applies to individuals conducting, assisting or participating in an investigation under this policy.
- 10.5 If you believe you have been subjected to any form of retaliation or detrimental conduct as a result of contemplating making a report, having raised a concern or assisting in any investigation, or you witness retaliation against someone else, you should use the Compass Speak Up resources (set out in paragraph 6) to report it.

- 10.6 We follow up with everyone who raises a concern using the Speak Up platform or helpline to check whether they believe they have suffered any form of retaliation.

11 Compliance with this policy

- 11.1 Anyone who is found to have breached this policy by neglecting to report or escalate a breach or suspected breach of our CBC to our Speak Up resources without good reason, or by retaliating or being party to retaliatory conduct against any person within the scope of this policy, may be subject to disciplinary action. In the case of Business Partners, this may include but may not be limited to termination of any relationship with Compass.
- 11.2 In addition, any person who is found to have intentionally made a false allegation, provided false or misleading information in the course of an internal review or investigation or is otherwise found to have acted in bad faith may be subject to disciplinary action.

12 Monitoring and Review

- 12.1 The Group Head of Ethics & Integrity will lead a review of this policy on an annual basis, taking into consideration its scope, efficiency and effectiveness, changes to relevant laws and management information collected regarding Speak Up reports and investigations.

- 12.2 The Group Head of Ethics & Integrity will report on their review of the policy and the effectiveness of the Speak Up programme in accordance with the terms of reference governing Compass Group PLC's Corporate Responsibility and Audit Committees, respectively. Compass Group PLC's Corporate Responsibility Committee will approve any suggested amendments to this policy, as appropriate.
- 12.3 You are invited to comment on this policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed via the Group Ethics & Integrity portal using the [ask a question](#) facility.

- 12.4 Any exceptions to this policy require approval from the Group Head of Ethics & Integrity.

13 Records and Privacy

- 13.1 Compass Group cares about your privacy and will retain records, as part of the confidential Speak Up, We're Listening programme, in compliance with applicable data protection and retention guidelines.

14 Miscellaneous

- 14.1 This policy does not form part of any Compass personnel's contract of employment and we may amend the policy at any time.

This policy has been approved by the Compass Group Plc Executive Committee and Board of Directors.



Dominic Blakemore

Group Chief Executive

HUMAN RIGHTS POLICY | September 2024

Who does this apply to?

- All Compass employees and workers, including directors and officers
- All our majority-owned businesses, including subsidiaries and joint ventures
- All our business partners, including agents, intermediaries and suppliers
- Other third parties including contractors, consultants and business partners acting for or on our behalf

Where we hold a minority interest in an operation, we will actively promote and encourage the adoption of this Policy by that operation.

Respecting Human Rights is a shared responsibility, and it is therefore incumbent on those who work for and partner with Compass to uphold and implement the expected standards and principles of this Policy.

Strategy and context

At Compass, our strategy comprises three pillars: **Performance, People, Purpose** and we have a passionate commitment to doing the right thing.

We are a global leader and trusted partner in food and support services, and through the People pillar of our strategy, we strive to foster a unique, caring, winning culture which offers opportunities for all and respects human rights. Our [Compass Commitments](#) (Respect, Growth and Teamwork), together with our Compass Values, represent the basis of our culture which places people at the heart of the business and sets out how Compass employees are expected to act with integrity and treat each other.

The Purpose pillar of our strategy is focused on making a positive social and environmental impact by improving the health, safety and wellbeing¹ of our people, consumers and communities and working with our suppliers and partners to do the same.

We approach human rights in the same way we conduct our business activities, ethically and with integrity as set out in our [Code of Business Conduct and Global Supplier Code of Conduct](#); demonstrating our commitments and Compass Values in our actions and behaviours.

Our commitment to Human Rights

We believe that everyone is entitled to basic rights and freedoms, whoever they are, and wherever they live. Our commitment extends to 'vulnerable groups' which include but are not limited to:

- Women and girls
- LGBTQI+²

¹ Includes mental health

² LGBTQI+ stands for lesbian, gay, bisexual, trans, queer (or sometimes questioning), intersex and other gender identities. The plus represents other sexual orientations including pansexual and asexual.

- Children
- Refugees and migrant workers
- National minorities
- Senior citizens
- People with disabilities
- Indigenous Peoples

We are committed to respecting international human rights standards including the International Bill of Human Rights, the International Labour Organization's ("ILO") Declaration on Fundamental Principles and Rights at Work, the OECD Guidelines for Multinational Enterprises, the United Nations Guiding Principles on Business and Human Rights, the core conventions of the ILO and Ethical Trading Initiative Base Code. We are a signatory of the United Nations Global Compact and respect its principles.

Compass is specifically committed to the **four core conventions of the ILO** of:

- the freedom of association
- the right to collective bargaining
- the elimination of forced or compulsory labour, the abolition of child labour
- the elimination of discrimination in respect of employment and occupation

Based on this approach we adopt a **broad scope of respecting human rights** including:

- zero tolerance towards discrimination and inappropriate behaviour in all forms – in particular towards 'vulnerable groups'
- advancing diversity, equity and inclusion, including gender equality and promoting the role of women, and of people from a broad range of minoritized ethnic backgrounds
- civil, political and environmental rights
- economic, social, land, and cultural rights and religious beliefs
- fundamental principles and rights at work
- promoting a safe and healthy working environment
- acknowledging the role of human rights defenders in promoting and protecting human rights

Our Responsibility for Human Rights

At Compass, we recognise the importance and responsibility of respecting human rights for all our employees within our own operations and those of our Group companies, those workers throughout our supply chain and the communities in which we have a business presence, including those who may inadvertently be affected by our operations, including in relation to land rights.

We will continue to develop our knowledge and understanding of the salient human rights risks across our businesses, in recognition of the diverse and complex environments we operate in. Compass will always ensure it is compliant with local laws, at a minimum, in respect of human rights. For those countries where we operate within a less developed human rights framework, Compass will continue to follow an international approach by adherence to the expectations and requirements set out in this Policy. Together with our supporting Group policies³, these define the minimum standards of behaviour that all Compass employees and Compass business partners, where applicable, are expected to uphold.

³ Policies | Compass Group (compass-group.com)

Respect for Human Rights in our Workplace and Operations

We are committed to the active promotion of human rights for our employees, workers, contractors, consultants, our business partners, including agents, intermediaries and suppliers, consumers, clients, investors, shareholders and the communities in which we operate. This commitment goes beyond compliance as we aspire to play a role in the positive development and enhancement of human rights globally.

Diversity, Equity & Inclusion

We value all of our employees, regardless of their background which include but are not limited to race, sex, colour, origin, ethnicity, religion, beliefs, age, disability, sexual orientation, gender identification or expression, political opinion or social background. We have made meaningful progress in our gender representation at senior levels and are focused on ensuring that the Compass workforce reflects the diversity of our communities, closing the gap in opportunity and increasing social mobility.

We are particularly sensitive to the salient risks of harassment, discrimination and/or inequality faced by those belonging to 'vulnerable groups', as these individuals are often more susceptible to having their rights undermined.

We do not tolerate harassment (including sexual harassment), bullying or discrimination on these or any other grounds and recognise existing legally protected status (where applicable), and we strive to ensure all our people have the opportunity to succeed. This includes a commitment to providing a safe and secure workplace in all our operations and those of our Group companies, for our employees, workers, consultants and contractors.

Modern Slavery

We are committed to eradicating modern slavery, labour exploitation, including that of children or other 'vulnerable groups', and human trafficking in all its forms. We aim to achieve this through constant vigilance and improvement of our processes and operations and by expecting and requiring our business partners to share our values and undertake similar commitments as a condition of working with us.

We are actively committed to the four conventions of the ILO and do not tolerate any form of exploitative practices such as forced labour, bonded or slave labour and human trafficking of any kind. All labour should be freely chosen, and employees should be free to leave on the terms set out in the employee's contract and in compliance with applicable labour laws. The withholding of original identity or immigration documents is strictly prohibited.

We recognise that in certain environments workers may be asked to pay a recruitment fee as part of the cross-border migrant labour recruitment process and how this can potentially increase the risk of debt bondage and create vulnerabilities, forcing them into forced or involuntary labour. Therefore, we adopt the Employer Pays Principle across our operations, where no migrant worker should pay for a job.

We are committed to raising awareness of modern slavery risks, and to ensure that our employees and leaders across our operations understand that all forms of slavery and/or exploitation are unacceptable practices.

Child Labour

We are committed to collaboratively identifying and remediating any instance of child labour and building resilience against child labour within our Compass' operations and supply chains. **Compass will not tolerate the hiring of any child, under any circumstances.** Compass recognises that the salient risk to children can come in many forms, such as forced child labour, human trafficking, child marriage, domestic servitude, organ harvesting or any other type of exploitative practice.

We understand there is cultural contextualisation across the locations in which we operate. Compass adopts a minimum age of 15 years to partake in employment or the local legal minimum requirement under applicable law, whichever is higher. Any legal restrictions regarding the employment of minors must be observed and they are not permitted to perform unsafe, hazardous work or night work, as per the ILO core convention.

We support workplace apprenticeships, internships and other similar programmes that comply with applicable local laws and regulations.

Freedom of Association, Collective Bargaining and Working Hours

Compass is committed to fully respecting and complying with applicable local labour laws regarding workers' freedom of association and right to collective bargaining.

We respect the rights of Compass employees to freely decide whether to join, not join or form a labour union, without facing any form of retribution, coercion, or mistreatment. In cases where our employees choose to be represented by a legally acknowledged union, we will foster a positive and productive conversation with their legally and freely chosen representatives and commit to bargaining in good faith with such representatives. In situations in which the rights regarding freedom of association and collective bargaining are restricted by law, parallel means to dialogue must be facilitated.

Compass is fully committed to respecting and complying with all applicable national and local laws regarding working hours, including overtime. Compass is aligned to the ILO recommendation of maximum working hours but acknowledges that in some geographies and operating sectors alternative working shifts and arrangements maybe required for service delivery and operational resilience. In these cases, Compass will ensure that working hours are not excessive, in accordance with applicable laws and governed by pertinent contractual agreements.

Respect for our Communities

We recognise that unsustainable practices over land and water use can lead to an adverse impact on both the environment and human rights and that globally, disputes over land and water use are emerging as leading causes of conflict.

We are seeking to further develop our understanding of land and water rights as human rights in regard to our business operations. We recognise legitimate tenure rights as a human right, although our principal business does not transact in the direct purchase of land or access / provision of water. We recognise the right to safe water for anyone affected either directly or indirectly by our operations.

Our commitment to human rights extends beyond the requirements for our own sites and operations to the communities we operate in and the suppliers we choose. This is to safeguard not only the health and safety

of our own workers and employees but to ensure that our business partners also provide a safe and healthy workplace that secures the wellbeing and welfare of their workers. This includes helping us to ensure we mitigate the risk of adverse human rights impacts to 'vulnerable groups' either directly or indirectly through our business partners and the communities they work in and with.

We aim to achieve this through the adoption of our Supply Chain Integrity Standards, Code of Business Conduct and Global Supplier Code of Conduct, which we require our business partners to, where applicable, comply with and confirm adherence to.

Further enhancement of our monitoring, enforcement, and engagement with suppliers will be driven by the continuous implementation and maturation of our Supply Chain Risk Management frameworks and processes. These include, amongst other things, supplier evaluation and selection, supplier onboarding, and ongoing supplier management using tools, processes and key practices such as third-party due diligence, reviews and audits. Through these measures, we remain committed to fostering a responsible supply chain that aligns with our core values and upholds the highest standards of human rights and environmental stewardship.

Speaking Up

We are committed to holding ourselves accountable and there are multiple channels available to employees and third parties to raise concerns and report potential breaches of our Code of Business Conduct and Group Policies, in line with our Speak and Listen Up Policy.

We aim to promote and foster a culture of care, with strong integrity and engagement and where everyone feels confident raising their voice. We promote our Speak Up programme including our confidential reporting helpline, online web-portal and other Speak Up resources, to provide the support and governance to ensure we sustain and strengthen this culture. The helpline is operated by an independent third party and is available internally and externally. This ensures that all employees, business partners and any other stakeholders can raise their concerns – including those related but not limited to human rights, modern slavery and labour exploitation - in confidence, anonymously if they wish (subject to applicable local law), when they feel something isn't right. We operate a strict policy of non-retaliation.

Compass is committed to reviewing, following up and investigating concerns, as appropriate, and ensuring those who raise concerns in good faith do not suffer any form of retaliation including threat, intimidation or other detrimental treatment.

Compass is committed to acting with integrity as a responsible business in all our operations globally. This commitment extends to providing access to or cooperating with the remediation of any breaches of human rights we have or may have caused or contributed to in our operations. We aim to achieve this through our Speak Up resources and escalation processes, enabling effective remedy, whilst not preventing access to other forms of remedy where applicable.

We have established a continuous improvement process designed to investigate, remediate and prevent reoccurrence of issues. This model forms part of our overall Group Ethics and Integrity programme, where we operate a continuous learning and improvement cycle. It includes the identification of root causes and corrective and preventative actions including the development of lessons learned and awareness training. Our Audit Committee of the Board monitors the effectiveness of our Speak Up programme.

As part of this process, we are committed to working with our business partners or those adversely impacted in a similar way. Where potential or actual breaches of human rights are identified relating directly to our activities with Compass business partners, we will support (as appropriate) our business partners in the appropriate remediation of those impacts through their own grievance or Speak Up processes, or support collaboration to provide remediation through third parties.

Measuring our performance

We are committed to conducting ongoing risk based human rights due diligence throughout our business and supply chain, and work with third party specialists by risk, priority, geography and issue. We recognise the importance of due diligence in helping provide insight and visibility into the areas of heightened risk our business and Compass business partners face. Employees with direct involvement in areas of human rights risk also receive training on aspects specific to their roles.

The following key performance indicators will be used to assess Compass' performance in human rights:

- workplace safety measures, such as Total Recordable Injury Frequency Rate (TRIFR)
- total number of incidents of substantiated human rights breaches and actions taken
- number of human rights concerns related to Compass reported via our Speak Up resources
- significant actual and potential adverse human rights impacts in the supply chain and actions taken
- Modern Slavery and Human Rights training

Monitoring our effectiveness

This Policy will be reviewed annually by the Corporate Responsibility Committee of the Board. Each review will be informed by our prior year performance.

More detail on our approach to specific human rights, such as our relations with employees and other stakeholders including suppliers, are covered in greater detail in the relevant specific policies, which can be viewed on our website [here](#). These policies include our:

- Code of Business Conduct
- Business Integrity Policy
- Third-Party Integrity Due Diligence Policy (internal only)
- Speak and Listen Up Policy
- Workplace Health & Safety Policy Statement
- Food Safety Policy Statement
- Supply Chain Integrity Standards
- Global Supplier Code of Conduct
- Diversity, Equity & Inclusion Policy
- Environmental Policy Statement
- Deforestation Policy

This Policy should be read in conjunction with those other policies.



Dominic Blakemore
Group Chief Executive
Compass Group PLC



UNITED STATES BUSINESS INTEGRITY

MAY 2024



Compliance with this Business Integrity Policy (the policy) is mandatory and should be implemented in conjunction with the [Code of Business Conduct](#). Failure to comply may result in disciplinary action up to and including dismissal. The policy sets out the minimum thresholds and standards that apply across all Compass Group entities in the United States. If there is a difference between this policy and applicable laws, the strictest requirement must be applied.

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INTRODUCTION



Compass Group ("**Compass**"¹) is passionately committed to upholding the highest standards of business integrity. This commitment has earned us our position as a global leader and trusted partner.

The [Code of Business Conduct](#), [our Vision, Values](#) and 5 Golden Rules ("**Compass' Values**") set out the clear standards of behavior that we expect all Compass personnel to demonstrate in dealing with colleagues and those outside of Compass including customers, clients, suppliers, shareholders and other stakeholders.

As a people business and an organization with a strong governance framework, we believe in responsible leadership; to set the standard and act as a role model for ethical behavior and integrity-driven decisions. Compass promotes a workplace where our people and Business Partners² can speak up and be heard, and we foster a culture of openness, trust and integrity, encouraging our people to do what is right.

Conducting business with integrity protects Compass, our people, our assets, our business, our reputation and our relationships with stakeholders.

1. "Compass" is defined as Compass Group USA, Inc., includes any/all of its subsidiaries and affiliates.
2. The term Business Partners refers to any third party working with Compass.

PURPOSE AND SCOPE

The aims of this **policy** are to:

- define key business integrity risks;
- establish the principles and requirements for employees, contractors and workers representing Compass to comply, at a minimum, with applicable business integrity laws and regulations³; and
- promote a culture of honesty, ethics and integrity within Compass.

What is business integrity?

Business integrity⁴ means conducting business honestly and with strong moral and ethical principles. In practice, this means doing what we say we are going to do, owning up to our mistakes and holding each other accountable for our actions. Conducting business with integrity involves living our values through our actions, behaviors and decisions and having the character and courage to always do what is right, not what is easy, even if we don't think anyone is watching.

At Compass, we commit to conducting our business with integrity by:

- acting honestly, fairly and transparently;
- fostering a culture of openness and trust where we respect each other and feel able to speak up when we feel something isn't right; and
- taking responsibility for our actions and accountability for our decisions.

Business integrity is fundamental to building and maintaining trust with all our stakeholders; including our customers, clients, business partners, employees, suppliers, the communities in which we operate, governments, public bodies and investors.

Who does this Policy apply to?

This Policy applies to all "**Compass Personnel**", meaning all directors and officers, employees, contractors and consultants working within Compass and workers working at any Compass business anywhere in the country, whether permanent, fixed term or temporary (individually and collectively "**you**"). This policy also applies to any joint venture companies or consortia that are under Compass' day to day control or are majority owned by Compass.

ROLES AND RESPONSIBILITIES

All Compass employees and those who act on our behalf are expected to be ambassadors for our high ethical standards and demonstrate full commitment to the business integrity principles and requirements set out in this policy by:

- reading and understanding the content of this policy;
- implementing the policy across our respective business areas;

- completing the required ethics and integrity awareness training;
- declaring and managing any potential or actual conflict(s) of interest that may affect, or be thought by others to affect, our decision-making;
- complying with the requirements of the Group Approvals Manual (the "**DOA**");
- discussing this policy's content with the people we work with and stressing the importance of speaking up about concerns and/or breaches of this policy;
- listening to such concerns, whether they have been expressed by team members, colleagues or our leaders, in line with Compass' Speak and Listen Up Policy; and
- always seeking guidance when needed.

ETHICAL DECISION-MAKING

While this policy provides principles, requirements and expectations relating to mitigation and elimination of business integrity risks, as well as some common examples of these risks, it is impossible to anticipate every situation in which a business integrity issue may arise. To ensure that we respond consistently when presented with a business integrity issue, we encourage all Compass Personnel to consider whether the decision being made is ethical, legal and the right thing to do.

Backgrounds, experiences and cultural differences influence decision making and what is perceived as the right or wrong thing to do in a particular situation. The following five questions provide important practical guidance on how to determine if a decision or action is the right thing for you to do in your role at Compass:

- is it free from any actual or potential conflict(s) of interest?
- does it serve a legitimate business purpose?
- is it something you believe reflects your role and responsibilities to uphold Compass' Values?
- would it maintain Compass' reputation for integrity and strong governance if made public (e.g., published in a newspaper or online)?
- does it align with our Code of Business Conduct and 5 Golden Rules?

If you cannot answer 'yes' to all of the above questions, or if you are unsure whether the action or decision being considered may go against Compass' values and principles, it is important to consult with a manager, Legal or Group Ethics & Integrity for guidance or report any concerns using Compass' confidential reporting program, Speak Up. We're listening.

3. Applicable business integrity laws may include but are not limited to bribery and corruption, conflicts of interest, competition, anti-trust or anti-monopoly, fraud, theft, financial misstatement, books and records, tax evasion, money laundering, terrorist financing, economic and trade sanctions, export controls, human rights, human trafficking and modern slavery.

4. For further information please see our 5 Golden Rules.

THIRD PARTY ENGAGEMENT

Managing third party relationships can be complex and typically involves many different functions spread across Compass' operations.

It is important to *Know Your Third Party*, and ensure our values and goals align. Undertaking risk-based due diligence as a preventative and monitoring control provides an early warning or alert system as part of Compass' third party risk management approach.

Third parties can be clients, customers, suppliers (including, but not limited to consultants, advisors, agents, intermediaries, contractors, distributors and lobbyists), financial partners, joint venture partners, or merger, acquisition or divestment targets. It includes individuals and/or entities intended to be engaged to negotiate, represent, intermediate, introduce or act on behalf of Compass (or any Compass subsidiary) in relation to interactions with government officials, governmental agencies (or representatives).

Certain categories of third parties (including those closely associated to them such as immediate family members) expose us to higher business integrity risks, particularly bribery and corruption. These categories are intermediaries, agents and government officials.

- An **intermediary** is a third party, engaged to assist Compass with its business by acting as a middleman between Compass and another third party. They are the conduit through which Compass may give or receive goods or services. Sales agents and consultants, customs brokers and agents, joint venture partners, professional advisers such as lawyers, accountants or financiers, and distributors can all be intermediaries.
- An **agent** is a particular type of intermediary who has the ability to represent, negotiate and act on Compass' behalf. While intermediaries might facilitate business and communications between Compass and a third party, agents have the power to create binding legal relationships between Compass and third parties, presenting heightened legal and reputational risk.
- **Government officials** include:
 - employees of state-owned enterprises or of a government or local government agency;
 - employees or officers of a regulatory authority, or any administrative, municipal, fiscal or judicial body, department, tribunal or authority (as long as controlled organization is majority-owned by the government or managed by government officials);
 - employees or officers of an international public organization such as the United Nations, World Bank or International Monetary Fund;
 - politicians or political party officials, or officers or employees of political parties, and all candidates for political office;
 - individuals who hold or perform the duties of an appointment, office or position created by custom or convention, including some members of royal families, traditional authorities and some tribal leaders; and
 - police officers or other law enforcement agencies, senior/high ranking military personnel, customs officials, border control or an agent of the crown, special advisers to governments, or individual government officials, whether paid or unpaid, formal or informal.

Our Expectations

- know who you are dealing with and properly assess your risk exposure in relation to Business Integrity risks as defined in the Third-party Integrity Due Diligence Policy.
- do not hire or engage a third party on behalf of Compass to be involved in inappropriate dealings.
- take extra care when engaging a third party (intermediary or agent for example) that is likely to interact with government officials on behalf of Compass.
- do not engage any third party (individuals or organization) that is subject to economic sanctions.

Red Flags/Warning Signs

The following are typically **red flags** or warning signs requiring careful consideration when dealing with a third party:

- the third party, agency or consultancy is headquartered in a country with a reputation for corruption.
- the third party is incorporated in a tax haven⁵ and the third party has not demonstrated that the tax haven is the jurisdiction where its business substantially operates.
- the transaction involves or takes place in a country with a general reputation for bribery and corruption.
- third party has no track record in the industry.
- third party has close ties to an existing or former government official.
- the third party or consultant resides outside the country in which the services are to be rendered other than where there are proper commercial reasons for this.
- the third party or consultant requests or requires payment in cash.
- the third party or consultant requests that payments be made to a bank located in a foreign country unrelated to the transaction or be made to undisclosed third parties.
- the third party or consultant requests a substantial up-front payment or fee which is unusual for the type of services being rendered.
- the third party's fees are not commensurate with the services being provided.
- the third party or consultant insists on the involvement of other individuals or parties who bring no apparent value to the process and/or are not involved in the transaction.
- the third party or consultant requests that false invoices or other documents be prepared in connection with a transaction.
- there is a lack of transparency in expenses and/or accounting records.
- the third party is uncooperative with, or resistant to, our third party due diligence processes and/or unwilling to agree to our standard contractual protections.

What You need to do

- conduct Third-party Integrity Due Diligence before entering into a legally binding agreement with a third party, in accordance with the Third-party Integrity Due Diligence Policy and Guidance.
- ensure any approval requirements are obtained for high risk third parties as a result of due diligence screening prior to engaging the potentially high risk third party.
- request completion of a third-party risk assessment from applicable individuals/entities as outlined in the Consultants and Advisors section of the *DOA* and pursuant to the Third Party Integrity Due Diligence Policy and Guidance.
- consult with the Legal Department to ensure that standard legal business integrity contractual clauses and templates are used in third party contractual arrangements.
- in relation to **government officials** (or individuals closely linked to them) obtain prior approval from the Legal Department to:
 - engage a current or former (within 2 years from holding office) government official as a consultant, agent or intermediary; or
 - appoint a current or former government official to a managerial Compass role.

5. When we refer to a tax haven, we mean those jurisdictions that are uncooperative in terms of tax, corporate transparency and tax rates. For more information see EU list of non-cooperative jurisdictions for tax purposes - [Consilium \(europa.eu\)](https://consilium.europa.eu/en/policies/tax-cooperation/)

CONFLICTS OF INTEREST

It is not unusual for **actual** or **potential** conflicts of interest to arise when conducting business. A conflict of interest is a situation in which your personal interests (or those of someone close to you) are, or appear to be, incompatible with Compass' best interests. Conflicts of interest may be perceived or actual, and both present significant business integrity risks. It is therefore important to be able to recognize, eliminate or mitigate conflicts of interest.

A conflict of interest creates a risk that a decision will be influenced by a personal interest. All Compass Personnel should avoid situations in which personal interests are, or appear to be, incompatible with the best interests of Compass. If it is not possible to avoid a conflict of interest situation, and/or you become aware of an actual or potential conflict of interest, you must immediately inform your manager and disclose it in the Compass Group Disclosures Register.

Disclosing potential and/or actual conflicts of interest fosters a culture of integrity and openness.

The following are examples of situations that may give rise to an actual or perceived conflict of interest which may be resolved by ensuring various guardrails are put in place:

- having a direct or indirect personal or financial interest in a business that is a Compass supplier, potential supplier, customer, potential customer or competitor;
- having secondary employment, whether paid or voluntary, outside of Compass;
- insider dealing;
- having personal relationships that may influence the decision-making process;
- accepting personal payments, fees, discounts, gifts and/or entertainment from a competitor or business partner of Compass;
- having direct or indirect decision-making authority relating to the employment or employment conditions of a family member or close friend, or vice-versa, at work; and
- being a member or executive of an industry body or serving on a Board of Directors of another organization

BUSINESS INTEGRITY RISKS



BUSINESS INTEGRITY RISKS COVERED UNDER THIS POLICY INCLUDE ⁶:

1

Bribery and Corruption

2

Fraud and Theft

3

Competition Law Compliance

4

Money Laundering

5

Terrorist Financing

6

Tax evasion

7

Sanctions and Trade Controls

6. Human Rights is covered in our Human Rights Policy available [here](#)

BRIBERY AND CORRUPTION

1

Bribery occurs when someone directly or indirectly offers, promises, gives to or accepts or requests a financial or other advantage from anyone intending that the person receiving the benefit improperly performs their duties or obligations.

An advantage can include anything of value such as money, gifts, hospitality, favors, improper signing bonus or rebates, donations, sponsorships or community investments. It could also include non-monetary benefits or an opportunity, such as the promise of employment for a family member or close friend.

Corruption is an abuse of entrusted power (e.g., by a government official) for private gain, typically involving bribery.

All forms of bribery are business integrity risks. Compass Personnel are required to recognize and to escalate them appropriately.

OUR PRINCIPLE

Compass has zero-tolerance to bribery or corruption and Compass Personnel must not engage in or implicitly authorize bribery or corruption under any circumstances.

AREAS OF RISK

- Facilitation payments
- Gifts and hospitality
- Donations
- Sponsorships
- Community support/investment
- Potential or actual conflict of interest
- Travel and expense
- Third party engagement (covered in third party engagement section above)

FACILITATION PAYMENTS

Area of Risk	1 Bribery and Corruption
Definition	<ul style="list-style-type: none"> – Payments of money or goods typically made to government officials to expedite an existing duty, such as a routine approval or administrative process.
Expectation	<ul style="list-style-type: none"> – Never make a facilitation payment unless your personal safety is threatened in any way.
Red Flags/Warning Signs	<ul style="list-style-type: none"> – Food standards or health and safety official requests a cash payment or “sweetener” for issuing or reissuing a license or permit. – Law enforcement officer or security personnel requests a fee to allow you to drive in a certain area or enter a particular location. – An immigration official at a border control requires you to pay a small fee to advance you quicker through passport control.
What You need to do	<ul style="list-style-type: none"> – Reject any requests for facilitation payments in writing as they are strictly prohibited and constitute bribery. – If you are unsure if a fee request is valid, request to see the official published fee rate and request a receipt. – Contact the Legal Department if you receive a request to make such a payment. They will inform the Group General Counsel & Company Secretary and Group Head of Ethics & Integrity. – If your personal safety is at risk, make the payment and report the incident as soon as practicable to your Line Manager and the Legal Department. They will inform the Group General Counsel & Company Secretary and Group Head of Ethics & Integrity. – Any facilitation payments made in the circumstances where your personal safety is at risk, must be accurately and transparently recorded in our accounts with the appropriate supporting documentation and authorisations. This helps ensure we comply with relevant accounting standards and avoids potentially being seen to hide such payments which may violate other laws, such as the US Foreign Corrupt Practices Act (FCPA) books and records provisions.

GIFTS AND HOSPITALITY

Area of Risk	<div>1</div> Bribery and Corruption
Definition	<ul style="list-style-type: none"> – A gift is anything of value, including an item, cash or cash equivalent, goods or services, offered or given to, or accepted or received from, a person or company outside of Compass. – Hospitality refers to any form of travel, food, beverage, accommodation, entertainment, marketing, cultural or sporting event (participating or watching), offered or given to, or accepted or received from, a person or company outside of Compass. – Gifts and hospitality are commonly used as a gesture of goodwill and respect, and to strengthen working relationships among business partners.
Expectation	<ul style="list-style-type: none"> – Any gifts or hospitality that you wish to offer or accept <u>must be</u> legitimate, have a business purpose, and be transparent, reasonable and proportionate in value, nature and scale. When making this judgment consider whether offering or accepting the gift or hospitality might reasonably appear to compromise your personal judgment or integrity or place you under an improper obligation such as being expected to do something inappropriate in return.⁷ – Any gifts or hospitality must always be appropriate to a professional business environment and not put yours or Compass' reputation at risk. Remember the perception of the gift and hospitality is as important as the reality. – Any gifts and hospitality accepted or offered must not be undervalued or deflated to avoid scrutiny. – Gifts or hospitality <u>must never</u> be offered or accepted, regardless of their value, if they could be perceived as an attempt to influence the third party's decision-making or business purpose. This includes when a third party is involved in/or in anticipation of a competitive bid, tender process or contract renewal in your business area. For example, an expensive meal, free tickets to a sports game or concert offered by a supplier during or upon conclusion of a tender process. – Do not misuse access to gifts and hospitality offered to you, for you, someone close to you or for a team member. For example, using your position in Compass to arrange or facilitate tickets to a sports game or event hospitality for the benefit of a family member or close friend, without appropriate approval. – The consumption of alcohol at any meals or hospitality should be controlled and not excessive. – Gifts of cash (or cash equivalents), or inappropriately paying someone else's personal bills or expenses is strictly prohibited. Contact a member of the Legal Department if you are offered a gift of cash (or cash equivalents). – Never accept or offer invitations to any major sporting events (e.g., tennis tournament, World Cup finals, Olympics, F1 race) or cultural events (e.g., concert, play, performance, or show) where no business purpose is provided or justified other than for personal enjoyment in attending the event itself. – Any gifts or hospitality that are offered to you, but not accepted, or those that are rejected, are not required to be entered into the <u>Compass Group Disclosures Register</u>.
Red Flags/Warning Signs	<ul style="list-style-type: none"> – A gift or hospitality arising as a special favor to, or request from, a government official or business contact on behalf of or exclusively for their partner/spouse or close family member. – Gifts and hospitality offered, given to, accepted, or received from any third parties involved in, or in anticipation of a competitive bid, tender process, or contract renewal in your business area. – There is an actual or perceived conflict of interest between parties (e.g., a Compass employee provides to or receives from a partner/spouse, friend, associate, family member a gift or hospitality which might reasonably appear to compromise their personal judgement or integrity or place the Compass employee under an improper obligation). – The gift or hospitality is exchanged in the context of obtaining a commercial advantage and is in fact considered as a reward (or inducement). – The gift or hospitality offered or accepted is outside the authority limits or in breach of the third party's policy. – Expensive and highly sought-after tickets for a major international sporting event or a cultural event attended by an <u>employee and their partner</u> that have been provided to/by a third party where no justifiable business purpose is provided. – Travel and lodging provided at a lavish, popular or exclusive resort to/by a third party for a business meeting. – Numerous gifts and hospitality offered, given, accepted, or received to/from a third party over the course of a year.

<p>What You need to do</p>	<ul style="list-style-type: none"> – Ensure the gift or hospitality is legitimate, has a business purpose and is transparent, reasonable and proportionate in value, nature and scale. – As an approver, pay attention when approving repeated benefits to or from the same person/company. – As a requester, keep a copy of expenses incurred, approvals obtained and other relevant records. – Any gift or hospitality involving government officials requires prior review by Legal since these can give rise to bribery risks and are generally discouraged. – Seek prior approval for and record in the Compass Group Disclosures Register, gifts or hospitality received or given in accordance with US thresholds.⁸ – If you are unsure about the appropriateness of a gift or hospitality, you should discuss it with your Line Manager or contact a member of the Legal Department or a member of Group Ethics & Integrity. <p>For requirements related to Disclosure Thresholds and Approval Limits, please refer to <i>Appendix A</i> located here.</p>
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7. A business purpose may include facilitating or building business relationships (e.g., being introduced to other key stakeholders, celebrating a project's success or team building), providing a reasonable and compliant bona fide gift to respect local business or traditional custom, networking for the purpose of appropriately sharing better practices amongst business partners or showcasing or promoting Compass services or values.

8. Where it is not reasonably practicable to obtain prior approval from your Line Manager prior to receiving or giving gifts or hospitality you must ensure you inform them as soon as possible of the circumstances and record such notification, as required, in the Compass Group Disclosures Register.

DONATIONS

Area of Risk	<div style="background-color: #007060; color: white; border-radius: 50%; width: 20px; height: 20px; display: flex; align-items: center; justify-content: center; margin: 0 auto;">1</div> Bribery and Corruption
Definition	<ul style="list-style-type: none"> – A donation is a gift of money or the equivalent of money (for example products, materials, services or employees' time, known as "in-kind") without receiving anything in return, including gifts given in response to a significant unforeseen external event or natural disaster, potentially material business crisis or resilience issue or to a charity. – A charity is a voluntary, not-for-profit organization established and registered for charitable, social and philanthropic purposes for the benefit of society e.g., the prevention or relief of poverty, the advancement of education, health, citizenship or community development, arts, culture, heritage, science or sport. – A charitable organization is a legal entity which is able to receive donations in its principal jurisdiction of operation. – A political donation has the meaning given to it in the UK Companies Act 2006. Compass does not make political donations. – Payments made as part of a contractual negotiation or commitment (including capital investment or expenditure), to a client that is neither a charity nor charitable organization, are not a donation as they represent an overall financial return to the client and may form part of the client's revenue stream. In these circumstances, advice must be taken from the Legal Department and relevant Compass finance professionals to review the appropriateness of the payments and advise on the applicable delegation of authority, accounting treatment and record keeping required.
Expectation	<ul style="list-style-type: none"> – Donations that you wish to make must be legitimate, have a business purpose, be transparent, reasonable and proportionate in value, nature and scale. – Through donations, Compass aims to improve its impact on the environments in which it operates and the communities it serves. Therefore, <u>only make donations to a charity or charitable organization</u> in support of <i>one or more of the Group's corporate responsibility goals</i> which focus on the themes of: <ul style="list-style-type: none"> – environment and sustainability; – occupational health and safety; – healthy eating and nutritional education; – people development and education; – community engagement and outreach; – diversity, equity and inclusion; and – responsible business practice. – Any donation meeting the above criteria may be considered <u>provided that it does not</u> fall within any of the following <u>excluded</u> categories: <ul style="list-style-type: none"> – any entity which is not a charity, charitable organization or equivalent in its country of incorporation; – any organization the dominant purpose of which is to promote religion or faith or only undertake religious activities; – any political organization or individual which promotes party political activities; – any organization whose objectives or purpose are inconsistent with this policy, the Group's corporate responsibility goals or Code of Business Conduct. – Preference should be given to those charities or charitable organizations with activities or projects in communities in which we operate. – Payments must be appropriate and authorized in accordance with the <i>DOA</i> and applicable local delegation of authority prior to entering into any arrangement or transferring the funds. – Do not use donations to conceal corrupt, fraudulent, or other improper payments or to improperly and unfairly influence a business decision or potential future or past decisions.

Red Flags/ Warning Signs	<ul style="list-style-type: none"> – Charities connected to a government official who can use their influence to give special preference to the donor. – The payment or arrangement is connected with a current or potential vendor or customer of Compass. Such payments, even if well intentioned, increase the personal and corporate risk of a criminal breach of competition law or bribery laws. – The donation only benefits those with whom we are dealing such as a Compass customer who is also the owner or shareholder of the company receiving the donation or where the donation only benefits an exclusive/privileged group such as a private hospital or privately funded school. – The charity trustees and board members are politicians, officials, and other highly placed and influential people. – Request is from someone involved in a religious organization. – Payments made to individuals rather than to one of the community's institutions.
What You need to do	<ul style="list-style-type: none"> – Ensure donations are legitimate, have a business purpose and is transparent, reasonable and proportionate in value, nature and scale. – Conduct Third-party Integrity Due Diligence on applicable recipients (individuals and/or entities) prior to engagement/payment, in accordance with the <i>Third-party Integrity Due Diligence Policy and Guidance</i>, to ensure there is a full understanding of the beneficiaries and their potential connections (e.g., government officials/politically exposed persons). – Seek prior approval for any donations and record in the <i>Compass Group Disclosures Register</i> in accordance with the applicable country or Group thresholds (whichever is more stringent). – Any donation from or in the name of our parent company, Compass Group PLC, requires Group approval in accordance with the <i>DOA</i>. – Any donations made by any company in the Group should be notified to Compass Group PLC head office at the end of each financial year, in order to: <ul style="list-style-type: none"> (a) verify that this policy has been complied with and that the Compass Group corporate responsibility strategy is being advanced; and (b) assist Compass Group PLC in reporting accurately its charitable activity and money spent. – If you are unsure about the appropriateness of a donation, you should discuss it with your Line Manager or contact a member of the Legal Department or a member of Group Ethics & Integrity. <p>For requirements related to Disclosure Thresholds and Approval Limits, please refer to <i>Appendix A</i> located here.</p>

SPONSORSHIPS AND COMMUNITY SUPPORT/INVESTMENT

Area of Risk	<div data-bbox="363 546 416 600">1</div> Bribery and Corruption
Definition	<ul style="list-style-type: none"> – Sponsorship refers to the payment of money with the expectation or agreement that Compass receives a benefit, for example, increased publicity, brand awareness or business development opportunities. – Community support/investment is considered a contribution of any item of value, cash, or cash equivalent for the benefit of a community, including but not limited to services, Compass assets, or equipment.
Expectation	<ul style="list-style-type: none"> – Through community support/investment, Compass aims to improve its impact on the environments in which it operates and the communities it serves in support of <i>one or more of the Group's corporate responsibility goals</i> which focuses on the themes of: <ul style="list-style-type: none"> – environment and sustainability; – occupational health and safety; – healthy eating and nutritional education; – people development and education; – community engagement and outreach; – diversity, equity and inclusion; and – responsible business practice. – Seek prior approval for sponsorship or community support/investment and record in the <u>Compass Group Disclosures Register</u> in accordance with the applicable country or Group thresholds (whichever is more stringent). – Payments must be appropriate and authorized in accordance with the <i>DOA</i> and the applicable local delegation of authority prior to entering into any arrangement or transferring the funds. – Do not provide sponsorship or community support/investment to improperly and unfairly influence a business decision or potential future or past decisions or where a decision is being sought from a government official, such as approval of a licence or resolution of an issue. – Do not use sponsorships or community support/investment to conceal corrupt, fraudulent or other improper payments or to improperly influence a business decision or potential future or past decision. – Do not provide sponsorship or community support/investment to political parties or religious groups (support for events representative of an indigenous culture may be permissible).
Red Flags/ Warning Signs	<ul style="list-style-type: none"> – Sponsorship or community support/investment is provided by or to someone with an actual or perceived conflict of interest, e.g., sponsor an event managed by a family member, friend or government official. – Sponsorship or community support/investment is not sufficiently supported by documentation that clearly identifies the donor, recipient, nature, purpose, value and occasion. – The recipient organization has been set up, controlled by, or has some connection with a government official or relative of a government official. – The size or value of the community support/investment is disproportionate for the community: this could be perceived as influencing the decision to award a contract. – The facility is unnecessary and does not meet the needs of the community. – Lack of consultation and transparency around the sponsorship or community support/investment: this can be perceived by the public as improper, misdirected or unnecessary.

<p>What You need to do</p>	<ul style="list-style-type: none"> – Ensure sponsorships or community support/investment are legitimate, have a business purpose and are transparent, reasonable and proportionate in value, nature and scale. – Conduct Third-party Integrity Due Diligence on applicable recipients (individuals and/or entities) prior to engagement/payment, in accordance with the <i>Third-party Integrity Due Diligence Policy and Guidance</i>, to ensure there is a full understanding of the beneficiaries and their potential connections (e.g., government officials/politically exposed persons). – Seek prior approval for sponsorships or community support/investment and record in the <i>Compass Group Disclosures Register</i> in accordance with the applicable thresholds . – Any sponsorships or community support/investment payment from or in the name of our parent company, Compass Group PLC, including those in response to a significant unforeseen external event or natural disaster, potentially material business crisis or resilience issue giving rise to Compass Group PLC interest or oversight requires Group approval in accordance with the <i>DOA</i>. – Any sponsorships or community support/investment made by a Group company should be notified to Compass Group PLC head office at the end of each financial year, in order to: <ul style="list-style-type: none"> (a) provide confirmation that this policy has been complied with and that the Compass Group corporate responsibility strategy is being advanced; and (b) assist Compass Group PLC in reporting accurately its sponsorship and community investment activity and money spent. – If you are unsure about the appropriateness of a sponsorship or community support/investment, you should discuss it with your Line Manager or contact a member of the Legal Department or a member of Group Ethics & Integrity. <p>For requirements related to Disclosure Thresholds and Approval Limits, please refer to <i>Appendix A</i> located here.</p>
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POTENTIAL OR ACTUAL CONFLICT OF INTEREST

Area of Risk	<div data-bbox="363 546 416 600">1</div> Bribery and Corruption
Definition	<p>A situation in which your personal interests (or that of someone close to you) are, or appear to be, incompatible with Compass' best interests. A conflict of interest may arise due to:</p> <ul style="list-style-type: none"> – relationships within or outside Compass Group where we have a personal relationship with a person within the Group; or you or a direct family member or friend have a personal, social or business relationship with a government official or person from an organization that conducts business or competes with Compass. – outside work interests where you do work for a third party, have a secondary business or arrangement which would impact your commitments and responsibilities to Compass. – investments and financial interests where you, a relative, friend or a business associate have a controlling or significant interest in or are a director, officer, trustee of a company (or its connected companies) that does business or competes with Compass. – family relationships where a member of our family works for a company that does business or competes with Compass. – external board participation, including paid, unpaid positions on either for profit or not for profit organizations.
Expectation	<ul style="list-style-type: none"> – Proactively disclose any potential or actual conflicts of interest and manage the situation with your Line Manager. – Line Managers should ensure they properly assess and take appropriate steps to mitigate identified or potential business integrity risks including minimizing perception of a conflict of interest and report such conflicts of interest to Legal or HR.
Red Flags/Warning Signs	<ul style="list-style-type: none"> – Having a part-time or secondary employment with a company which competes with, provides services to, or has a business relationship with, Compass. – A family member or friend working for a Compass supplier or government body using Compass services can influence your decision-making process. – A close friend or family member is an employee within your line of management. – Having an ownership interest in a local company supplying goods to the Compass unit you manage.
What You need to do	<ul style="list-style-type: none"> – Inform your Line Manager or Unit Manager immediately if you become aware of a potential or actual conflict of interest. Including where you may be privy to confidential information relating to M&A activity. – Employees and relevant third parties should be required to disclose any conflicts of interest before appointment and then following appointment to advise Compass of any changes. – Record the potential or actual conflict of interest in the Compass Group Disclosures Register. – Line Managers should ensure that an action plan is in place to actively and effectively manage conflicts of interest and undertake a review of the action plan annually.

TRAVEL AND EXPENSE

Area of Risk	1 Bribery and Corruption
Definition	<ul style="list-style-type: none"> – Travel and non-travel related expenses that may be paid via P-cards, corporate credit cards or otherwise incurred by an employee and claimed through an expense management system. Such expenses can include travel, entertainment and other expenses that are permissible and incurred while engaged in or conducting business on behalf of Compass.
Expectation	<ul style="list-style-type: none"> – Travel and expenses must be incurred while conducting business on behalf of Compass and must be proportionate to the circumstances and in line with local policy. – The most senior Compass person present should pay for and seek reimbursement of expenses incurred in relation to gifts and hospitality involving internal and/or external third parties. In this situation, unless exceptional circumstances exist, paying an invoice or bill must not be delegated.
Red Flags/Warning Signs	<ul style="list-style-type: none"> – Expense payments made in large round sums. – Expense claims which have no or insufficient supporting documentation and lack explanation of purpose. – Expenses appear excessive for the activities. – Lack of verification about attendees to meals. – The most senior Compass manager present did not pay the final bill for a meal or other hospitality. – Handwritten expenses submitted as a substitute to electronic receipts or invoices.
What You need to do	<ul style="list-style-type: none"> – Ensure such expenses are not lavish, have a legitimate business purpose and are supported by adequate documentation. – If you are the most senior person present, you must pay the final bill for a meal or other hospitality. – Maintain adequate segregation of duties and delegation of financial authority in approval processes. – Ensure that any expenses involving a third party, which may fall under the definition of gift and hospitality and meet the thresholds as per the gifts and hospitality policy above, are pre-approved (where required), recorded and disclosed in the Compass Group Disclosures Register in accordance with the applicable thresholds. – As an approver, review expenses for appropriateness and correctness. <p>For requirements related to Disclosure Thresholds and Approval Limits, please refer to <i>Appendix A</i> located here.</p>

FRAUD AND THEFT

2

Fraud means being untruthful (either by what you do or do not do) or using your position inappropriately for your own benefit. It may include situations when an employee obtains personal gain or advantage at Compass' expense, such as fraudulent financial reporting or expenses, manipulation, falsification or alteration of a document, account or submission, falsification of Compass books and records.

Theft means taking the personal benefit of that which does not belong to you.

Fraud is often closely connected to many other types of financial crime, including bribery and corruption, insider trading, money laundering, sanctions, and tax evasion.

OUR PRINCIPLE

Compass Personnel must not knowingly be involved with or commit fraud or theft.

AREAS OF RISK

- Asset misappropriation
- Financial and Non-Financial Reporting

ASSET MISAPPROPRIATION, FINANCIAL AND NON-FINANCIAL REPORTING

Area of Risk	<div style="background-color: #008080; color: white; border-radius: 50%; width: 20px; height: 20px; display: flex; align-items: center; justify-content: center; margin: 0 auto;">2</div> Fraud and Theft
Definition	<ul style="list-style-type: none"> – Examples of asset misappropriation include theft or misuse of Compass assets; misuse of Compass equipment or resources for personal benefit, such as theft of inventory, equipment or cash; false invoicing; or improper expenditures or liabilities. – Inconsistency between financial and non-financial information, usually in the form of falsification of financial statements to obtain some form of improper benefit. It includes falsifying documents, overstating revenues, profits, and assets, and understating expenses, losses, and liabilities, deliberate misapplication of accounting or other regulations or policies, recording transactions without genuine substance or with deliberate inaccuracies, manipulating vendor master data details or bank accounts, creating invalid or non-existent vendors.
Expectation	<ul style="list-style-type: none"> – Do not knowingly commit, be a party to or be involved in fraudulent activities whatsoever whether you personally benefit or not. – Report all frauds or series of frauds, including suspicions or attempts to commit fraud, in accordance with the Speak and Listen Up Policy, and the <i>DOA</i>⁹. The escalation of fraud and theft reporting is dependent upon both the value of the expected financial loss, or the potential reputational damage to Compass.
Red Flags/ Warning Signs	<ul style="list-style-type: none"> – Employee maintaining unusual relationship with supplier(s)/customer(s) and/or not disclosing a conflict. – Employee living beyond their means or sudden lifestyle changes. – Colleague unwilling to share duties or take vacations. – Not following usual and routine procedures. – Unusual credit card payments (e.g., unclear, delayed, inflated, lack of justification or insufficient receipts). – Splitting of purchase orders or payment or consistently using low quotes from one vendor. – Frequent practice of urgent purchase order requests or use of one-time vendor account. – Contracts, agreements, purchase orders and invoices lacking details relative to services. – Request to pay in a different currency, location or address. – Anomalies in spend analysis or accounts/balances not in line with projections or forecasts.
What You need to do	<ul style="list-style-type: none"> – Assess fraud as part of regular business risk reviews and develop/implement required risk management response plans where relevant. – Report and record frauds or series of frauds, including suspicions or attempts to commit fraud which could result in an actual or potential loss of: <ul style="list-style-type: none"> – US\$3,000 (or local equivalent) or more in accordance with local practice and the <i>DOA</i> notification requirements; and – US\$20,000 (or local equivalent) or more in Compass Group's Case Management System and ensure compliance with the <i>DOA</i>⁹ notification requirements. – Major frauds (e.g., where the amount involved is expected to exceed US\$250,000 (or local equivalent) or, irrespective of the value of loss, there could be serious reputational damage to Compass Group, or a senior executive, must be reported immediately to the North America CEO, the North America CFO, and the North America General Counsel, who will then report on a regular basis to the Group Head of Ethics & Integrity and recorded in Compass Group's Case Management System. – Where required, ensure the North America internal audit team is engaged to investigate fraud matters in accordance with defined investigation procedures. – Ensure all financial books and records accurately reflect the rationale, purpose, substance and legality of transactions and payments. – Do not pay expenses that are improper, unauthorized, and/or not supported by adequate documentation. – As an approver, ensure that transactions are sufficiently checked and scrutinized before approving.

9. Please see section 12.2 of *DOA*

COMPETITION LAW COMPLIANCE

3

Competition or Anti-trust law is designed to promote fair and free competition within industry and between commercial entities in order that businesses compete and win business on a level playing field.

Most countries in the world have competition laws that regulate how companies must not eliminate, reduce or distort competition in any markets in which they do business. Although the scope and content of applicable competition law may vary from region to region, in general competition law seeks to prohibit anti-competitive agreements and practices and abuse of a dominant position or substantial market power. The majority of competition laws extend beyond national boundaries, meaning that domestic laws could potentially apply to conduct that occurs outside national boundaries. That's why we need to ensure compliance with the rules set out below wherever we operate.

Anti-competitive behavior can expose Compass and Compass Personnel to civil and criminal penalties and damage our brand and reputation. Compass could face lengthy investigations culminating in civil and criminal penalties as well as damages claims and individuals can also be guilty of committing a criminal offense.

OUR PRINCIPLE

Compass is a company that can and does win business fairly. Compass Personnel must comply with competition laws – or antitrust laws - to uphold Compass' commitment to compete fairly with competitors to secure the trust of Compass' customers, suppliers, and its other stakeholders.

AREAS OF RISK

- Agreements and arrangements with competitors
- Inappropriate information exchange with competitors
- Participation in trade association or industry events
- Vertical agreements between different levels of the supply chain
- Abuse of dominance
- Joint ventures

AGREEMENTS AND ARRANGEMENTS WITH COMPETITORS (INCLUDING ORAL AGREEMENTS AND UNDERSTANDINGS)

Area of Risk	<div>3</div> Competition Law Compliance
Definition	<ul style="list-style-type: none"> – Improper dealings or agreements (written or verbal) between competitors, which includes conduct that could be considered “cartel” behavior, including agreeing or fixing sale or purchase prices (“price-fixing”), market sharing or customer allocation, bid rigging, restricting capacity or output, or arrangements that exclude competing firms from a market or collective boycotts. – Care needs to be taken regarding discussing with a competitor the possibility of, and entering into, any arrangement, even an informal one, without it being assessed and approved by the Legal Department.
Expectation	<ul style="list-style-type: none"> – Compass prohibits participation in cartels in all countries, even those that do not have competition laws. – Do not participate in any conversation or discussion or enter into an arrangement, either directly or indirectly (including an informal, unwritten agreement or understanding) with a competitor relating to price fixing, bid rigging, reducing output or capacity, delaying expansions, collective boycott, or other schemes to exclude a competitor, customer allocation or market sharing.
Red Flags/ Warning Signs	<ul style="list-style-type: none"> – Discussing prices, rates or fees with a competitor. – Discussing customers or territories of operation with a competitor. – Discussing future plans for the business with a competitor, including bidding intentions in relation to specific business opportunities. – Sharing any other commercially sensitive information that isn’t in the public domain, such as business costs, profit margins, sales volumes. (See further in the “Inappropriate Information Exchange” section below.) – A request by any third party, including a customer, to do any of the above.
What You need to do	<ul style="list-style-type: none"> – If you have any concerns that a competitor is seeking to discuss and/or agree with you any form of cartel conduct immediately end it, making clear your objection to receiving such a proposal or information immediately inform Legal. – Inform Legal immediately if a customer has requested coordination of bidding activity or other competitive conduct or contract terms. – Inform Legal of any suspected third- party cartel behavior, involving our competitors or suppliers. – Seek further guidance from Legal at the outset when any contracts or other commercial arrangements with competitors are being contemplated. – Obtain approval from Legal prior to these contracts/arrangements being entered into. – Report suspicions of competition law violations to the Legal Department, who, in turn, will escalate to the Group General Counsel and Company Secretary and Group Head of Ethics & Integrity. It doesn’t matter if you believe that the conduct has been going on for a long time, or that everyone else in the market does it. You must report any such suspicions regardless.

INAPPROPRIATE INFORMATION EXCHANGE WITH COMPETITORS

Area of Risk	<div>3</div> Competition Law Compliance
Definition	<ul style="list-style-type: none"> – Exchanging confidential or competitively sensitive information with competitors either directly or indirectly e.g., information that is not public and relating to prices (including supplier prices, customer prices, discounts, rebates), recent current or future revenue, unit cost, profit levels, market shares, customer and supplier lists, salary or wage rates, or bidding intentions.
Expectation	<ul style="list-style-type: none"> – Compass Personnel should not exchange competitively sensitive information with a competitor either directly or indirectly (e.g., via a third party, customer, industry analyst, journalist, trade publication or social media) unless it is in relation to an official joint bid that is being dealt with by Legal. – Compass Personnel should make very clear to distance Compass if a competitor attempts to share competitively sensitive information with us or invites us to engage in any form of collusion. – Compass Personnel should never agree or even discuss with competitors pricing, including the price at which Compass sells or intends to sell goods or services, or any other financial or nonfinancial commercial strategies.
Red Flags/ Warning Signs	<ul style="list-style-type: none"> – Any communication, oral or written, from a competitor regarding its own or Compass' bidding intentions, commercial pricing or non-public financial and non-financial strategies. – An industry contact working for a competitor offers competitively sensitive information about their own company or suggests you each share information confidentially. This sensitivity exists whatever the context, e.g. if it is at a social function as well as in a business setting.
What You need to do	<ul style="list-style-type: none"> – Seek advice from Legal if you have any concerns that you may have received or shared commercially sensitive information or have been asked to provide such information. – Seek advice from Legal before sharing Compass information with competitors (a non-disclosure agreement may be needed even if Legal agree to the disclosure in the very specific circumstances). – Seek advice from Legal before issuing public communications on pricing, volume, or bidding intentions. – If a competitor shares competitively sensitive information, or suggests coordinating behavior, you should object, end the discussion and report the incident immediately to Legal. If the information is shared with you by email, seek guidance from Legal as to how to respond. It will usually be necessary to send a response back underlining that you did not want the information and that you do not wish to receive more of it.

PARTICIPATION IN TRADE ASSOCIATION OR INDUSTRY EVENTS

Area of Risk	<div data-bbox="363 546 416 600">3</div> Competition Law Compliance
Definition	<ul style="list-style-type: none"> – Trade associations, industry bodies, conferences and other industry events can be a beneficial and legitimate part of our business. However, as Compass’ competitors are also likely to be in attendance, it is important that special care is taken in relation to any discussions, whether formal or informal, at these meetings.
Expectation	<ul style="list-style-type: none"> – Do not use attendance at such events, or any associated social events afterwards, as a forum or cover for the improper or inappropriate exchange of commercially sensitive information between competitors. – Seek approval from Legal prior to joining a trade association.
Red Flags/ Warning Signs	<ul style="list-style-type: none"> – Discussions which move away from the agenda items or encroach upon non-public or competitively sensitive information.
What You need to do	<ul style="list-style-type: none"> – Seek advice from Legal if you are a member of a trade association and/or are attending an informal meeting involving competitors or other industry forum, and ensure compliance protocols are followed (e.g., written agenda, competition compliance reminder and a record of what you discussed). – Seek advice from Legal if intending to collaborate with competitors or suppliers in relation to industry, environmental, sustainability or other governance initiatives to ensure any agreement does not restrict or have a negative effect on competition. – Disclose attendance/membership payments in Compass Group Disclosures Register. – Do not discuss topics that relate to competitively sensitive information (in particular marketing/production strategy or pricing/volume of individual competitors and cost data). – Ensure that any information shared at the event is either public or has been aggregated and anonymised. – If the formal meeting strays into commercially sensitive information, or a competitor shares commercially sensitive information or suggests coordinating behavior, seek an end to the discussion immediately and, if this does not occur, leave the meeting after requesting your objection and departure be recorded in the minutes and then inform Legal or the Group Office of Ethics and Integrity. – Be prepared to follow this advice firmly and visibly. It is not sufficient to slip away quietly. Don’t worry if it feels awkward or embarrassing to act in this way in front of your peers or your seniors. If you do not believe you can do this, do not attend the meeting.

VERTICAL AGREEMENTS

Area of Risk	3 Competition Law Compliance
Definition	<ul style="list-style-type: none"> – Vertical agreements made between companies at different levels in the supply chain (e.g., between a supplier or food producer and purchasing business). – Most vertical agreements do not cause concerns including exclusive supply of food services at client's premises. However, a vertical agreement can breach competition law if it has the effect of stopping or restricting customers from on-selling products, imposes exclusive supply or purchasing obligations, allocates exclusive territories or customer groups, or imposes a minimum or fixed resale price.
Expectation	<ul style="list-style-type: none"> – We should not seek to impose any potentially restrictive clauses on commercial partners without clearance from Legal.
Red Flags/ Warning Signs	<ul style="list-style-type: none"> – Exclusive supply agreements with Compass suppliers. – Suppliers who are insistent that Compass adopts their recommended retail pricing and threaten to terminate supply if it does not.
What You need to do	<ul style="list-style-type: none"> – Seek advice from Legal before entering into a vertical agreement. Be particularly aware in areas where Compass may be considered to be dominant or to have strong market power.

ABUSE OF DOMINANCE

Area of Risk	3 Competition Law Compliance
Definition	<ul style="list-style-type: none"> – A business may be considered dominant where it has a market share of around 40% or more although in some circumstances a market share of 25% or above may be sufficient to establish dominance. A dominant company is not permitted to abuse its market power through exclusionary or exploitative conduct, for example, by charging excessive, discriminatory or predatory prices, tying or bundling supply to other goods or services, refusing to deal, requiring exclusive dealing or long-term arrangements.
Expectation	<ul style="list-style-type: none"> – We should not abuse a dominant position by excluding competitors or exploiting customers, in markets where a Compass business may be considered dominant.
Red Flags/ Warning Signs	<ul style="list-style-type: none"> – Offering prices/discounts below cost. – Excessively high pricing.
What You need to do	<ul style="list-style-type: none"> – Seek advice from Legal if Compass potentially is dominant or has strong market power.

JOINT VENTURES

Area of Risk	<div>3</div> Competition Law Compliance
Definition	<ul style="list-style-type: none"> – A joint venture ("JV") is a business arrangement in which two or more parties agree to cooperate to accomplish a particular task/objective. This task can be a new project or any other business activity. JVs can take many different forms.
Expectation	<ul style="list-style-type: none"> – Always obtain advice from Legal in relation to any potential joint venture arrangement. – In a JV with a competitor, do not share or discuss Compass' competitively sensitive information with the JV's directors or employees, or with Compass Personnel seconded to a JV – unless expressly authorized by Legal. – Compass Personnel seconded to a JV should not disclose competitively sensitive information about that JV to other Compass Personnel unless expressly authorized by Legal. – Any JV in which Compass participates will similarly be required to follow an appropriate compliance policy.
Red Flags/ Warning Signs	<ul style="list-style-type: none"> – Any proposal to enter into a JV with a competitor – think about whether it is essential that Compass partners with a competitor. – Any suggestion that Compass shares competitively sensitive information with a competitor to assess the attractiveness of a JV. – During the operation of an established JV, any information sharing (whether you have given or received it) or joint activity which goes beyond the scope of the JV. – The due diligence does not reveal an ultimate beneficial owner or is suspected to be a shell company or hidden behind a trust or nominated director.
What You need to do	<ul style="list-style-type: none"> – Seek advice from Legal before entering into discussions regarding a potential JV. – Follow the protocols advised by Legal if approval is given for commencing discussions, including agreeing an information-sharing protocol with the joint venture partner(s). – Obtain prior approval from Legal before entering into any JV agreements and arrangements. – Conduct Third Party Integrity Due Diligence on entities/individuals receiving/issuing payments in accordance with the <u>Third-party Integrity Due Diligence Policy and Guidance</u>. – Agree an agenda in advance of JV meetings where competitors are present. Stick to the agenda and take minutes of the meeting. Get the minutes agreed by all those present as an accurate record of the business of the meetings and have the minutes signed.

MONEY LAUNDERING, TERRORIST FINANCING AND TAX EVASION

4-6

Crime of all types often generates a benefit (e.g., creates profits or results in the acquisition of property), sometimes called the proceeds of crime. **Money laundering** is the effort made to hide or disguise the proceeds of crime and keep them in criminal hands. It includes the receipt or dealing in criminal property, including by innocent third parties.

Terrorist financing includes receiving or providing money or property where it's intended, or potentially used for, the purposes of terrorism or laundering terrorist property. It is often connected to money laundering.

Tax Evasion is the illegal non-payment or underpayment of tax anywhere in the world.

The facilitation of tax evasion involves knowingly helping another person commit tax evasion or otherwise being complicit in their actions.

OUR PRINCIPLE

Money laundering and terrorist financing offenses may be committed if you know - or should have reasonably suspected - that the money or other assets Compass receives (e.g., from a third party including a customer, supplier or joint venture partner) constitutes the proceeds of crime or are tainted by criminal or terrorist conduct, or that Compass is involved in an arrangement whereby money or other property will be used for terrorist activity.

Compass does not facilitate or condone money laundering, terrorist financing or tax evasion.

AREAS OF RISK

- Handling proceeds of crime
- Facilitating tax evasion/failure to prevent tax evasion

HANDLING PROCEEDS OF CRIME

Area of Risk	<div> <div>4</div> Money laundering/ <div>5</div> Terrorist financing </div>
Definition	<ul style="list-style-type: none"> – Handling, or facilitating the handling of property derived or obtained, directly or indirectly, by any person as a result of criminal or unlawful activity, or the handling, or facilitating the handling of, money which represents the value of any such property.
Expectation	<ul style="list-style-type: none"> – Compass Personnel: <ul style="list-style-type: none"> – must ensure Compass does not receive the proceeds of criminal activities as this can amount to a criminal offense; – must not under any circumstances enter any form of commercial arrangement that involves illegally acquired funds or assets, or that results in the financing of terrorism; and – must not knowingly engage a counterparty who is connected to criminal activity. – Never tip off a counterparty that a potential referral to a law enforcement agency will be made or has already been made as this could potentially violate applicable laws.
Red Flags/ Warning Signs	<ul style="list-style-type: none"> – Payment and/or invoices are requested by or sent from a counterparty split into multiple forms (e.g., cash, bank transfer, cheques) or multiple entities. – Payment and/or invoices are requested to or made from a bank account from or to an entity or individual in a different name to that of the contractual counterparty. – Use of multiple foreign bank accounts outside of the counterparty's business registration. – The due diligence does not reveal an ultimate beneficial owner or is suspected to be a shell company or hidden behind a trust or nominated director. – A counterparty uses unusual or suspicious documents, and the details and references cannot be readily verified. – The counterparty's background differs from what we would expect given their business activities. – The customer suggests an unusual or non-customary way of handling the transaction. – The origin or purported use of funds is not consistent with the organization's purpose. – Payments to the third party are to be made outside the country and/or to a country linked to money laundering activity. – The transaction involves, or relates to, a country with close links to terrorism or where proscribed organizations are active.
What You need to do	<ul style="list-style-type: none"> – Conduct Third Party Integrity Due Diligence on entities/individuals receiving/issuing payments in accordance with the <u>Third-party Integrity Due Diligence Policy and Guidance</u>. – Monitor the dealings and activities of counterparties for red flags that may give rise to a suspicion that they are engaging in money laundering and refer to Legal or Group Ethics & Integrity as soon as possible. – Ensure that relevant checks relating to the source of the proceeds are completed on monies that will be received by agents acting on behalf of Compass and appropriate anti-money laundering and counter-terrorism financing representations and warranties are included in the agreement/contract. – Report suspicions of money laundering or that we may be dealing with the proceeds of crime to the Legal Department, who, in turn, will escalate to the Group Head of Ethics & Integrity. – Ensure jurisdiction or business unit specific Anti-Money Laundering policies/procedures are implemented as required to comply with applicable local laws and regulations. – Assess money laundering and terrorist financing as part of regular business risk reviews and develop/implement required risk management response plans where relevant.

TAX EVASION

Area of Risk	<div>6</div> Tax evasion
Definition	<ul style="list-style-type: none"> – Facilitating tax evasion occurs when someone knowingly helps another person commit a relevant tax evasion offense or otherwise being complicit in their action, even if doing so does not benefit them in any way.
Expectation	<ul style="list-style-type: none"> – Compass Personnel: <ul style="list-style-type: none"> – must not under any circumstances participate in, advise on or otherwise encourage, assist or facilitate any form of tax evasion; and – must comply with all prevention procedures put in place by Compass in relation to tax evasion, including completing any applicable training and appropriately escalating any concerns. – Never tip off a counterparty that a potential referral to a law enforcement agency will be made or has already been made as this could potentially violate applicable laws.
Red Flags/ Warning Signs	<ul style="list-style-type: none"> – Payment and/or invoices are requested by or sent from a counterparty split between multiple forms (e.g., cash, bank transfer, cheques) or multiple entities. – Payment and/or invoices are requested to or made from a bank account from or to an entity or individual in a different name to that of the contractual counterparty. – Use of multiple foreign bank accounts outside of the counterparty's place of business registration. – The due diligence does not reveal an ultimate beneficial owner or is suspected to be a shell company or hidden behind a trust or nominated director. – A counterparty uses unusual or suspicious documents, and the details and references cannot be readily verified. – The customer suggests an unusual or non-customary way of handling the transaction. – The origin or purported use of funds is not consistent with the organization's purpose.
What You need to do	<ul style="list-style-type: none"> – Monitor the dealings and activities of counterparties for red flags that may raise suspicion that they are engaging in tax evasion and refer to Legal or Group Ethics & Integrity as soon as possible. – Ensure that relevant checks relating to the source of the proceeds are completed on monies that will be received by agents acting on behalf of Compass and appropriate anti-tax evasion representations and warranties are included in the agreement/contract. – Report suspicions of tax evasion or facilitation of tax evasion or that we may be dealing with the proceeds of crime to the Legal Department, who, in turn, will escalate to the Group Head of Ethics & Integrity. – Ensure jurisdiction or business unit specific tax compliance policies/procedures are implemented as required to comply with applicable local laws and regulations. Consult the Tax Department to ensure compliance with relevant minimum standards and alignment with US and Group Tax strategy. – Assess tax evasion as part of regular business risk reviews and develop/implement required risk management response plans where relevant.

SANCTIONS AND TRADE CONTROLS

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Compass is committed to conducting its business in an honest and ethical manner wherever it operates. As part of this culture, all relevant laws and regulations must be complied with, including applicable sanctions and trade control programs ("sanctions programs").

Sanctions programs are put in place by governments and intergovernmental organizations that prohibit or restrict transactions by or with certain individuals, entities, sectors and/or countries.

Compass complies with a range of domestic and international sanctions programs. These programs may relate to countries where we do business, who our customers are, the people who work for us or on our behalf, how we enter into transactions, and the banking services we make use of.

Compass aims to take effective and necessary precautions to manage the risks of breaching sanctions and trade controls regulations. Compass does not interact directly or indirectly with sanctioned parties without prior approval that the prospective transaction does not violate applicable sanctions or otherwise expose Compass to unnecessary risk. Any activity with countries, individuals, entities, goods or services subject to sanctions or trade controls can only occur where appropriate approvals, licenses or exemptions are in place.

OUR PRINCIPLE

Compass respects and adheres to all sanctions programs that apply to our company. We do not do business with sanctioned individuals, entities, sectors, or countries.

You must not under any circumstances knowingly enter into any form of transaction or commercial relationship that could potentially violate the sanctions programs applicable to Compass. This includes transactions involving individuals or entities on sanctions lists, transactions involving sanctioned countries or prohibited transactions with sanctioned sectors.

AREAS OF RISK

- Entering into new sectors/new territories
- Entering into new third-party relationships
- New sanctions/asset freezes on existing third parties

ENTERING INTO NEW SECTORS/NEW TERRITORIES

Area of Risk	7 Sanctions and Trade controls
Definition	<ul style="list-style-type: none"> – Establishment of any business which involves the establishment of a branch or the incorporation of a company in a country in which Compass does not currently operate or the introduction of any new business or entry into a new contract in any territory or territorial waters outside the country of residence of the operating company or the introduction of a new business sector/line in an existing country. – Entry into new territories/sectors can potentially create sanctions risks as the relevant territory/sector may be subject to sanctions in another jurisdiction where Compass operates. In addition, new territories may have their own unique sanctions requirements which Compass will have to ensure we adhere to.
Expectation	<ul style="list-style-type: none"> – Compass respects and adheres to all sanctions programs and will not do business with relevant prohibited sanctioned countries or sectors.
Red Flags/ Warning Signs	<ul style="list-style-type: none"> – New businesses in the following jurisdictions or that border/have close connections to the following jurisdictions may pose particular sanctions risks: Belarus, Burundi, Central African Republic, Cuba, Crimea, Democratic Republic of the Congo, Iraq, Iran, Lebanon, Libya, Nicaragua, North Korea, Russia, Somalia, Sudan, South Sudan, Syria, Ukraine, Venezuela, Yemen, Zimbabwe.¹⁰
What You need to do	<ul style="list-style-type: none"> – Follow the <i>DOA</i> in relation to entering new countries, territories or sectors. – Obtain appropriate approval from the US General Counsel and Group Head of Ethics & Integrity before having any dealings involving an individual or entity linked to a sanctioned country or sector.

10. Please consult the US General Counsel or Group Ethics & Integrity for the most recent high/very high-risk country list.

ENTERING INTO NEW THIRD PARTY RELATIONSHIPS

Area of Risk	<div data-bbox="363 546 416 600">7</div> Sanctions and Trade controls
Definition	<ul style="list-style-type: none"> – Entering into new third-party relationships presents potential sanctions risks as these third parties may be subject to sanctions or owned/controlled by individuals/entities subject to sanctions. Third parties subject to sanctions may also attempt to conceal this fact from Compass in order to circumvent sanctions requirements. – Third parties include customers, suppliers, contractors/subcontractors, organizations we partner with (such as joint venture partners, acquisition and divestment targets), advisers (business, financial, legal and lobbyists), intermediaries, distributors, agents and all other contractual counterparties.
Expectation	<ul style="list-style-type: none"> – All new third parties should be screened against sanctions lists in accordance with the Consultants and Advisors section of the <i>DOA</i> and pursuant to the <u>Third-Party Integrity Due Diligence Policy</u> and <i>Guidance</i> requirements.
Red Flags/ Warning Signs	<ul style="list-style-type: none"> – Third party affiliated or associated with any individual or entity targeted by sanctions. – Third Party has been recently established and has significant financial resources at its disposal, and it is unclear how it came into possession of these financial resources. – The Third party's corporate structure involves a holding company located in an offshore jurisdiction. – The Third party is not familiar with the use of the goods or services and/or does not ask any commercial or technical questions that would normally be asked during business negotiations. – The payment terms or method of payment are unusual (e.g., the Third party is willing to pay a large amount in cash immediately (non-bank transfers)).
What You need to do	<ul style="list-style-type: none"> – Conduct Third Party Integrity Due Diligence for all new and existing third parties in accordance with the <u>Third-Party Integrity Due Diligence Policy</u> and <i>Guidance</i>. – Be alert to potential attempts by third parties to conceal their connection to sanctioned individuals/entities. – Ensure all written contracts with third parties contain a requirement to comply with all applicable laws, including those related to trade sanctions.

NEW SANCTIONS/ASSET FREEZES ON EXISTING THIRD PARTIES

Area of Risk	<div data-bbox="359 548 411 600">7</div> Sanctions and Trade controls
Definition	<ul style="list-style-type: none"> – On some occasions, an existing third party may become subject to sanctions/an asset freeze during the course of their relationship with Compass. This creates a risk that Compass may unintentionally breach sanctions by continuing with an ongoing transaction that has become prohibited while in progress.
Compass Rule	<ul style="list-style-type: none"> – Any transaction involving a third party who becomes sanctioned by a relevant jurisdiction at any point during the course of the transaction must immediately be put on hold and relevant assets/funds frozen. – Do not, under any circumstances, edit or conceal the details of a transaction potentially involving a sanctioned individual, entity, country or sector in order to allow it to proceed in breach of this policy.
Red Flags/ Warning Signs	<ul style="list-style-type: none"> – A third party makes a sudden or unexplained change to a transaction. – A third party applies undue or disproportionate pressure to complete a transaction quickly. – A third party requests that material details of a transaction are omitted or concealed in key documents. – A bank involved in a transaction freeze or refuses to process that transaction.
What You need to do	<ul style="list-style-type: none"> – Perform ongoing and regular monitoring on onboarded third parties in accordance with the Third-party Integrity Due Diligence Policy and <i>Guidance</i> to detect if they become sanctioned. – Do not under any circumstances continue with a transaction if you know or suspect that a connected third party has become subject to relevant sanctions. This includes receiving any payments from or making any payments to the third party, or otherwise dealing with their assets in any way. – You should immediately inform the US General Counsel, who, in turn, will notify the Group Head of Ethics & Integrity of any transactions that are in progress involving a third party that has become sanctioned so that they can determine the appropriate next steps.

FURTHER INFORMATION

COMPLIANCE WITH THIS POLICY

You must ensure that you read, understand and comply with this policy and complete all mandatory training in relation to it. You must avoid any activity or behavior that might lead to, or suggest, a breach of this policy, which in turn could give rise to non-compliance with applicable business integrity laws and could amount to a criminal offense.

Everyone at Compass has a responsibility to report potential breaches of this Policy. Compass encourages reporting of all concerns and is committed to protecting reporters from suffering detriment or retaliation as a result.

If you know or suspect a breach of this Policy, you may raise your concern with your manager or Unit Manager, your local Human Resources Manager, a member of the Legal Department, or a member of Group Ethics & Integrity.

Compass Personnel and our business partners may also use our confidential global whistleblowing and reporting program [Speak Up. We're Listening](#) to seek guidance and/or report any concerns of non-compliance with this Policy.

MONITORING AND REVIEW

This Policy will be reviewed periodically by the Compass Group PLC Executive Committee, as well as US executive leadership.

Compass Personnel are invited to comment on this Policy and suggest ways in which it might be improved. Comments, suggestions, and queries should be submitted via the [Group Ethics & Integrity portal](#) using the ask a question function.



MISCELLANEOUS

This Policy does not form part of any Compass Personnel's contract of employment, and we may amend it at any time.

This Policy has been approved by the Compass Group PLC Executive Committee as well as US executive leadership.

A handwritten signature in dark ink that reads "Dominic".

DOMINIC BLAKEMORE
GROUP CHIEF EXECUTIVE, COMPASS GROUP PLC