

Number of Company:

2090126

**THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES**

**SPECIAL RESOLUTION OF
COMPASS GROUP PLC**

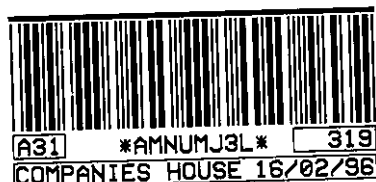
At the ninth Annual General Meeting of the Company held at The Institute of Directors, 116 Pall Mall, London SW1Y 5ED on 2 February, 1996 resolution 9 was passed as a Special Resolution of the Company:-

SPECIAL RESOLUTION

"THAT the Directors be, and hereby are, empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities (within the meaning of Section 94 of the Act) for cash pursuant to the general authorities granted to the Directors to allot relevant securities (within the meaning of Section 80 of the said Act) on 31 January 1995 and on 25 July 1995 as if sub-section (1) of Section 89 of the said Act did not apply to any such allotment provided that this power shall be limited:

- (a) to the allotment of equity securities in connection with any rights issue in favour of the holders of ordinary shares on the register of members at such record date or dates as the Directors may determine for the purpose of the issue where the equity securities respectively attributable to the interests of all such holders of ordinary shares are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them at any such record date or dates so determined, but subject to such exclusions or arrangements as the Directors may deem necessary or desirable to deal with fractional entitlements or practical problems under the laws of any overseas territory or the requirements of any regulatory body or stock exchange;
- (b) to the allotment of equity securities pursuant to the terms of any share scheme for employees approved by the members in General Meeting; and
- (c) to the allotment (otherwise than pursuant to sub-paragraphs (a) and (b) above) of equity securities up to an aggregate nominal amount of £786,854;

and shall expire on the date fifteen months from the passing of this resolution and the date of the next Annual General Meeting after the passing of this resolution save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired".



J.M. Johnson
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Chairman