

COMPANY NUMBER 03867230

PRIVATE COMPANY UNLIMITED WITH SHARES

WRITTEN RESOLUTION

OF

THE MEMBERS

OF

COMPASS OVERSEAS INVESTMENTS NO. 2 ("the Company")

31 October 2014

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution

In accordance with the provisions of section 288(3)(b) of the Companies Act 2006, Compass Group Holdings PLC and Compass Overseas Holdings No 2 Limited being the members of Compass Overseas Investments No 2 who at the date of this Resolution are entitled to attend and vote at a general meeting of the Company, RESOLVE to pass the following as a written resolution:

1. THAT the name of the Company be changed to "**Compass Group Capital No. 2**"

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions

The undersigned, a person entitled to vote on the Resolutions on 31 October 2014 (the *Circulation Date*), hereby irrevocably agrees to the Resolutions

Signed for and on behalf of COMPASS GROUP HOLDINGS PLC

M. White

Date 5/11/2014

Signed for and on behalf of COMPASS OVERSEAS HOLDINGS NO 2 LIMITED

M. White

Date 5/11/2014

SATURDAY



A21 *A3K8U04Z* 08/11/2014 #31
COMPANIES HOUSE

A copy of this resolution has been sent to the Company's auditors, KPMG LLP pursuant to section 502(1) of the Companies Act 2006

NOTES

If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

By Hand or by Post delivering the signed copy to the Company at Compass House, Guildford Street, Chertsey, Surrey KT16 9BQ

If you do not agree to the Resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply

Once you have indicated your agreement to the Resolutions, you may not revoke your agreement

Unless, by 28 days following the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or on this date