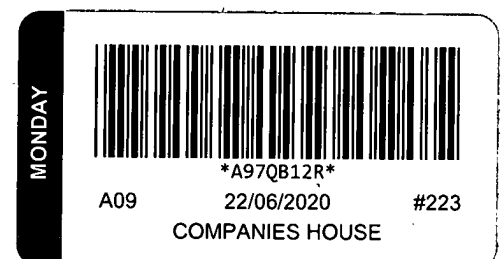


**Company Registration No. 03078635**

**Compass Overseas Holdings No. 2 Limited**

**Annual Report and Financial Statements**

**For the year ended 30 September 2019**



# **Compass Overseas Holdings No. 2 Limited**

## **Annual report and financial statements 2019**

<b>Contents</b>	<b>Page</b>
<b>Officers and professional advisers</b>	<b>1</b>
<b>Strategic Report</b>	<b>2</b>
<b>Directors' Report</b>	<b>3</b>
<b>Directors' Responsibilities Statement</b>	<b>5</b>
<b>Independent Auditor's Report to the members of Compass Overseas Holding No.2 Limited</b>	<b>6</b>
<b>Profit and loss account</b>	<b>8</b>
<b>Balance sheet</b>	<b>9</b>
<b>Statement of changes in equity</b>	<b>10</b>
<b>Notes to the accounts</b>	<b>11</b>

# **Compass Overseas Holdings No. 2 Limited**

## **Annual report and financial statements 2019**

### **Officers and professional advisers**

#### **Directors**

S J Sergeant  
A R Yapp

#### **Secretary**

Compass Secretaries Limited

#### **Registered Office**

Compass House  
Guildford Street  
Chertsey  
Surrey  
KT16 9BQ

#### **Auditor**

KPMG LLP  
15 Canada Square  
London  
E14 5GL

# Compass Overseas Holdings No. 2 Limited

## Strategic Report

The directors, in preparing this Strategic Report, have complied with section 414C of the Companies Act 2006 (CA 2006).

### Business review and principal activities

Compass Overseas Holdings No. 2 Limited (the Company) is a wholly-owned subsidiary of Compass Group Holdings PLC. The ultimate holding company is Compass Group PLC. The Company acts as a holding company principally for subsidiaries resident outside the United Kingdom and it is the intention of the directors that the Company will continue to act as a holding company for overseas subsidiaries.

The results for the Company show a pre-tax profit for the year of £204,522,000 (2018: £589,620,000) and net assets at 30 September 2019 of £7,779,244,000 (2018: £7,913,218,000).

The Company's directors believe that analysis using key performance indicators is not necessary for an understanding of the position of the Company. The performance of Compass Group PLC (the Group) is discussed in its Annual Report which does not form part of this Report. A copy of the Compass Group PLC Annual Report 2019 can be found on the Compass Group PLC website at [www.compass-group.com](http://www.compass-group.com) or from the Company Secretarial Department at Compass House, Guildford Street, Chertsey, Surrey, KT16 9BQ.

### Principal Risks and Uncertainties

The Compass Group's (the Group) operations have been significantly disrupted as a result of the recent and rapid development of the COVID-19 pandemic outbreak. The rapidity with which the COVID-19 pandemic has spread is causing unprecedented uncertainty around the world for businesses and communities alike. The acceleration of special containment measures which have been adopted by governments and clients across the globe to protect as many lives as possible, have required some of the Company's subsidiaries to reduce or suspend business operations in certain countries and sectors whilst creating a very challenging environment for those areas of our business that have been able to continue to operate during these extraordinary times.

The Company has only intra-group investments and balances, no third party debt and hence no external interest rate exposure. Certain investments in subsidiary undertakings and intra-group balances are denominated in foreign currency. The Company has the potential to hedge account for some of its currency borrowings against equity investments and any gain or loss associated with the translation of residual balances is taken to the profit and loss account.

From the perspective of the Company, the principal risks and uncertainties are integrated with the principal risks of the Group and are not managed separately. Group risks are discussed in the Group's Annual Report which does not form part of this Report. Further details of the COVID-19 pandemic's impact on the Group can be found in the Compass Group 2020 Interim Results.

The UK is currently in a period of transition leading up to its withdrawal from the EU. The Company's subsidiaries have been taking actions to assess and mitigate against any impact of Brexit. The uncertainty about future arrangements between the UK and the EU, and the period for which existing EU laws for member states continue to apply to the UK, will persist.

After making enquiries and receiving a letter of support from the ultimate parent company, Compass Group PLC, the directors have a reasonable expectation that the Company, as part of the Compass Group, has adequate resources to continue in existence for the 12 months from the date of this Report. For this reason, the directors continue to adopt the going concern basis in preparing the accounts.

Approved by the Board of Directors and signed on behalf of the Board



S J Sergeant  
Director

17 June 2020

Compass Overseas Holdings No. 2 Limited  
Registered in England and Wales No. 03078635

# Compass Overseas Holdings No. 2 Limited

## Directors' Report

The directors present their Annual Report and the audited financial statements for the year ended 30 September 2019.

### Financial Instruments

The Company has entered into fair value hedges of the exchange element of the fair value risk of a portion of its investments in Compass Group International B.V. and Compass Group North America Investments Limited. Certain EUR and USD borrowings have been designated as hedging instruments in this relationship.

### Dividends

During the year, the Company paid interim dividends to the parent company of £346,636,000 (2018: £619,016,000) more details of which can be found in note 9 on page 15. The directors do not recommend the payment of a final dividend in respect of the financial year ended 30 September 2019 (2018: £nil).

### Directors

The following served as directors throughout the year and up to the date of the Report unless otherwise indicated:

L E Carr (resigned 20 November 2018)  
S J Sergeant  
A R Yapp

### Directors' qualifying third party indemnity

A qualifying third party indemnity provision as defined in section 234(2) - (6) of the CA 2006 is and was in full force and effect for the benefit of each of the directors of the Company, both at the date of this Report and throughout the financial year to which this Report relates.

### Post balance sheet events

The Company's subsidiaries operations have been significantly disrupted as a result of the recent and rapid development of the COVID-19 pandemic outbreak. The rapidity with which the COVID-19 pandemic has spread is causing unprecedented uncertainty around the world for businesses and communities alike.

The acceleration of special containment measures which have been adopted by governments and clients across the globe to protect as many lives as possible, have required some of the Company's subsidiaries to reduce or suspend business operations in certain countries and sectors whilst creating a very challenging environment for those areas of our business that have been able to continue to operate during these extraordinary times.

On 31 October 2019, the Company transferred its investment in Compass Group Vending Holding B.V. to its subsidiary investment, Compass Group International B.V. The transfer was at book value in exchange for an additional share in Compass Group International B.V. The Company's total investment value in subsidiary undertakings remains the same.

### Directors' disclosure of information to Auditor

Each of the persons who is a director at the date of approval of this Report confirms that:

- the directors have permitted the auditor to undertake whatever inspections it considers to be appropriate for the purpose of enabling the auditor to give its audit opinion
- the director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the CA 2006.

## Compass Overseas Holdings No. 2 Limited

### Directors' Report (continued)

#### Auditor

In accordance with the provisions of section 485(2) of the CA 2006, the current appointment of KPMG LLP as the Company's auditor will end at the conclusion of the current period for appointing auditors.

KPMG LLP has advised of its willingness to act as auditor of the Company. The directors will therefore seek shareholder approval to (i) reappoint KPMG LLP to hold office until the end of the next period for appointing auditors under section 485(2) of the CA 2006 and (ii) to grant the directors authority to agree how much the auditor should be paid.

Approved by the Board of Directors and signed on behalf of the Board



S J Sergeant  
Director  
17 June 2020

Compass Overseas Holdings No. 2 Limited  
Registered in England and Wales No. 03078635

# Compass Overseas Holdings No. 2 Limited

## Directors' Responsibilities Statement

The directors are responsible for preparing the Strategic Report, the Directors' Report and the financial statements in accordance with applicable law and regulations.

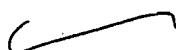
Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 101 *Reduced Disclosure Framework*.

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently
- make judgements and estimates that are reasonable, relevant, reliable and prudent
- state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the CA 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Signed on behalf of the Board of Directors



S J Sergeant  
Director

17 June 2020

# **Independent Auditor's Report to the Members of Compass Overseas Holdings No. 2 Limited**

## **Opinion**

We have audited the financial statements of Compass Overseas Holdings No. 2 Limited (the Company) for the year ended 30 September 2019 which comprise:

- the Profit and loss account
- Balance sheet
- Statement of changes in equity; and
- Related notes, including the accounting policies in note 1

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 30 September 2019 and of its profit for the year then ended
- have been properly prepared in accordance with UK accounting standards, including FRS 101 *Reduced Disclosure Framework*; and
- have been prepared in accordance with the requirements of the CA 2006

## **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the Company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

## **Going concern**

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Company or to cease its operations, and as they have concluded that the Company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements (the going concern period).

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least a year from the date of approval of the financial statements. In our evaluation of the directors' conclusions, we considered the inherent risks to the Company's business model and analysed how those risks might affect the Company's financial resources or ability to continue operations over the going concern period. We have nothing to report in these respects.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the Company will continue in operation.

## **Strategic report and directors' report**

The directors are responsible for the Strategic Report and the Directors' Report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the Strategic Report and the Directors' Report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the Strategic Report and the Directors' Report
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the CA 2006



# **Independent Auditor's Report to the Members of Compass Overseas Holdings No. 2 Limited (continued)**

## **Matters on which we are required to report by exception**

Under the CA 2006 we are required to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

We have nothing to report in these respects.

## **Directors' responsibilities**

As explained more fully in their statement set out on page 5, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.


## **Auditor's responsibilities**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities).

## **The purpose of our audit work and to whom we owe our responsibilities**

This Report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the CA 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members, as a body, for our audit work, for this Report, or for the opinions we have formed.



**Zulfikar Walji (Senior Statutory Auditor)**  
**for and on behalf of KPMG LLP, Statutory Auditor**  
*Chartered Accountants*  
15 Canada Square  
London  
E14 5GL  
17 June 2020

## Compass Overseas Holdings No. 2 Limited

### Profit and loss account For the year ended 30 September 2019

	Notes	2019 £'000	2018 £'000
Provision against investment in subsidiary undertakings	9	(1,046,795)	-
Foreign exchange (loss)/gain	4	(24,578)	2,752
<b>Operating (loss)/gain</b>		<b>(1,071,373)</b>	<b>2,752</b>
Income from shares in Group undertakings		1,319,669	645,529
Interest receivable and similar income	5	120,329	79,501
Interest payable and similar expenses	6	(164,103)	(138,162)
<b>Profit before taxation</b>		<b>204,522</b>	<b>589,620</b>
Tax credit on profit	7	8,140	12,015
<b>Profit for the financial year after taxation</b>		<b>212,662</b>	<b>601,635</b>

All amounts in the current and prior year relate to continuing activities.

The notes on pages 11 to 25 form part of these financial statements.

# Compass Overseas Holdings No. 2 Limited

## Balance sheet As at 30 September 2019

	Notes	2019 £'000	2018 £'000
<b>Fixed assets</b>			
Investments	9	10,919,446	11,871,541
<b>Current assets</b>			
Debtors: amounts falling due after more than one year	10	27	27
Debtors: amounts falling due within one year	11	944,028	111,533
Cash at bank and in hand		9	83
		944,064	111,643
<b>Current liabilities</b>			
Creditors: amounts falling due within one year	12	(4,084,266)	(4,069,966)
<b>Net current liabilities</b>		(3,140,202)	(3,958,323)
<b>Total assets less liabilities</b>		7,779,244	7,913,218
<b>Capital and reserves</b>			
Called up share capital	13	3,251	3,251
Profit and loss account		7,775,993	7,909,967
<b>Shareholders' funds</b>		7,779,244	7,913,218

The financial statements of Compass Overseas Holdings No.2 Limited (registered number 03078635) were approved by the Board of Directors on 17 June 2020.

Signed on behalf of the Board of Directors



S J Sergeant  
Director

The notes on pages 11 to 25 form part of these financial statements.

## Compass Overseas Holdings No. 2 Limited

### Statement of changes in equity For the year ended 30 September 2019

	Note	Share capital £'000	Profit and loss account £'000	Total £'000
At 1 October 2017		3,251	7,927,348	7,930,599
Profit for the year		-	601,635	601,635
Dividends paid	8	-	(619,016)	(619,016)
<b>At 30 September 2018</b>		<b>3,251</b>	<b>7,909,967</b>	<b>7,913,218</b>
Profit for the year		-	212,662	212,662
Dividends paid	8	-	(346,636)	(346,636)
<b>At 30 September 2019</b>		<b>3,251</b>	<b>7,775,993</b>	<b>7,779,244</b>

The notes on pages 11 to 25 form part of these financial statements.

# Compass Overseas Holdings No. 2 Limited

## Notes to the accounts For the year ended 30 September 2019

### 1. Accounting policies

The significant accounting policies adopted in the preparation of the financial statements of the Company are set out below.

#### Basis of preparation

These financial statements are prepared in accordance with the historical cost convention, *Financial Reporting Standard 101 Reduced Disclosure Framework* (FRS 101), and in accordance with applicable United Kingdom laws. The Company has not prepared consolidated financial statements as it is a wholly-owned subsidiary of Compass Group PLC, a Company registered in the United Kingdom and the ultimate parent which prepares consolidated financial statements (section 400 CA 2006). In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU (Adopted IFRS), but makes amendments where necessary in order to comply with the CA 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken. These financial statements thus present information about the Company as an individual undertaking not as a Group undertaking.

In these financial statements, the Company has applied the exemptions under FRS 101 in respect of the following disclosures:

- a cashflow statement and related notes
- disclosures in respect of transactions with wholly owned subsidiaries; and
- the effect of new but not yet effective IFRS

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

#### Going concern

Notwithstanding the current economic uncertainties arising from the COVID-19 outbreak and the net current liabilities of £3,140,202,000 as at 30 September 2019, the financial statements have been prepared on a going concern basis which the directors consider to be appropriate for the following reason:

- Compass Group PLC has indicated its intention to continue to make available funds as needed by the Company for a period of twelve months from the date of approval of the financial statements.

Consequently, the directors are confident that the Company will have sufficient funds to continue to meet its liabilities as they fall due for at least twelve months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

#### Investments in subsidiary undertakings

Investments are stated at cost together with subsequent capital contributions, less any provision for impairment in value, and adjustments for the effect of fair value hedges, where appropriate. In the opinion of the directors the value of such investments are not less than shown at the balance sheet date.

Investment income is measured at the fair value of the consideration received or receivable. It represents dividend income which is recognised when the right to receive payment is established.

# Compass Overseas Holdings No. 2 Limited

## Notes to the accounts

### For the year ended 30 September 2019 (continued)

#### 1. Accounting policies (continued)

##### **Taxation**

Current tax is the expected tax payable on the taxable income for the accounting period, using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is provided at the anticipated tax rates on temporary differences arising from the inclusion of items of income and expenditure in tax computations in periods different from those in which they are included in the financial statements. Deferred tax assets and liabilities are not discounted. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered.

##### **Foreign currencies**

Transactions in foreign currencies are translated to the Company's functional currency (sterling) at the foreign exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated to sterling at the foreign exchange rates ruling at that date.

Non-monetary assets and liabilities that are measured in terms of the historical cost in foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currency that are stated at fair value are retranslated to sterling at the foreign exchange rates ruling at the dates that the fair value was determined. Foreign exchange differences arising on translation are recognised in the profit and loss account.

##### **Financial instruments**

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions and derecognised when it ceases to be party to such provisions. Such assets and liabilities are classified as current if they are expected to be realised or settled within 12 months of the balance sheet date. If not, they are recognised as non-current.

Financial assets and liabilities are initially recorded at fair value including, where permitted by IFRS 9, any directly attributable transaction costs. For those financial assets that are not subsequently held at fair value, the Company assesses whether there is evidence of impairment at each balance sheet date.

The Company classifies its financial assets and liabilities into the following categories:

- financial assets and liabilities at amortised cost,
- financial assets and liabilities at fair value through profit and loss.

Where financial assets or liabilities are eligible to be carried at either amortised cost or fair value the Company does not apply the fair value option.

The Company uses derivative financial instruments to manage its exposure to fluctuations in foreign exchange rates and interest rates. Derivative instruments utilised include interest rate swaps, currency swaps and forward currency contracts. The Company and Group policy is disclosed in the accounting policies to the consolidated financial statements of Compass Group PLC which can be viewed at [www.compass-group.com](http://www.compass-group.com).

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost unless they are part of a fair value hedge accounting relationship. Borrowings that are part of a fair value hedge accounting relationship are measured at amortised cost adjusted for the fair value attributable to the risk being hedged.

# Compass Overseas Holdings No. 2 Limited

## Notes to the accounts

### For the year ended 30 September 2019 (continued)

#### 1. Accounting policies (continued)

##### Financial instruments (continued)

Amounts owed by Group undertakings are initially measured at fair value and are subsequently reported at amortised cost. Allowance losses on intercompany receivables are calculated by reviewing 12-month expected credit losses using historic and forward-looking data on credit risk.

Amounts owed to Group undertakings are initially measured at fair value and are subsequently reported at amortised cost.

Non- interest bearing payables are stated at their nominal value as they are due on demand.

Non-derivative financial assets are stated at amortised cost using the effective interest method, subject to reduction for allowances in recoverable amounts. These estimates for irrecoverable amounts are recognised when there is objective evidence that the full amounts receivable will not be collected according to the original terms of the asset.

Non-derivative financial liabilities are stated at amortised cost using the effective interest method. For borrowings, their carrying value includes accrued interest payable as well as unamortised issue costs. The Company has entered into fair value hedges of the exchange element of the fair value risk of a portion of its investments in Compass Group International B.V. and Compass Group North America Investments Limited. Certain EUR and USD borrowings have been designated as hedging instruments in this relationship.

Where a derivative financial instrument is designated as a hedge of the variability of the fair value of a recognised asset or liability or as an unrecognised firm commitment, all changes in the fair value of the derivative are recognised immediately in the profit and loss account. The carrying value of the hedged item is adjusted by the change in fair value that is attributable to the risk being hedged (even if it is normally carried at cost or amortised cost) and any gains or losses on remeasurement are recognised immediately in profit and loss account (even if those gains would normally be recognised directly in reserves).

In order to qualify for hedge accounting the Company is required to document prospectively the relationship between the item being hedged and the hedging instrument. The Company is also required to demonstrate an assessment of the relationship between the hedged item and the hedging instrument which shows that the hedge will be highly effective on an ongoing basis. The effectiveness testing is re-performed periodically to ensure that the hedge has remained, and is expected to remain, highly effective. Hedge accounting is discontinued when a hedging instrument is derecognised (e.g. through expiry or disposal) or no longer qualifies for hedge accounting. Gains and losses relating to fair value hedge accounting are recognised in the profit and loss account.

##### Financial guarantees

Where the Company enters into financial guarantee contracts to guarantee the indebtedness of other companies within the Group, the Company considers these to be insurance arrangements and accounts for them as such. In this respect, the Company treats the guarantee contract as a contingent liability until such time as it becomes probable that the Company will be required to make a payment under the guarantee.

#### 2. Auditor's remuneration

Fees of £3,000 (2018: £3,000) were received by the auditor in respect of the Company's statutory audit for the current and preceding years. These fees were borne and not recharged by another Group company. No fees were received by the auditor in respect of any non-statutory audit services in either the current or preceding year.

#### 3. Directors and employees

The directors received no emoluments from the Company during the current year (2018: £nil). There are no employees of Compass Overseas Holdings No.2 Limited (2018: none).

# Compass Overseas Holdings No. 2 Limited

## Notes to the accounts

### For the year ended 30 September 2019 (continued)

#### 4. Foreign exchange (loss)/gain

	2019 £'000	2018 £'000
Foreign exchange (loss)/gain	<u>(24,578)</u>	<u>2,752</u>

The foreign exchange (loss)/gain arises on retranslation of certain external and intra-group balances denominated in foreign currency.

#### 5. Interest receivable

	2019 £'000	2018 £'000
Interest receivable from other Group companies	<u>120,329</u>	<u>79,501</u>

#### 6. Interest payable

	2019 £'000	2018 £'000
Interest payable to other Group companies	<u>164,103</u>	<u>138,162</u>

#### 7. Tax credit on profit

	2019 £'000	2018 £'000
UK corporation tax at 19.0% (2018: 19.0%)	<u>9,041</u>	<u>11,464</u>
Current tax credit on ordinary activities	<u>9,041</u>	<u>11,464</u>
Adjustments in respect of prior years:		
UK corporation tax	(901)	554
UK deferred tax	-	(3)
	<u>8,140</u>	<u>12,015</u>

#### Reconciliation of the tax credit at the UK statutory rate to the current tax credit

	2019 £'000	2018 £'000
Profit before taxation	<u>204,522</u>	<u>589,620</u>
Tax charge on profit at the UK statutory rate of 19.0% (2018: 19.0%)	<u>(38,860)</u>	<u>(112,028)</u>
Decrease/(increase) arising from:		
Non-deductible impairment of investment in subsidiaries	(198,891)	-
Non-taxable income from other Group companies	250,737	122,650
Permanent differences	(6,925)	(2,138)
UK/UK transfer pricing adjustment	2,980	2,980
Prior year adjustments	(901)	551
Current tax credit on profit	<u>8,140</u>	<u>12,015</u>



## Compass Overseas Holdings No. 2 Limited

### Notes to the accounts

#### For the year ended 30 September 2019 (continued)

#### 8. Dividends

The following interim dividends were paid to the Parent Company on the Ordinary shares of £1 each:

Date of payment	Currency	Currency	Per share (pence)	2019 £'000	2018 £'000
5 September 2018	EUR	282,939,000	3.93	-	255,336
5 September 2018	USD	435,309,305	5.20	-	337,865
5 September 2018	GBP	25,815,396	0.40	-	25,815
5 September 2019	EUR	188,626,000	2.64	171,509	-
5 September 2019	USD	211,238,200	2.69	175,127	-
				<u>346,636</u>	<u>619,016</u>

#### 9. Investments

##### Investments in subsidiary undertakings

	£'000
<b>Cost</b>	
At 1 October 2018	12,434,822
Additions	8,187
Disposals	-
Effect of fair value hedge: Exchange (loss)/gain on revaluation of USD and EUR investments (note 13)	86,513
<b>At 30 September 2019</b>	<b>12,529,522</b>
<b>Provisions for impairment</b>	
At 1 October 2018	(563,281)
Charged in the year	(1,046,795)
Disposal	-
<b>At 30 September 2019</b>	<b>(1,610,076)</b>
<b>Net book value</b>	
At 1 October 2018	11,871,541
<b>At 30 September 2019</b>	<b>10,919,446</b>

During the year, the Company provided capital contributions of CNY 33,339,357 and CNY 37,115,029 to its subsidiary undertakings Compass (China) Management Services Company Limited and Shanghai Eurest Food Technologies Service Co. Ltd respectively.

During the year, the Company's subsidiary investment, Sevita Group GmbH, entered into voluntary liquidation. An impairment of £1,046,795,000 was recognised following the receipt of a dividend of USD\$1,256,380,000.

## Compass Overseas Holdings No. 2 Limited

### Notes to the accounts

#### For the year ended 30 September 2019 (continued)

##### 9. Investments (continued)

Throughout the year a fair value hedge was in place to designate the foreign currency risk arising on a portion of the EUR and USD amounts payable to Group undertakings against the fair value risk of the Company's EUR and USD investments in Compass Group International B.V. and Compass Group North America Investments Limited respectively. Further details of the hedging relationship can be found in note 13.

On 31 October 2019, the Company transferred its investment in Compass Group Vending Holding B.V. to its subsidiary investment, Compass Group International B.V. The transfer was at book value in exchange for an additional share in Compass Group International B.V. The Company's total investment value in subsidiary undertakings remains the same.

Details of related undertakings of Compass Overseas Holdings No. 2 Limited can be found in note 16.

##### 10. Debtors: amounts falling due after more than one year

	2019 £'000	2018 £'000
<b>Deferred tax</b>		
Deferred tax assets	27	27
UK tax losses	27	27
	<u>27</u>	<u>27</u>

Deferred tax has been provided in accordance with the accounting policy shown in note 1.

There is no unprovided deferred tax (2018: nil). The potential tax liabilities which might arise in the event of the unappropriated profits or reserves of overseas subsidiary companies have not been disclosed as there is no intention to distribute such profits or reserves.

The movement on deferred tax is as follows:

	£'000
<b>At 1 October 2018</b>	27
Transfer from current tax	-
Charged to profit and loss account	-
<b>At 30 September 2019</b>	<u>27</u>

##### 11. Debtors: amounts falling due within one year

	2019 £'000	2018 £'000
Amounts owed by Group undertakings	934,988	98,961
Corporation tax	9,040	12,572
	<u>944,028</u>	<u>111,533</u>

## Compass Overseas Holdings No. 2 Limited

### Notes to the accounts

### For the year ended 30 September 2019 (continued)

#### 12. Creditors: amounts falling due within one year

	2019 £'000	2018 £'000
Amounts owed to Group undertakings	<u>4,084,266</u>	<u>4,069,966</u>

Included in amounts owed to Group undertakings are amounts of £1,165,686,000 (EUR 1,317,575,000) (2018: £2,045,404,000 (EUR 2,296,375,000)) and £996,446,000 (USD 1,227,920,000) (2018: £2,819,339,000 (USD 3,676,700,000)) which are unsecured, interest bearing and repayable on demand. The interest rates are based on EUR LIBOR and USD LIBOR respectively.

The EUR borrowing has been partially designated as a fair value hedge on the currency exchange portion of the fair value risk of the investment in Compass Group International B.V.. The total foreign exchange gain on the EUR fair value hedged portion for the year was £11,797,000. The USD borrowing has been partially designated as a fair value hedge on the currency exchange portion of the fair value risk of the investment in Compass Group North America Investments Limited. The total foreign exchange loss on the USD fair value hedged portion for the year was £98,310,000.

#### 13. Called up share capital

	2019 £	2018 £
<b>Allotted, called up and fully paid</b>		
6,501,656,957 Ordinary shares of £0.0005 each	<u>3,250,829</u>	<u>3,250,829</u>

#### 14. Ultimate parent company and controlling entity

The ultimate parent company and controlling entity, Compass Group PLC, is the parent undertaking of the largest group of undertakings for which Group accounts are drawn up. The immediate parent company is Compass Group Holdings PLC.

Compass Group PLC and Compass Group Holdings PLC are incorporated in the United Kingdom and registered in England and Wales.

Copies of the Compass Group PLC financial statements are available from its registered address: Compass House, Guildford Street, Chertsey, Surrey KT16 9BQ or from the Compass Group PLC website at [www.compass-group.com](http://www.compass-group.com).

#### 15. Post balance sheet events

The Company's subsidiaries operations have been significantly disrupted as a result of the recent and rapid development of the COVID-19 pandemic outbreak. The rapidity with which the COVID-19 pandemic has spread is causing unprecedented uncertainty around the world for businesses and communities alike.

The acceleration of special containment measures which have been adopted by governments and clients across the globe to protect as many lives as possible, have required some of the Company's subsidiaries to reduce or suspend business operations in certain countries and sectors whilst creating a very challenging environment for those areas of our business that have been able to continue to operate during these extraordinary times.

On 31 October 2019, the Company transferred its investment in Compass Group Vending Holding B.V. to its subsidiary investment, Compass Group International B.V. The transfer was at book value in exchange for an additional share in Compass Group International B.V. The Company's total investment value in subsidiary undertakings remains the same.

# Compass Overseas Holdings No. 2 Limited

## Notes to the accounts

### For the year ended 30 September 2019 (continued)

#### 16. Related undertakings of Compass Overseas Holdings No.2 Limited

All companies listed below are owned by the Company and all interests are in the ordinary share capital, except where otherwise indicated. All subsidiaries have been consolidated. All companies operate principally in their country of incorporation.

PRINCIPAL SUBSIDIARIES	COUNTRY OF INCORPORATION	% HOLDING	PRINCIPAL ACTIVITIES
Ground Floor 35-51 Mitchell Street, McMahon's Point, NSW 2060, Australia Compass Group (Australia) Pty Limited	Australia	53.8	Food and support services
Chaussée de Haecht 1179, B-1130 Bruxelles, Belgium Compass Group Belgilux S.A.	Belgium	94.3	Food services
Rua Tutoia, 119, Vila Mariana, Sao Paulo, 04007-000, Brazil GR Serviços e Alimentação Ltda.	Brazil	94.3	Food and support services
1 Prologis Boulevard, Suite 400, Mississauga, Ontario L5W 0G2, Canada Compass Group Canada Ltd. Groupe Compass Canada	Canada	94.3	Food and support services
Av. del Valle 787, 5 floor, Huechuraba, Santiago, Chile Compass Catering Y Servicios Chile Limitada	Chile	94.1	Food and support services
Heilmann-Park 2, 65760, Eschborn, Germany Compass Group Deutschland GmbH	Germany	94.3	Holding company
Eurest Deutschland GmbH	Germany	94.3	Food service to business and industry
Eurest Services GmbH	Germany	94.3	Support services to business and industry
Medirest GmbH & Co OHG	Germany	94.3	Food service to the healthcare and senior living market
Via Angelo Scarsellini, 14, 20161, Milano, Italy Compass Group Italia S.p.A.	Italy	94.3	Food and support services
Hamarikyu Kensetsu Plaza, 5-5-12, Tsukiji, Chuo-ku, Tokyo 104-0045, Japan Seiyo Food-Compass Group, Inc.	Japan	94.3	Food and support services
Laarderhoogtweg 11, 1101 DZ, Amsterdam, Netherlands Compass Group International B.V. (i)	Netherlands	94.3	Holding company
Compass Group Nederland B.V.	Netherlands	94.3	Food and support services
Compass Group Nederland Holding B.V.	Netherlands	94.3	Holding company
Drengsrudbekken 12, 1383, PO Box 74, NO-1371, Asker, Norway Compass Holding Norge A/S	Norway	94.3	Holding company
Calle Pinar de San José 98 planta 1ª 28054 Madrid, Spain Eurest Colectividades S.L.U.	Spain	94.3	Food and support services

# Compass Overseas Holdings No.2 Limited

## Notes to the accounts

### For the year ended 30 September 2019 (continued)

#### 16. Related undertakings of Compass Overseas Holdings No.2 Limited (continued)

OTHER SUBSIDIARIES, JOINT ARRANGEMENTS, MEMBERSHIPS, ASSOCIATES AND OTHER SIGNIFICANT HOLDINGS	COUNTRY OF INCORPORATION OR ESTABLISHMENT	% HOLDING
<b>Chez: Eurojapan Résidence No.23, RN n°3 BP 398, Hassi Messaoud, Algeria</b>		
Eurest Algerie SPA	Algeria	94.3
<b>Rua Dr. Ayres de Menezes Street, No.120, District Maianga, Maianga Municipality, Luanda, Angola</b>		
Express Support Services, Limitada	Angola	46.1
<b>Esteban Echeverría 1050, 6th floor, Vicente Lopez (1602), Buenos Aires, Argentina</b>		
Servicios Compass de Argentina S.A.	Argentina	94.9
<b>Ground Floor 35 – 51 Mitchell Street, McMahon's Point, NSW 2060, Australia</b>		
Compass Australia PTY Ltd (i) (ii)	Australia	94.3
Compass (Australia) Catering & Services PTY Ltd (iii)(iv)	Australia	53.8
Compass Group B&I Hospitality Services PTY Ltd	Australia	53.8
Compass Group Defence Hospitality Services PTY Ltd	Australia	53.8
Compass Group Education Hospitality Services PTY Ltd	Australia	53.8
Compass Group Healthcare Hospitality Services PTY Ltd	Australia	53.8
Compass Group Health Services Pty Ltd	Australia	53.8
Compass Group Management Services PTY Ltd	Australia	53.8
Compass Group Relief Hospitality Services PTY Ltd	Australia	53.8
Compass Group Remote Hospitality Services PTY Ltd	Australia	53.8
Delta Facilities Management PTY Ltd	Australia	53.8
Delta FM Australia PTY Ltd	Australia	53.8
Eurest (Australia) – Victoria PTY Ltd	Australia	53.8
Eurest (Australia) Food Services – NSW Pty Ltd	Australia	53.8
Eurest (Australia) Food Services – Wollongong PTY Ltd	Australia	53.8
Eurest (Australia) Food Services PTY Ltd	Australia	53.8
Eurest (Australia) Licence Holdings PTY Ltd	Australia	53.8
Eurest (Australia) PTY Ltd	Australia	53.8
Foodbuy Pty Ltd	Australia	53.8
LAPG Education PTY Ltd	Australia	53.8
LAPG PTY Ltd	Australia	53.8
Life's A Party Group PTY Ltd	Australia	53.8
Life's A Party PTY Ltd	Australia	53.8
Omega Security Services PTY Ltd	Australia	53.8
Restaurant Associates (Australia) PTY Ltd	Australia	53.8
Sargem PTY Ltd	Australia	53.8
<b>Ground Floor 35 – 51 Mitchell Street, McMahon's Point, NSW 2060, Australia</b>		
ESS Eastern Guruma PTY Ltd	Australia	32.3
ESS Gumala PTY Ltd	Australia	32.3
ESS NYFL PTY Ltd	Australia	32.3
<b>Level 3, 12 Newcastle Street, Perth 6000, Australia</b>		
ESS Thalanyji PTY Ltd	Australia	32.3
ESS Larrakia PTY Ltd	Australia	26.9
<b>IZD Tower, Wagramer Strasse 19/4. Stock, 1220 Wien, Austria</b>		
Eurest Restaurationbetriebs GmbH	Austria	94.3
Kunz Gebäudereinigung GmbH	Austria	94.3
<b>AZ1010, Baku City, Yasamal District, Jafar Jabbarli, House 44, Caspian Plaza, Baku 1065, Azerbaijan</b>		
Eurest Support Services LLC	Azerbaijan	47.2
<b>Haachtsesteenweg 1179, 1130 Brussels, Belgium</b>		
N.V. Gourmet Invent	Belgium	94.3
<b>Rua Orissanga, 200, 1st Floor, Mirandópolis, São Paulo, 04. 052-030, Brazil</b>		
Clean Mall Serviços Ltda.	Brazil	94.3
<b>Rua Orissanga, 200, 3rd Floor, Mirandópolis, São Paulo, 04.052-030, Brazil</b>		
GRSA Serviços LTDA.	Brazil	94.3
<b>c/o Action Group Ltd., No.12, Street 614, Sangkat Boeung Kok II, Khan Tuol Kork, Phnom Penh City, Cambodia</b>		
Compass Group (Cambodia) Co. Ltd. (ii)	Cambodia	94.3
<b>100, Rue n° 1044 Hydrocarbures, Bonapriso, BP 5767, Douala, Cameroon</b>		
Eurest Cameroun SARL (ii)	Cameroon	94.3
Eurest Camp Logistics Cameroun SARL (ii)	Cameroon	94.3
<b>350 – 7th Avenue SW, Suite 3400, Calgary, AB T2P 3N9, Canada</b>		
2104797 Alberta Ltd (iii)(iv)(v)(vi)(vii)	Canada	94.3
City Coin Vending Services Ltd (iii)(iv)(v)(viii)	Canada	94.3

# Compass Overseas Holdings No.2 Limited

## Notes to the accounts

### For the year ended 30 September 2019 (continued)

#### 16. Related undertakings of Compass Overseas Holdings No.2 Limited (continued)

<b>421 7th Avenue SW, Suite 1600, Calgary, Alberta, T2P 4K9, Canada</b>		
Great West Catering Ltd	Canada	94.3
Tamarack Catering Ltd	Canada	94.3
<b>2580 Rue Dollard, Lasalle, Quebec, H8N 1T2, Canada</b>		
Groupe Compass (Québec) Ltée (iii)(iv)(v)(vi)(viii)	Canada	94.3
<b>550 Burrard Street, Suite 2300, Bentall 5, P.O. Box 30, Vancouver, British Columbia, V6C 2B5, Canada</b>		
Town Square Food Services Ltd	Canada	94.3
Tejazz Management Services Inc.	Canada	94.3
<b>1177 West Hastings Street, Suite 1900, Vancouver, British Columbia, Canada V6E 2K3</b>		
Wosk's Vending Service Ltd. (iii)(iv)	Canada	94.3
<b>1700 - 360 Main Street, Winnipeg, Manitoba, Canada R3C 3Z3</b>		
Gourmet Coffee Specialists Ltd. (iii)(iv)(v)(vi)	Canada	94.3
<b>1959 Upper Water Street, Suite 1100, Halifax, Nova Scotia, B3J 3E5, Canada</b>		
East Coast Catering (NS) Limited	Canada	94.3
<b>1 Prologis Boulevard, Suite 400, Mississauga, Ontario L5W 0G2, Canada</b>		
Canteen of Canada Limited	Canada	94.3
Compass Canada Support Services Ltd (iii)(iv)(v)(vi)(viii)	Canada	94.3
Compass Group Ontario Ltd	Canada	94.3
1912219 Ontario Inc. (iii)(iv)(v)(vi)(viii)	Canada	75
Compass Group Sports and Entertainment – (Quebec) (x)	Canada	63.2
ECC – ESS Support Services (x)	Canada	47.2
2265668 Ontario Ltd (iii)(iv)(v)(vi)(viii)	Canada	46.2
Amik Catering LP (x)	Canada	46.2
Dease River – ESS Support Services (x)	Canada	46.2
Dene West Limited Partnership (x)	Canada	46.2
ECC – Mi'kmaq Support Services (x)	Canada	46.2
ESS – DNDC Support Services (x)	Canada	46.2
ESS – Duncan's and Paddle Prairie Support Services (x)	Canada	46.2
ESS – East Arm Camp Services (x)	Canada	46.2
ESS – Kaatodh Camp Services (x)	Canada	46.2
ESS – Loon River Support Services (x)	Canada	46.2
ESS – Missanabie Cree Support Services (x)	Canada	46.2
ESS – Na Cho Nyak Dun Camp Services (x)	Canada	46.2
ESS – Ochapowace Support Services (x)	Canada	46.2
ESS – Pessamit Camp Services (x)	Canada	46.2
ESS – Wapan Manawan Services de Soutien (x)	Canada	46.2
ESS Haisla Support Services (x)	Canada	46.2
ESS HLFN Support Services (x)	Canada	46.2
ESS KNRA Support Services (x)	Canada	46.2
ESS Komatik Support Services (x)	Canada	46.2
ESS Liard First Nation Support Services (x)	Canada	46.2
ESS McKenzie Support Services (x)	Canada	46.2
ESS Okanagan Indian Band Support Services (x)	Canada	46.2
ESS Tataskweyak Camp Services (x)	Canada	46.2
ESS/Bushmaster Camp Services (x)	Canada	46.2
ESS/Fort a la Corne Support Services (x)	Canada	46.2
ESS/McLeod Lake Indian Band Support Services (x)	Canada	46.2
ESS/Mosakahiken Cree Nation Support Services (x)	Canada	46.2
ESS/Nuvumiut Support Services (x)	Canada	46.2
ESS/Takla Lake Support Services (x)	Canada	46.2
ESS/WEDC Support Services (x)	Canada	46.2
First North Catering (x)	Canada	46.2
KDM – ESS Support Services (x)	Canada	46.2
Mi'kmaq-ECC Nova Scotia Support Services (x)	Canada	46.2
Nisga'a Village - ESS Support Services (x)	Canada	46.2
Poplar Point Camp Services (x)	Canada	46.2
Songhees Nation Support Services (x)	Canada	46.2
<b>30 Queen's Road, St. John's, Newfoundland and Labrador, A1C 2A5, Canada</b>		
East Coast Catering Limited (iii)(iv)(viii)(v)	Canada	94.3
Long Harbour Catering Limited Partnership (x)	Canada	94.3
Long Harbour Catering Limited	Canada	94.3
Labrador Catering Inc	Canada	46.2
Labrador Catering LP (x)	Canada	46.2
<b>12 Kodiak Crescent, Toronto, Ontario, M3J 3G5, Canada</b>		
Imperial Coffee and Services Inc. (iii)(iv)(v)	Canada	82.9

# Compass Overseas Holdings No.2 Limited

## Notes to the accounts

### For the year ended 30 September 2019 (continued)

#### 16. Related undertakings of Compass Overseas Holdings No.2 Limited (continued)

<b>1700-666 Burrard Street Park Place Vancouver BC V6C2X8 Canada</b> AEG Facilities Canada Holdings, LP	Canada	46.2
<b>Clearwater River Dene Nation Reserve No. 222, P.O. Box 5050, Clearwater, Saskatchewan, S0M 3H0, Canada</b> Clearwater Catering Limited (iii)(iv)(v)(vi)	Canada	46.2
<b>130 King Street West, Suite 1800, Toronto, Ontario, M5X 1E3</b> Umbrel Hospitality Group Inc.	Canada	46.2
<b>Av. del Valle 787, 5th floor, Huechuraba, Santiago, Chile</b> Cadelsur S.A.	Chile	94.3
Compass Catering S.A.	Chile	94.3
Compass Servicios S.A.	Chile	94.3
Scolarest S.A.	Chile	94.3
<b>No. 1999 Floor 2, Xin Zhu Road, Minhang District, 200237, China</b> Compass (China) Management Services Company Limited (i)	China	100
<b>Room 532 Floor 5 No. 28 Lane 2777, East Jinxiu Road, Pudong District, Shanghai 201206, China</b> Shanghai Eurest Food Technologies Service Co., Ltd. (i)	China	100
<b>Room 234, No.195, Bong Xing Road, Pudong New District, China</b> Shanghai ESS Support Services Co., Ltd. (ii)	China	78.3
<b>Autopista Norte No. 235 – 71, Bogota D.C., Colombia</b> Compass Group Services Colombia S.A.	Colombia	94.3
<b>Enceinte de Brometo Centre Ville, BP 5208, Pointe-Noire, The Democratic Republic of the Congo</b> Eurest Services Congo SARL (ii)	Congo	94.3
<b>195, Arch. Makariou III Avenue, Neocleous House, 3030 Limassol, Cyprus</b> ESS Design & Build Ltd (ii)	Cyprus	94.3
Eurest Support Services (Cyprus) International Ltd	Cyprus	94.3
<b>Jankovcova, 1603/47a, Holešovice 170 00, Prague 7, Czech Republic</b> Compass Group Czech Republic s.r.o.	Czech Republic	94.3
SCOLAREST- zařízení školního stravování spol. s.r.o	Czech Republic	94.3
<b>Rued Langgards Vej 8, 1. sal, 2300 København S, DK, Denmark</b> Compass Group Danmark A/S	Denmark	94.3
<b>PL 1271, 00101, Helsinki, 00101, Finland</b> Compass Group Finland OY	Finland	94.3
<b>ZONE OPRAG, (Face á Bernabé Nouveau Port), BP 1292, Port Gentil, Gabon</b> Eurest Support Services Gabon SA	Gabon	94.3
<b>Helfmann-Park 2, 65760, Eschborn, Germany</b> Compass Group GmbH	Germany	94.3
Eurest Köln GmbH	Germany	94.3
Food Affairs GmbH	Germany	94.3
Kanne Café GmbH	Germany	94.3
Menke Menue GmbH	Germany	94.3
S.B. Verwaltungs GmbH (ii)	Germany	94.3
<b>Sankt-Florian-Weg 1, 30880, Laatzen, Germany</b> Eurest West GmbH & Co. KG	Germany	94.3
orgaMed Betriebsgesellschaft für Zentralsterilisationen GmbH	Germany	94.3
PLURAL Gebäudemanagement GmbH	Germany	94.3
PLURAL Personalservice GmbH	Germany	94.3
PLURAL servicepool GmbH	Germany	94.3
<b>Pfaffenwiese, 65929 Frankfurt/M., Germany</b> LPS Event Gastronomie GmbH	Germany	94.3
<b>Zum Fliegerhorst 1304, 63526 Erlensee, Germany</b> Foodbuy CE GmbH	Germany	94.3
M.S.G. Frucht GmbH	Germany	94.3
<b>Steenbeker Weg 25, 24106, Kiel, Germany</b> Lubinus – orgaMed Sterilgut GmbH	Germany	46.2

# Compass Overseas Holdings No.2 Limited

## Notes to the accounts

### For the year ended 30 September 2019 (continued)

#### 16. Related undertakings of Compass Overseas Holdings No.2 Limited (continued)

<b>Konrad-Zuse-Platz 2, 81829 München, Germany</b>		
Leonardi EPM GmbH	Germany	70.7
Leonardi Vermögensverwaltungs GmbH	Germany	70.7
Leonardi Betriebsverwaltungs GmbH	Germany	70.7
Leonardi GmbH & Co. KG	Germany	70.7
Leonardi Kaffee neu entdecken GmbH & Co. KG	Germany	70.7
<b>Hutschiner Straße 8, 81677, München, Germany</b>		
Leonardi SVM GmbH	Germany	70.7
<b>Grillparzerstraße 8, 81675, München, Germany</b>		
Leonardi HPM GmbH	Germany	70.7
<b>Room 805, 8/F, New Kowloon Plaza, 38 Tai Kok Tsui Road, Kowloon, Hong Kong</b>		
Compass Group Hong Kong Ltd	Hong Kong	94.3
Encore Catering Ltd	Hong Kong	94.3
Shing Hin Catering Group Ltd	Hong Kong	94.3
<b>Irinyi József u. 4-20. B épület, H-1117 Budapest, Hungary</b>		
Eurest Éttermüzemeltető Korlátolt Felelősségű Társaság	Hungary	94.3
<b>Unit #426, 4th Floor, Tower A, Space I – Tech Park Sohna Road, Sector 49 Gurgaon, Gurgaon HR 122018 IN, India</b>		
Compass Group (India) Support Services Private Ltd	India	94.3
Compass India Support Services Private Limited	India	94.3
<b>3rd Floor, 43a, Yeats Way, Parkwest Business Park, Dublin 12, Ireland</b>		
Catering Management Ireland Limited (ii)	Ireland	94.3
Cheyenne Limited (iii)	Ireland	94.3
<b>12-14 Finch Road, Douglas, IM99 1TT, Isle of Man</b>		
Consolidated Services Limited	Isle of Man	94.3
<b>Shin-Hie Building 2nd Floor, 3-3-3, Hakataeki-Higashi, Hakata-ku, Fukuoka-City, Fukuoka-Prefecture, 812-0013 Japan</b>		
Eishoku-Medix, Inc.	Japan	94.3
<b>Hamarikyu Kensetsu Plaza, 5-5-12, Tsukiji, Chuo-ku, Tokyo 104-0045, Japan</b>		
Eurest Japan, Inc.	Japan	94.3
Fuyo, Inc.	Japan	94.3
MFS, Inc.	Japan	94.3
Nihon Kyushoku Service, Inc.	Japan	94.3
Seiyo Food-Compass Group Holdings, Inc.	Japan	94.3
Chiyoda Kyushoku Services Co., Ltd	Japan	84.9
<b>1-14-2, Kurumada-cho, Showa-ku, Nagoya-City, Aichi-Prefecture, 466-0001, Japan</b>		
Sun Food Inc.	Japan	94.3
<b>5-7-5, Chiyoda, Naka-ku, Nagoya-City, Aichi-Prefecture, 460-0012, Japan</b>		
Seiyo General Food Co., Ltd	Japan	47.2
<b>060011, Atyrauskaya Oblast, Atyrau City, Beibarys Sultan Avenue 506, Kazakhstan</b>		
Compass Kazakhstan LLP	Kazakhstan	94.3
TOO Eurest Support Services LLP	Kazakhstan	94.3
TOO ESS Support Services LLP	Kazakhstan	94.3
TOO Eurest Support Services Company B LLP	Kazakhstan	47.2
<b>060011, Old Airport Road 64, Atyrau City, Atyrau Oblast, Republic of Kazakhstan</b>		
TOO ESS Kazakhstan LLP	Kazakhstan	56.6
<b>209/8919 Sigma Road Off Enterprises Road, PO BOX 14 662, Nairobi, Kenya</b>		
Kenya Oilfield Services Ltd (ii)	Kenya	94.3
<b>19, Rue Léon Laval, L-3372 Leudelange, Luxembourg</b>		
Automat' Services SARL	Luxembourg	86.7
Eurest Luxembourg S.A.	Luxembourg	86.7
IMMO Capellen S.A.	Luxembourg	86.7
Innoclean S.A.	Luxembourg	87.5
Novelia Senior Services S.A.	Luxembourg	87.5
<b>10A Rue Henri Schnadt, L-2530, Luxembourg</b>		
Geria SA	Luxembourg	23.6
<b>Level 21, Suite 21.01, The Gardens South Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Malaysia</b>		
Compass Group Malaysia Sdn Bhd	Malaysia	94.3



# Compass Overseas Holdings No.2 Limited

## Notes to the accounts

### For the year ended 30 September 2019 (continued)

#### 16. Related undertakings of Compass Overseas Holdings No.2 Limited (continued)

<b>Level 18 The Gardena North Tower, Mid Valley City, Lingkaran Syed Putra, Kuala Lumpur, 59200, Malaysia</b>		
EM-SSIS Services Sdn. Bhd. (ii)	Malaysia	66
Urusan Bakti Sdn. Bhd. (ii)	Malaysia	66
<b>Suite 1301, 13th Floor, City Plaza Jalan Tebrau, 80300 Johor Bahru Johor, Malaysia</b>		
Knusford Compass Sdn. Bhd.	Malaysia	46.2
<b>51/52 II Piazzetta, Valletta, Malta</b>		
Eurest (Malta) Ltd (ii)(iii)	Malta	48.1
<b>Calle Jaime Balmes 11, Oficina 101 Ietra D, Colonia Los Morales Polanco, Alcaldía Miguel Hidalgo, 11510 Ciudad de México, Mexico</b>		
Eurest Proper Meals de Mexico S.A. de C.V. (iii)(iv)	Mexico	94.3
Servicios Corporativos Eurest-Proper Meals de Mexico S.A. De C.V. (iii)(iv)	Mexico	94.3
<b>Laarderhoogtweg 11, 1101 DZ, Amsterdam, Netherlands</b>		
CGI Holdings (2) B.V.	Netherlands	100
Compass Hotels Chertsey B.V. (i)	Netherlands	100
Aurora HoldCo B.V.	Netherlands	94.3
Compass Group Holding B.V.	Netherlands	94.3
Compass Group Finance Netherlands B.V.	Netherlands	94.3
Compass Group International 10 B.V. (ii)	Netherlands	94.3
Compass Group International 2 B.V.	Netherlands	94.3
Compass Group International 3 B.V.	Netherlands	94.3
Compass Group International 4 B.V.	Netherlands	94.3
Compass Group International 5 B.V.	Netherlands	94.3
Compass Group International 6 B.V. (ii)	Netherlands	94.3
Compass Group International 9 B.V.	Netherlands	94.3
Compass Group International Coöperatief W.A. (x)	Netherlands	94.3
Compass Group International Coöperatief 2 W.A. (x)	Netherlands	94.3
Compass Group International Coöperatief 3 W.A. (x)	Netherlands	94.3
Compass Group International ESS Shanghai B.V.	Netherlands	94.3
Compass Group International Finance 1 B.V.	Netherlands	94.3
Compass Group International Finance 2 B.V.	Netherlands	94.3
Compass Group Shanghai Eurest B.V. (ii)	Netherlands	94.3
Compass Group Vending Holding B.V.	Netherlands	94.3
Eurest Services B.V.	Netherlands	94.3
Eurest Support Services (ESS) B.V.	Netherlands	94.3
Eurest Support Services Sakhalin B.V. (ii)	Netherlands	94.3
<b>Luzernestraat 57, 2153 GM, Nieuw-Vennep, Netherlands</b>		
Famous Flavours B.V. (viii)	Netherlands	94.3
<b>Stationsweg 95, 6711 PM Ede, Netherlands</b>		
Xandrión B.V.	Netherlands	94.3
<b>Level 3, 15 Sultan Street, Ellerslie 1051, New Zealand</b>		
Compass Group New Zealand Limited	New Zealand	94.3
Crothall Services Group Limited (ii)	New Zealand	94.3
Eurest NZ Limited (ii)	New Zealand	94.3
<b>Drengsrudbekken 12, 1383, PO Box 74, NO-1371, Asker, Norway</b>		
Eurest A/S (iii)(iv)	Norway	94.3
<b>Forusparken 2, 4031 Stavanger, Postboks 8083 Stavanger Postterminal, 4068, Stavanger, Norway</b>		
ESS Mobile Offshore Units A/S	Norway	94.3
ESS Support Services A/S	Norway	94.3
<b>Okesnoyveien 16, 1366, Lysaker, 1366, Norway</b>		
Forpleiningstjenester A/S	Norway	31.1
<b>Harbitzalléen 2A, 0275 Oslo, PÅ Box 4148, Sjølyst, 0217 Oslo, Norway</b>		
Gress-Gruppen A/S	Norway	31.1
<b>c/o Warner Shand Lawyers Waigani, Level 1 RH Hypermarket, Allotment 1 Section 479 (off Kennedy Road), Gordons NCD, Papua New Guinea</b>		
Eurest (PNG) Catering & Services Ltd (ii)	Papua New Guinea	94.3
Eurest OKAS Catering Ltd (ii)	Papua New Guinea	52
Eurest Lotic (PNG) JV Ltd (ii)	Papua New Guinea	47.2
<b>Unit 2410 24th flr City &amp; Land Mega Plaza Adb Ave. Ortigas Ctr. San Antonio, Pasig City 1605, Philippines</b>		
Compass Group Philippines Inc (ii)	Philippines	94.3

# Compass Overseas Holdings No.2 Limited

## Notes to the accounts

### For the year ended 30 September 2019 (continued)

#### 16. Related undertakings of Compass Overseas Holdings No.2 Limited (continued)

Ul. Olbrachta 94, 01-102 Warszawa, Poland Compass Group Poland Sp. Z o.o.	Poland	94.3
Edificio Prime, Avenida da, Quinta Grande, 53-60, Alfragide 2614-521 Amadora, Portugal Eurest (Portugal) – Sociedade Europeia de Restaurantes, Lda.	Portugal	94.3
Eurest Catering & Services Group Portugal, Lda.	Portugal	94.3
București Sectorul 4, Strada Sold., Ilie Șerban, Nr. 8B., Romania Eurest ROM SRL	Romania	94.3
7 Gasheka Street, Bld. 1, 123056, Moscow, Russia Aurora Rusco OOO	Russia	94.3
20 Kulakova Street, Bld 1, Premises III, Floor 4, Room 2, Moscow, Russia Compass Group Rus OOO	Russia	94.3
PO Box 31952, Al Khobar 31685 KSA, Saudi Arabia Compass Arabia LLC	Saudi Arabia	28.3
11 Changi South Street 3, Builders Shop Building, #04-02/03, 486122, Singapore Compass Group (Singapore) PTE Ltd (iii)(iv)	Singapore	94.3
Karadžičova 2, Staré mesto, 811 09 Bratislava, Slovakia Compass Group Slovakia s. r. o.	Slovakia	94.3
Calle Frederic Mompou 5, planta 5a, Edificio Euro 3, 08960, San Just Desvern, Barcelona, Spain Asistentes Escolares, S.L.	Spain	94.3
Eurest Catalunya, S.L.U.	Spain	94.3
Medirest Social Residencias, S.L.U.	Spain	94.3
Calle Castilla 8-10 – C.P. 50.009, Zaragoza, Spain Servicios Renovados de Alimentacion, S.A.U.	Spain	94.3
Calle Pinar de San Jose 98, Planta 1a, 28054, Madrid, Spain Eurest Club de Campo, S.L.U.	Spain	94.3
Eurest Servicios FERIALES, S.L.U.	Spain	94.3
Gourmet on Wheels, S.L.U.	Spain	93.3
Poligono Ugaldeguren 1, Parcela 7, 48160 Derio (Vizcaya), Spain Eurest Euskadi S.L.U.	Spain	94.3
Calle R, s/n, Mercapalma, 07007 Palma de Mallorca, Balears, Spain Compass Group Holdings Spain, S.L.U.	Spain	94.3
Levy Compass Group Holdings, S.L. (ii)	Spain	94.3
Box 1222, 164 28, Kista, Sweden Compass Group AB	Sweden	94.3
Compass Group Sweden AB	Sweden	94.3
c/o BDO AG, Industriestrasse 53 6312 Steinhausen, Switzerland Creative New Food Dream Steam GmbH	Switzerland	94.3
c/o Ueltschi Solutions GmbH, Gwattstrasse 8, CH-3185 Schmitten, Switzerland Sevita Group GmbH (i)	Switzerland	100
Dubai Airport Free Zone, Dubai, United Arab Emirates Compass Camea FZE	UAE	94.3
Office No. 204, Mawilah, Al Sharjah, P O Box: 1897, United Arab Emirates Abu Dhabi National Hotels – Compass LLC	UAE	46.2
Abu Dhabi National Hotels Company Building, Sheikh Rashid Bin Saeed Al Maktoum Street, Abu Dhabi, United Arab Emirates Abu Dhabi National Hotels Compass Middle East LLC	UAE	46.2
The Owner Saeed Ahmed Ghobash, Oud Metha, Street Bur Dubai, P.O. BOX 31769 Dubai, United Arab Emirates Abu Dhabi National Hotels – Compass Emirates LLC	UAE	46.2
Parklands Court, 24 Parklands, Birmingham Great Park, Rubery, Birmingham, B45 9PZ, United Kingdom Knott Hotels Company of London (ii)	UK	94.3
Compass House, Guildford Street, Chertsey, Surrey, KT16 9BQ, United Kingdom Nextonline Limited (iii)(iv)	UK	100
Sevita (UK) Limited	UK	100
Compass Group Finance No.3 Limited	UK	94.3

## Compass Overseas Holdings No.2 Limited

### Notes to the accounts

### For the year ended 30 September 2019 (continued)

#### 16. Related undertakings of Compass Overseas Holdings No.2 Limited (continued)

Compass Hotels Chertsey (iii)	UK	94.3
Compass Overseas Holdings Limited (i)	UK	88.6
Compass Group North America Investments Limited (i)	UK	60
Compass Quest Limited (ii)	UK	44.3

#### NOTES

1. Unless otherwise stated, indirectly owned by Compass Overseas Holdings No.2 Limited, active status and ordinary shares issued.
2. In some of the jurisdictions where we operate, share classes are not defined and in these instances, for the purposes of disclosure, we have classified these holdings as ordinary.
3. A number of the companies listed are legacy companies which no longer serve any operational purpose.

#### CLASSIFICATIONS KEY

- (i) Directly owned by Compass Overseas Holdings No.2 Limited
- (ii) Dormant/non-trading
- (iii) A Ordinary shares
- (iv) B Ordinary shares
- (v) C Ordinary and/or Special shares
- (vi) D, E and/or F Ordinary shares
- (vii) Deferred shares
- (viii) Preference including cumulative, non-cumulative and redeemable shares
- (ix) Redeemable shares
- (x) No share capital, share of profits
- (xi) Limited by guarantee