

# RELEASE

## INFORMATION ON THE COMPENSATION OF THE CHIEF EXECUTIVE OFFICER

Issy-les-Moulineaux, April 9, 2020

In accordance with the recommendations of the AFEP-MEDEF corporate governance code, Sodexo is publishing below information on the compensation components related to its Chief Executive Officer as approved by the Board of Directors at its meeting of April 8, 2020 upon recommendation of the Compensation Committee.

### Vesting of shares under the 2016 restricted share plan

On April 27, 2016, the Board of Directors decided, under its 2016 restricted share plan implemented pursuant to the authorization granted by the Shareholders General Meeting of January 26, 2016, to grant to Denis MACHUEL, member of the Executive Committee of Sodexo at the time, 13,500 Sodexo restricted shares subject to a vesting period of 4 years, up to April 27, 2020 and subject to the following conditions:

- 50% of the total number of shares granted were subject to a continued employment condition only;
- 50% of the total number of shares granted were subject to a continued employment condition and a performance condition (i.e. so-called performance shares).

The performance condition was defined as follows:

- (i) The vesting of 50% of the performance shares was subject to the average growth in operating profit, before exceptional items and excluding currency impacts, in line with the external objectives of Sodexo, of between +8 to +10% per year over the four fiscal years, i.e., 2016, 2017, 2018 and 2019 as follows:

Growth in operating profit <i>(average growth per year of the fiscal years 2016, 2017, 2018 and 2019)</i>	Number* of shares acquired <i>(% of the initial number of shares subject to the condition of growth in operating profit)</i>
less than 8% per year	0%
between 8% and 9% per year	30% - 60%
between 9% and 10% per year	60% - 100%
equal to or greater than 10% per year	100%

*\*Rounded down to the closest whole number*

**The annual average growth in operating profit (before exceptional items and excluding currency impacts) is 3,5%. Since the annual average is less than 8%, the performance condition of the average growth in operating profit has thus not been achieved.**

- (ii) The vesting of 50% of the performance shares was subject to the achievement of the performance of TSR (Total Shareholder Return) of Sodexo share compared to the CAC40 GR Index (dividends reinvested) as follows:

<b>TSR</b> <i>(between January 27, 2016 and the date of the Shareholders' General Meeting called to approve the annual financial statements for the 2019 fiscal year)</i>	<b>Number* of Shares acquired</b> <i>(% of the initial number of shares subject to the condition of performance of TSR of Sodexo share compared to the CAC40 GR Index)</i>
negative and/or underperformance with respect to the CAC40 GR Index	0%
outperformance with respect to the CAC40 GR Index of between 0% and +8%	10% - 50%
outperformance with respect to the CAC40 GR Index of between + 8% and +12%	50% -100%
outperformance with respect to the CAC40 GR Index of more than + 12%	100%

*\*Rounded down to the closest whole number*

**The TSR of Sodexo share is 25% against 58% for CAC40 GR Index. Since the TSR of Sodexo share is below the performance of the CAC40 GR Index (dividends reinvested), the TSR performance condition has not been achieved.**

As a consequence, to the above, upon recommendation of the Compensation Committee, the Board of Directors at its meeting of April 8, 2020, recognized that:

- As the two criteria of the performance condition to which the vesting of 50% of shares was subject have not been achieved, 6,750 performance shares granted by the Board of Directors on April 27, 2016 were cancelled and therefore, will not be delivered upon expiration of the vesting period on April 27, 2020;
- 6,750 restricted shares granted by the Board of Directors on April 27, 2016 will vest and be delivered on April 27, 2020 subject to the satisfaction of the continued employment condition.

## About Sodexo

Founded in Marseille in 1966 by Pierre Bellon, Sodexo is the global leader in services that improve Quality of Life, an essential factor in individual and organizational performance. Operating in 67 countries, Sodexo serves 100 million consumers each day through its unique combination of On-site Services, Benefits and Rewards Services and Personal and Home Services. Sodexo provides clients an integrated offering developed over more than 50 years of experience: from foodservices, reception, maintenance and cleaning, to facilities and equipment management; from services and programs fostering employees' engagement to solutions that simplify and optimize their mobility and expenses management, to in-home assistance, child care centers and concierge services. Sodexo's success and performance are founded on its independence, its sustainable business model and its ability to continuously develop and engage its 470,000 employees throughout the world.

Sodexo is included in the CAC 40, FTSE 4 Good and DJSI indices.

### Key figures (as of August 31, 2019)

**22.0 billion** euro in consolidated revenues

**470,000** employees

**19<sup>th</sup>** largest employer worldwide

**67** countries

**100 million** consumers served daily

**9.4 billion** euro market capitalization (as of April 8, 2020)

## Contacts

### Analysts and Investors

**Virginia JEANSON**

Tel. : +33 1 57 75 80 56

[virginia.jeanson@sodexo.com](mailto:virginia.jeanson@sodexo.com)

### Corporate Legal Department

**Olivia GUILLAUME**

Tel. : +33 1 57 75 85 90

[olivia.guillaume@sodexo.com](mailto:olivia.guillaume@sodexo.com)