

**Offering of shares to employees
within the framework of the Sodexo Group's savings plan**

Paris, June 13, 2008 - Sodexo (Euronext Paris FR0000121220 - SW / OTC:SDXAY) is carrying out a capital increase reserved for employees who are members of the Sodexo Group's savings plan.

By doing so, Sodexo intends to more closely associate its employees to the Group's development and results.

The reservation period will take place from June 16, 2008 to July 8, 2008 (inclusive) in France, Ireland and the United Kingdom, and from June 23, 2008 to July 8, 2008 (inclusive) in the other countries. The revocation period will take place from August 12, 2008 to August 20, 2008 (inclusive).

The settlement-delivery of the shares is expected to occur on September 18, 2008.

ISSUER

SODEXO (the "Company")

Registered headquarters: 255, Quai de la Bataille de Stalingrad
92130 ISSY-LES-MOULINEAUX, FRANCE

Share capital: €636,105,652

Registration number in the Nanterre Trade and Companies Registry (*Registre du Commerce et des Sociétés de Nanterre*): 301 940 219

Shares traded on: Compartment A of Euronext Paris (France)

ISIN code for ordinary shares: FR0000121220 – SW

Security admitted to the Deferred Payment Service (*Service de Règlement Différé*)

FRAMEWORK OF THE OFFERING

Within the framework of Article L.225-138-1 of the French Code of Commerce and of Articles L.3332-1 *et seq.* of the French Labor Code, the Combined Shareholders' Meeting of January 22, 2008 delegated, in its 16th resolution, its authority to the Board of Directors for the purpose of carrying out, on one or more occasions, an issuance of shares reserved for members of a company savings plan (*plan d'épargne d'entreprise*) of the Company and the French or foreign companies related to it in accordance with the terms set forth in Article L.225-180 of the French Code of Commerce and of Article L.3344-1 of the French Labor Code.

Pursuant to this authorization, the Board of Directors has decided to carry out a capital increase reserved for Sodexo Group employees through the issuance of new shares to be paid-up in cash, up to a maximum par value amount of €6,360,000 and distributed as follows:

- €763,200 for the classic plan, and
- €5,596,800 for the leveraged plan, which includes the capital increase reserved for a company that is wholly-owned by Société Générale (the principle of which was decided by the Combined Shareholders' Meeting of January 22, 2008 in its 17th resolution).

These maximum amounts per plan may be modified by the Chief Executive Officer at the time the decision setting the subscription prices is made, in particular, as a result of subscription requests.

This offering will be implemented in the following countries: Argentina, Australia, Belgium, Brazil, Chile, China, Colombia, the Czech Republic, Finland, France, Germany, Hong Kong, Hungary, India, Ireland, Italy, Luxemburg, Mexico, the Netherlands, Peru, Spain, Sweden, Turkey and the United Kingdom, subject to the receipt of local authorizations in certain of these countries.

SUBSCRIPTION CONDITIONS

Beneficiaries of the reserved issuance: the beneficiaries of the reserved issuance are employees of the Group's companies who have become members of the group savings plan (*plan d'épargne groupe*, or "PEG") or of the international group savings plan (*plan d'épargne groupe international*, or "PEGI"), irrespective of the nature of their employment contract, and subject to a seniority condition of at least three months as of the last day of the revocation period. Retired employees and employees on early retirement who became members of the PEG or of the PEGI prior to ceasing their professional activities, will maintain their status as beneficiaries and may continue to make payments into the savings plan, subject to having maintained assets in the PEG or the PEGI, and subject to applicable local law.

Terms and conditions of subscription: under the classic plan, the shares will be subscribed in Italy and in Spain via direct shareholding and, in the other countries, via a compartment of the "Sodexo with me" French employee shareholding vehicle (*fonds commun de placement d'entreprise*, or "FCPE").

Under the leveraged plan, the shares will be subscribed, depending on the country, via one of the compartments of the "Sodexo with me" FCPE, and will be subscribed in Italy via the "Sodexo with me Italy" FCPE.

Group employees in certain countries will subscribe shares under the leveraged plan via the "Sodexo with me Relay" FCPE and will be granted a SAR by their employer, the amount of which will be indexed in accordance with a formula comparable to the one offered under the leveraged plan.

Subscription price: the Chief Executive Officer, acting pursuant to the Board of Directors' delegation of power, will set the subscription price which will be equal to:

- for shares subscribed via direct shareholding or via the "Sodexo with me Relay" FCPE, 80% of the average of the opening prices of the Sodexo share on the Eurolist market of Euronext Paris S.A. over the twenty (20) trading days preceding the date of the Chief Executive Officer's decision,

- for shares subscribed via the “Sodexo Plus A” or “Sodexo Plus B” compartments or the “Sodexo with me Italy” FCPE, 85 % of the average of the opening prices of the Sodexo share on the Eurolist market of Euronext Paris S.A. over the twenty (20) trading days preceding the date of the Chief Executive Officer’s decision.

Creation and listing of the shares: the new Sodexo shares that will be created will bear benefit entitlement (*jouissance*) as of September 1, 2007 and will therefore be fully assimilated to existing shares.

Maximum subscription amount: pursuant to Article L.3332-10 of the French Labor Code, payments made by beneficiaries of the offering over the course of a year cannot exceed one-quarter of their gross annual remuneration.

Lock-up period applicable to the Sodexo shares: pursuant to Article L.3332-25 of the French Labor Code, those subscribing to the issuance must hold their FCPE units, or the shares they hold via direct shareholding, until September 18, 2013, except in the event of an early exit.

Reduction of subscription requests: for each plan, in the event that the total number of Sodexo shares subscribed is greater than the number of shares offered, as set by Sodexo’s Board of Directors, a reduction will be carried out in accordance with the following principles:

- at the time of the decision setting the subscription prices, the Chief Executive Officer will determine a guaranteed minimum number of shares per subscriber (equal to the maximum number of shares offered in the plan divided by the number of subscribers to such plan);
- a subscription request that is less than or equal to this minimum number will be met in full;
- a subscription request that is higher than this minimum will be satisfied up to this minimum amount; the portion of the request that exceeds the minimum number will be reduced proportionally, up to the limit of the maximum number of shares offered in the plan.

HEDGING TRANSACTIONS

The implementation of the leveraged plan could lead the financial institution acting as the counterparty to the swap transaction to undertake hedging transactions prior to the implementation of the plan, as from the date of publication of this press release and over the entire course of the plan.

LEGEND FOR OTHER COUNTRIES

This press release does not constitute an offer to sell or a solicitation to purchase Sodexo shares. The offering of Sodexo shares reserved for employees will only be carried out in, and this press release or copies thereof should not be sent outside, those countries where such an offering has been registered with or notified to the competent local authorities and/or following the approval of a prospectus by the competent local authorities or in consideration of an exemption from the requirement to prepare a prospectus or register the offering or notify authorities of the offering. In particular, the shares have not been and will not be registered in the United States under the Securities Act of 1933, and will only be offered in the United States to eligible employees in transactions not requiring registration under such Act.

This press release contains statements that may be considered as forward-looking statements and as such may not relate strictly to historical or current facts. These statements represent management’s views as of the date they are made and we assume no obligation to update them. You are cautioned not to place undue reliance on our forward looking statements.

This press release constitutes the information document required pursuant to Articles 212-4 (paragraph 5) and 212-5 (paragraph 6) of the AMF's General Regulations and to Article 14 of instruction n°2005-11 of December 13, 2005, published in the form of a press release in accordance with Article 221-3 of the AMF's General Regulations.

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About SODEXO

SODEXO, founded in 1966 by Pierre Bellon, a world leader in Food and Facilities Management services, with more than 342,380 employees on 29,000 sites in 80 countries. For Fiscal 2007, which closed August 31, 2007, SODEXO had revenues of 13.4 billion euro. Listed on Euronext Paris, the Group's current market capitalization is 7.2 billion euro.

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