

RELEASE

INFORMATION ON THE COMPENSATION OF THE CHIEF EXECUTIVE OFFICER AND THE DEPARTURE COMPENSATION TERMS FOR MICHEL LANDEL

Issy les Moulineaux, January 25, 2018

At their meeting held on January 23, 2018, Sodexo's Board of Directors approved the Fiscal 2018 compensation elements for Michel Landel, Chief Executive Officer through January 23, 2018, and Denis Machuel, Chief Executive Officer effective immediately following the Annual Shareholders' Meeting held on the same day.

Following the recommendation of the Compensation Committee, the Board approved annual fixed compensation of 900,000 euro for Denis Machuel. It will be calculated *pro rata temporis* for the period January 24, 2018 to August 31, 2018.

During this same meeting, the Sodexo Board of Directors took note of the retirement of Michel Landel as Chief Executive Officer, hence also from all of his operational directorships within the Group. Michel Landel will remain on the Board of Directors.

Also in accordance with the recommendation of the Compensation Committee, the Board approved the financial terms related to Michel Landel's retirement from the Group. These terms are fully in line with the existing compensation policy for the Corporate Officers, as described in the Fiscal 2017 Registration Document and approved by the Annual Shareholders' Meeting on January 23, 2018. They are also consistent with pre-existing agreements and commitments previously approved by the Board of Directors and/or the Shareholders' meeting and published annually by the Group in its Registration Document.

Fiscal 2018 annual fixed compensation

The Fiscal 2018 annual fixed compensation for Michel Landel was maintained at 933,400 euro annually. It will be adjusted *pro rata temporis* for the period September 1, 2017 to January 23, 2018, the end of his mandate as Chief Executive Officer.

In connection with the final stages of the transition process, Michel Landel and Denis Machuel will make a number of visits to certain foreign subsidiaries. These visits will take place at the end of January and in February. Michel Landel will not receive any compensation for these visits. However, his travel expenses will be covered and his insurance policies will be continued through the end of February.

Fiscal 2018 annual variable compensation

Michel Landel's Fiscal 2018 annual variable compensation will be calculated in line with the terms and conditions approved by the Board at its meeting on November 14, 2017. Each of the quantitative and qualitative criteria will be measured by the Board when it approves the Fiscal 2018 financial statements, on the basis of the Fiscal 2018 performance. The rate will be applied to the fixed compensation on a *pro rata temporis* basis.

In accordance with article L.225-100 of the French Commercial Code, the Fiscal 2018 fixed and variable compensation will be submitted for approval by the Annual Shareholders' meeting held in January 2019 where the Fiscal 2018 financial statements will also be approved.

Performance share plans

Michel Landel was granted 44,000 performance shares in April 2017 as the long-term part of his Fiscal 2017 compensation. The number of shares granted is unchanged from that in the April 2016 grant. In line with Group policy, Michel Landel will not receive any share grant in the April 2018 Plan. As is the case for any other beneficiary of the free and performance share plans who retires, Michel Landel will continue to vest in his existing performance share plans. As a reminder, 100% of the shares granted to Michel Landel are subject to performance conditions.

Non-compete commitment

Michel Landel has signed a non-compete agreement for a period of two years, until January 23, 2020, for which he will receive an indemnity amounting to two years of his annual fixed compensation, or a total of 1,866,800 euro. This indemnity will be paid according to the terms and conditions of the agreement authorized by the Board on November 14, 2017, and signed on the same date, and approved by the Annual Shareholders' meeting on January 23, 2018. In the case of non-compliance, Michel Landel will not be entitled to the indemnity. Any amount already received would need to be reimbursed in full, and a penalty of 933,400 euro, i.e., 12 months of his most recent fixed annual compensation, would also be incurred.

Supplemental pension plan

Michel Landel will also benefit from his supplemental pension plan representing 15% of his average annual fixed compensation over the last three years, or 140,000 euro per year. This pension is supplementary to the compulsory pension system.

Director fees

Michel Landel will receive Director fees as compensation for his directorship of Sodexo.

Lastly, Michel Landel will not benefit from any stock option plans (except the one awarded in 2011), nor any exceptional compensation, nor any termination indemnities.

About Sodexo

Founded in 1966 in Marseille 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 80 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. Through its more than 100 services, Sodexo provides clients an integrated offering developed over 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 427,000 employees throughout the world.

Sodexo is included in the CAC 40 and DJSI indices.

Key figures (as of August 31, 2017)

20.7 billion euro in consolidated revenues

427,000 employees

19th largest employer worldwide

80 countries

100 million consumers served daily

15,9 billion euro market capitalization (as of January 24, 2018)

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