

COMBINED SHAREHOLDERS' MEETING OF JANUARY 23, 2018 SUMMARY

Sodexo's Combined Shareholders' Meeting was held on Tuesday January 23, 2018 at the Maison de la Mutualité in Paris, in the presence of Sophie Bellon, Chairwoman of the Board of Directors, Michel Landel, Chief Executive Officer, Denis Machuel, Deputy Chief Executive Officer, and Marc Rolland, Chief Financial Officer. Sophie Bellon introduced Denis Machuel, designated as future Chief Executive Officer during the meeting of the Board of Directors held on May 30, 2017 and who took office following this Shareholders' Meeting, taking over from Michel Landel.

Almost 1,500 shareholders were present or represented. With a quorum of 77.54%, shareholders in the meeting approved all of the resolutions proposed by the Board of Directors.

The general meeting of shareholders approved the payment of a dividend of 2.75 euros per share (an increase around 14.6% as compared to the previous year). In addition, and for the fourth year since it has been implemented, a 10% dividend premium (representing 0.275 euro per share) shall be paid to shares held in registered form for at least 4 years (limited to 0.5% of the share capital for any single shareholder).

The general meeting approved the non-compete agreement of Michel Landel for a duration of 24 months, as of the termination of his duties as CEO following this Shareholders' Meeting, with an indemnity representing 24 months of his fixed salary.

The general meeting approved the related-party agreement regarding services provided by Bellon SA to Sodexo.

The general meeting of shareholders also approved the re-election of Sophie Bellon, Nathalie Bellon-Szabo, Françoise Brougher and Soumitra Dutta as directors for three-year terms. Bernard Bellon was also re-elected as director for a one-year term.

In addition, the general meeting of shareholders issued a favorable opinion on the elements of compensation, for Fiscal Year 2017, of Sophie Bellon, Chairwoman of the Board of Directors, and of M. Michel Landel, Chief Executive Officer. It also approved the compensation and benefits principles and criteria of the Chairwoman of the Board of Directors, Sophie Bellon, and of the Chief Executive Officer, Michel Landel until this day and Denis Machuel from this day onwards.

Finally, the general meeting approved the annual directors' fee amount of 900,000 euros allocated to the Board of Directors for the current fiscal year and until such time as the Shareholders' Meeting makes a new decision.

The results of the vote on each resolution together with a webcast of the Combined Shareholders' Meeting are available on the website of the Group (www.sodexo.com / Finance / Shareholders / Shareholders' Meetings).

Investor relations

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