

RELEASE

INFORMATION ON THE COMPENSATION OF THE CORPORATE OFFICERS

Issy les Moulineaux, November 12th, 2018

At its meeting held on November 6, 2018, Sodexo's Board of Directors approved the compensation paid or awarded to the Corporate Executive officers for Fiscal 2018 following the recommendation of the Compensation Committee and in line with the compensation policy approved at the Shareholders meeting on January 23, 2018.

The Board of Directors also approved the compensation policy for Fiscal 2019 for Sophie Bellon, Chairwoman of the Board and Denis Machuel, Chief Executive Officer.

The payment of the variable and exceptional compensation elements, as well as the compensation policy for Fiscal 2019 will be submitted for approval at the next Shareholders meeting, to be held on January 22, 2019.

All elements will be described in detail in the Fiscal 2018 Registration Document.

1. Compensation paid or awarded for Fiscal 2018 to Sophie Bellon, Chairwoman of the Board of Directors

Fixed compensation

The amount of Sophie Bellon's fixed compensation is 625,347 euro.

Other benefits

Sophie Bellon has the use of a company car. This benefit is valued at 1,730 euro.

2. Compensation paid or awarded for Fiscal 2018 to Michel Landel, Chief Executive Officer until January 23, 2018

Fixed compensation

The amount of Michel Landel's fixed compensation, calculated *pro rata temporis*, was 372,165 euro.

Annual Variable compensation

The Board of Directors estimated that the level of achievement of the objectives on which the annual variable compensation is based is 45%:

- 35% achievement of the variable compensation, contingent on targets based on the Group's financial performance for the fiscal year, including organic revenue growth, underlying operating profit, Group net income and free cash flow;
- 10% achievement of the variable compensation, contingent on non-financial targets, which are primarily quantitative targets (including occupational health and safety, talent management and the DJSI ranking).

Consequently, the annual variable compensation for Fiscal 2018, calculated *pro rata temporis*, amounts to 252,383 euro.

Directors' fees

Since January 23, 2018 until July 1, 2018, Michel Landel received 22,000 euro in his capacity as Director.

Non-compete agreement indemnity

The amount of the non-compete indemnity paid during Fiscal 2018 was 622,267 euro.

Other benefits

Michel Landel benefited from the use of a company car. This benefit amounted to 829 euro for the period from September 1, 2017 until January 23, 2018.

3. Compensation paid or awarded for Fiscal 2018 to Denis Machuel, Chief Executive Officer since January 23, 2018

Fixed compensation

The amount of Denis Machuel's fixed compensation, calculated *pro rata temporis*, is 545,768 euro.

Annual Variable compensation

The Board of Directors estimated that the level of achievement of the objectives on which the annual variable remuneration is based is 45%:

- 35% achievement of the variable compensation is contingent on targets based on the Group's financial performance for the fiscal year, including organic revenue growth, underlying operating profit, Group net income and free cash flow;
- 10% achievement of the variable compensation is contingent on non-financial targets, which are primarily quantitative targets (including occupational health and safety, talent management and the DJSI ranking).

Consequently, the annual variable compensation for Fiscal 2018 amounts to 245,595 euro.

Long term compensation

On April 27, 2018, the Board of Directors decided to grant 25,000 performance shares (representing 2.68% of the total number of free shares and performance shares granted by the Board during the fiscal year). The acquisition of these shares is subject to a four-year vesting period and to different performance conditions (please refer to the release issued on May 2, 2018 and available on Sodexo website: www.sodexo.com). The value (in IFRS) of this grant was 1,600,438 euro on grant date.

Other benefits

Denis Machuel has the use of a company car and is the beneficiary of a private unemployment insurance policy. The amount of these benefits is 7,531 euro.

4. Compensation elements for Fiscal 2019 of Sophie Bellon, Chairwoman of the Board of Directors

Fixed compensation

Sophie's Bellon fixed compensation will be maintained at its current level of 675,000 euro.

Other compensation elements

Sophie Bellon will continue to benefit from collective health and benefit plans as well as a company car.

5. Compensation elements for Fiscal 2019 of Denis Machuel, Chief Executive Officer

Fixed compensation

Denis Machuel's fixed compensation will be maintained at its current level of 900,000 euro.

Annual variable compensation

In line with last year, the annual variable compensation of Denis Machuel is 100% of the fixed compensation, if all of the objectives are achieved. For Fiscal 2019, up to 150% of this compensation may be paid if these objectives are exceeded.

In line with last year, the applicable criteria and weightings are as follows:

- 70% of the variable compensation is contingent on targets based on the Group's financial performance for the fiscal year, including organic revenue growth, underlying operating profit, Group net income and free cash flow;
- 30% of the variable compensation is contingent on non-financial targets, primarily including quantitative targets (including occupational health and safety, talent management and the DJSI ranking).

The bonus is calculated following the close of Fiscal 2019 and the achievement levels will be disclosed for each criterion once the Board of Directors has assessed whether the performance targets have been reached. The bonus will be paid after the 2019 financial statements are approved by the Shareholders at their meeting. If the Chief Executive Officer's term of office is terminated during the course of the fiscal year, the annual variable compensation will be paid *pro rata temporis*.

Long term compensation

The performance shares that may be granted to Denis Machuel in 2019 will be dependent upon the following performance conditions:

- 25% of the shares will be subject to a vesting condition based on average organic revenue growth.
- 25% of the shares will be subject to a vesting condition based on the improvement in the underlying operating profit margin.
- 30% of the shares will be subject to a TSR (Total Shareholder Return) vesting condition compared with that of a peer group comprising 12 companies (ABM Industries, Aramark, CBRE, Compass, Edenred, Elixor, Elis/Berendsen, G4S, ISS, Jones Lang LaSalle, Rentokil and Securitas), selected based on their size, the similarity of their operations with those of Sodexo and the fact that they all operate in the outsourcing and shared services industry.

In line with last year, the shares will be allocated depending on Sodexo's ranking within the peer group.

Quartile achieved by Sodexo in relation to the peer group's TSR	% of the shares subject to the TSR vesting condition that will vest
Top quartile	100%
Second quartile	50%
Third quartile	15%
Fourth quartile	0%

- 20% of the shares will be subject to a vesting condition based on a diversity and inclusion objective set by Sodexo with a view to encouraging the promotion of women to top management positions (currently, top management comprises all of the executives who report directly to a member of the Group Executive Committee or to a CEO of any of the Group's businesses who is not on the Executive Committee).

The objective of Sodexo is to achieve 37% of women in top management positions in August 31, 2022, 40% in 2025 (compared with 32% in August 31, 2017).

Other compensation elements

Denis Machuel will continue to benefit from a supplemental pension plan, a company car and an unemployment insurance policy.

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 72 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 460,000 employees throughout the world.

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

Key figures (as of August 31, 2018)

20.4 billion euro in consolidated revenues

460,000 employees

19th largest employer worldwide

72 countries

100 million consumers served daily

13,8 billion euro in market capitalization (as of November 9, 2018)

Contacts

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