NOTICE OF MEETING

Combined Ordinary and Extraordinary Shareholders' Meeting

Tuesday, January 21, 2014 at 4:30 p.m.
Palais des Arts et des Congrès in Issy-les-Moulineaux
25 avenue Victor Cresson 92130 Issy-les-Moulineaux

Issy-les-Moulineaux, January 2, 2014

Dear Madam, Dear Sir, Dear Shareholder,

It is my pleasure to invite you to the SODEXO Combined Annual Shareholders' Meeting covened at 4:30 pm on Tuesday, January 21, 2014 at the Palais des Arts et des Congrès in Issy-les-Moulineaux.

I hope you will attend in person. During this meeting, we will comment on our Group's results and its outlook for the future. You will have the opportunity to ask questions and vote on the resolutions submitted for your approval.

In the following pages, you will find all the information you need to participate in this meeting.

In addition, you will also be able to view a live webcast of the General Meeting on our website www.sodexo.com.

Yours sincerely,

Pierre Bellon
Chairman of the Board of Directors

255, quai de la Bataille de Stalingrad – 92866 Issy-les-Moulineaux - France
Tel.: +33 (0)1 30 85 75 00
Sodexo SA with a capital of 628,528,100 € - RCS Nanterre 301 940 219
www.sodexo.com

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The prior notice of this Shareholders' Meeting was published on December 13, 2013 in the *Bulletin des Annonces Légales Obligatoires* (French bulletin of legal notices) in accordance with article R.225-73 of the French Commercial Code.

The documents and information related to this Shareholders' Meeting are made available to shareholders in accordance with the applicable regulation and, in particular, information referred to by article R.225-73-1 of the French Commercial Code may be consulted on the website www.sodexo.com (*Finance – Shareholders' meeting section*).

By accessing www.sodexo.com (*Finance – Shareholders' meeting section*), you can also view a live webcast of the Shareholders' Meeting and consult the Fiscal 2013 Registration Document (filed with the *Autorité des Marchés Financiers* - French financial markets Authority - on November 18, 2013 and including information provided by article R.225-83 of the French Commercial Code).

For further information:

SODEXO
Group Legal Department
255, quai de la Bataille de Stalingrad
92866 ISSY-LES-MOULINEAUX Cedex 9 - FRANCE
Tel.: +33 (0)1 57 75 81 12

How to participate in the Annual General Meeting?

What are the requirements for attending the Meeting?

In order to participate in the Meeting, shareholders must provide proof of share ownership, through registration of their shares in their name or in the name of the intermediary duly registered to act on their behalf in either the shareholders' register or in the bearer registries maintained by their intermediary. They must provide such proof by **midnight, Paris time, going on Thursday January 16, 2014** (the third legal working day preceding the Meeting, hereafter : « N-3 »).

- **For registered shareholders**, N-3 registration in the shareholders' register is sufficient to be able to attend the Meeting.

- **For holders of bearer shares**, it is the registered intermediary managing the share account who, upon request of bearer shares wishing to attend the Meeting, directly provides proof that their clients are shareholders. This proof is provided to Société Générale (the meeting registrar appointed by Sodexo) by producing a certificate of attendance attached to the single form that is used for voting by proxy or by post or for requesting an admission card in the shareholder's name or on behalf of the shareholder represented by the intermediary.

Attending the Meeting in person?

Shareholders wishing to attend the Meeting in person must request an admission card. To obtain this card, **tick box A** in the upper portion of the form, and **date and sign the bottom of the form**. Holders of bearer shares who have not received their admission cards on Thursday January 16, 2014, must ask their intermediary to issue them an attendance certificate, which they may then present to the Meeting reception desk as proof that they are shareholders as of N-3.

Voting will be carried out using an electronic voting box.

In order to facilitate the conduct of the Meeting, please:

1. arrive promptly as from 3:30 p.m. to sign the attendance register at the Meeting registrar's desk if you have your admission card, and, if not, report to the reception desk;

2. enter the Meeting room with the electronic voting box given to you when signing the attendance register;

3. follow the instructions given at the Meeting on how to use the voting box.

How to vote at the Meeting?

All shareholders have four options:

- **Attend the Meeting in person**;
- **Authorise the Chairman of the Meeting to vote on their behalf**;
- **Assign proxy to a third party** ;
- **Vote by post.**

In all cases, shareholders must complete the attached form and return it to their registered intermediary using the envelope provided.

Any shareholder who has already voted by post or by proxy or requested an admission card may no longer choose an alternative means of participating, but is allowed to sell some or all of his shares.

Vote by post or by proxy?

Shareholders who are unable to attend the Meeting in person may choose one of the following three options:

- **Vote by post**: tick the box next to « I vote by post »; to vote <u>YES</u> on the resolutions: <u>do not blacken</u> the corresponding boxes / to vote <u>NO</u> or abstain on certain proposed resolutions: <u>blacken</u> individually the corresponding boxes. Do not forget to complete the « amendments and new resolutions » box and to date and sign the form;

- **Appoint the Chairman as your proxy**: tick the box « I appoint the Chairman as my proxy», date and sign the form. In this case, a vote will be cast on your behalf in favour of the draft resolutions approved by the Board of Directors;

- **Appoint a third party as your proxy**: tick the box next to « I hereby appoint », complete the details of the person who will represent you, date and sign the form.

The **notification of the appointment or withdrawal of a proxy** can also be made **via an electronic mail**. In this case:

- **For registered shareholders**: send an email bearing an electronic signature, obtained from a certifying authority in accordance with the applicable regulation, to the e-mail address mandataireAG.group@sodexo.com, stating their surname, first name and address, and their **Société Générale user ID for those whose shares are registered with Société Générale** (information available on the top left-hand corner of their account statement) or **for the others their user ID with their financial intermediary**, and the surname and first name of the proxy appointed or withdrawn;

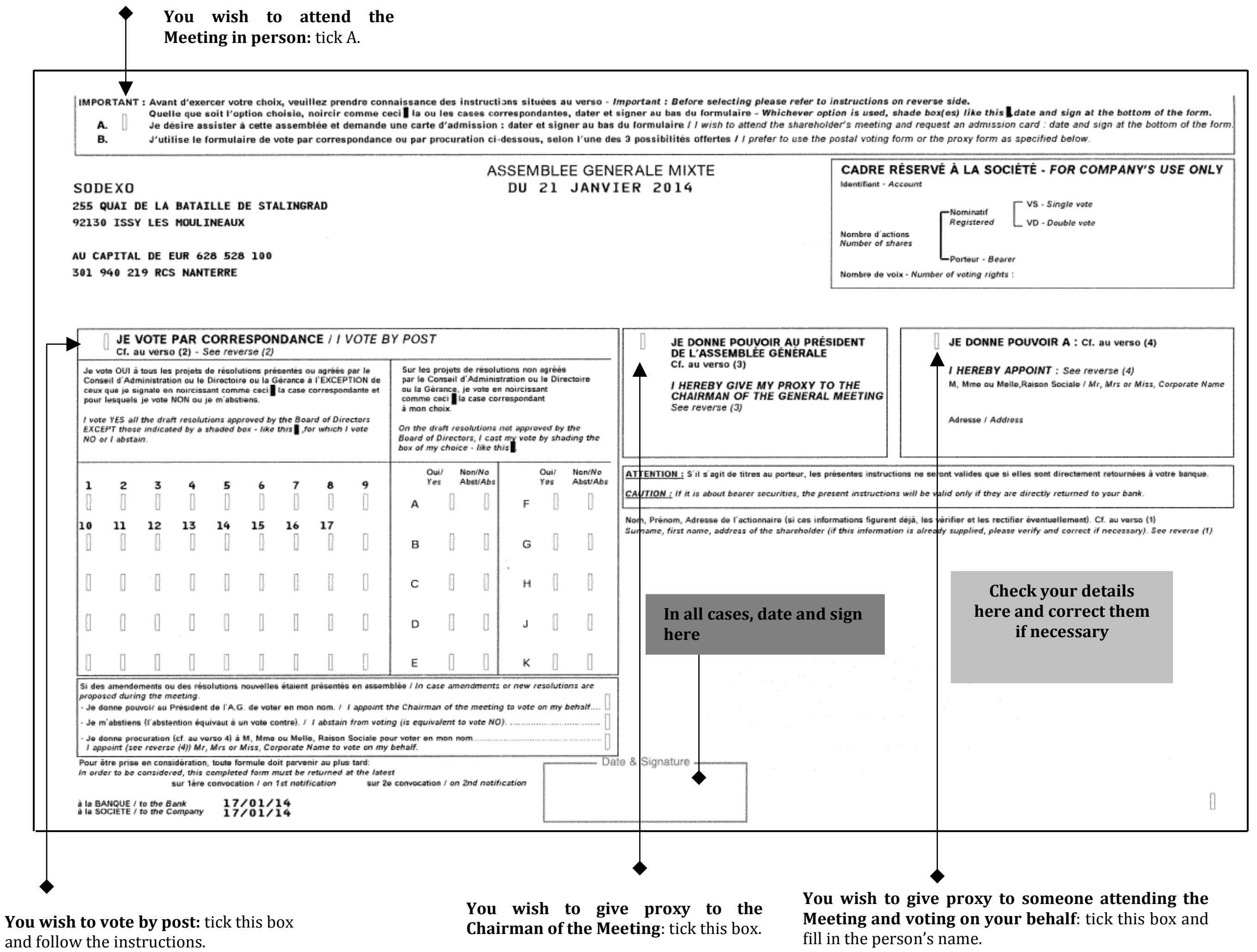
- **For holders of bearer shares**: send an email bearing an electronic signature, obtained from a certifying authority in accordance with the applicable regulation, to the e-mail address mandataireAG.group@sodexo.com, stating their surname, first name, address and complete bank details, together with the surname and first name of the proxy appointed or withdrawn. Then, they need to ask their financial intermediary in charge of their securities account to send a written confirmation (by mail or fax) to the Department for Shareholders' Meetings (*service Assemblées*) at Société Générale (CS 30812, 44308 Nantes Cedex 3, France – Fax +33 (0)2 51 85 57 01).

For the appointment or withdrawal of proxies made via an electronic mail, to be taken into account, duly signed and completed notifications must be received no later than 3 pm, Paris time, on Monday January 20, 2014.

Please note that the e-mail address mandataireAG.group@sodexo.com should only be used for requests to appoint/withdraw a proxy; requests of any other nature will not be processed.

In order to take into account vote by post or by proxy, the corresponding duly completed forms must be received - together with the certificate of attendance for bearer shares - by Société Générale (Service des Assemblées – CS 30812 – 44308 Nantes Cedex 3, France), no later than midnight, Paris time, going on Saturday January 18, 2014.

How to complete your Form?



Agenda
of Combined Shareholders' Meeting of January 21, 2014

Ordinary Business

1. Adoption of the annual and consolidated financial statements for Fiscal 2013
2. Allocation of earnings – Declaration of dividend
3. Approval of the regulated related party agreement concerning services provided by Bellon SA to Sodexo SA in areas including strategy, finance, accounting, human resources and the Group's investment policies
4. Renewal of directorship of Michel Landel
5. Renewal of directorship of Paul Jeanbart
6. Renewal of directorship of Patricia Bellinger
7. Renewal of directorship of Peter Thompson
8. Directors' fees
9. Opinion on the elements of compensation and benefits of Pierre Bellon, Chairman of the Board of Directors
10. Opinion on the elements of compensation and benefits of Michel Landel, Chief Executive Officer
11. Authorization to the Board of Directors for the Company to purchase treasury shares

Extraordinary Business

12. Authorization to reduce issued capital through cancellation of treasury shares
13. Delegation of powers to the Board of Directors to increase issued capital through the issuance – with preferential subscription rights for shareholders – ordinary shares and/or other securities giving access to capital
14. Delegation of powers to the Board of Directors to increase the issued capital by capitalization of premiums, reserves or profits
15. Delegation of powers to the Board of Directors to increase the issued capital via the issuance of ordinary shares and/or securities giving access to the capital reserved for members of Employee Share Purchase plans, with waiver of preferential rights in favor of the latter
16. Amendment of article 11 of the bylaws to introduce a new article 11-4 relating to the appointment of one or more directors representing employees

Ordinary Business

17. Powers

Presentation of the resolutions submitted to the Combined Shareholders' Meeting of January 21, 2014

1. ORDINARY BUSINESS

- **Adoption of the annual and consolidated financial statements (1st resolution)**

The Board of Directors is requesting the Shareholders' Meeting to adopt the individual company financial statements of Sodexo for Fiscal 2013 presenting net income of 342 million euro and the consolidated financial statements of the Group presenting profit attributable to equity holders of the parent of 439 million euro.

- **Appropriation of net income for the fiscal year and dividend (2nd resolution)**

This resolution relates to appropriation of net income for Fiscal 2013 and the distribution of a dividend. The Board of Directors is requesting the Shareholders' Meeting's approval of its proposal to distribute a cash dividend of 1.62 euro per share, an increase of nearly 2% over the prior year.

In addition, and for the first time since the dividend premium system was adopted by the Shareholders' Meeting held on January 24, 2011, shares held in registered form since at least August 31, 2009 and still held when the Fiscal 2013 dividend becomes payable, will automatically be entitled, without any additional formality, to a 10% dividend premium (rounded down to the nearest cent), representing an additional 0.16 euro per share. The number of shares eligible for this dividend premium may not exceed 0.5% of the share capital for any single shareholder (corresponding to a maximum of 785,660 shares per shareholder based on the Company's capital as of August 31, 2013).

The dividend and dividend premium (for eligible shares) will become payable on February 4, 2014, with a NYSE Euronext Paris ex-dividend date of January 30, 2014. The record date – *i.e.* the date before which an investor must own the shares in order to receive the dividend – will be February 3, 2014.

- **Adoption of the regulated related-party agreement concerning services provided by Bellon SA to Sodexo SA (3rd resolution)**

In the third resolution the Board is requesting shareholders to ratify a services agreement entered into between Sodexo SA and Bellon SA, which falls within the scope of application of articles L.225-38 *et seq.* of the French Commercial Code. The signature of the agreement was authorized in advance by the Board of Directors at its meeting on April 16, 2013 (with Michel Landel and the directors who are members of the Bellon family did not take part in the vote). The amounts invoiced in connection with this agreement are set out in the Statutory Auditors' Special Report on Regulated Agreements and Commitments in section 4.4.2 of the Fiscal 2013 Registration Document.

A services agreement has been in place between Sodexo SA and Bellon SA since 1991, under which Bellon SA provides assistance and advisory services to Sodexo and other Group companies – both directly and through qualified specialists – in a number of different areas, including strategy, finance, accounting, human resources and investment policies. Under the agreement, Bellon SA also provides Sodexo with assistance and advisory services on developing the Group's general policies in these areas and on implementing these policies in a coordinated way throughout the Group's various activities in order to ensure that its business is conducted in the best possible conditions.

As part of its measures to improve its Corporate Governance and enhance shareholder information, Sodexo decided to redefine the terms and conditions of this service agreement which, as mentioned above, has been in force within the Group for over 20 years. In particular, the term of the agreement has been changed in order to submit it to shareholders for approval on a regular basis, *i.e.,* every five years.

In addition, and again in order to reinforce the Company's Corporate Governance, on April 16, 2013 the Board of Directors decided that in the future, Sodexo's Audit Committee will perform an annual review of the fees payable under the agreement and of any changes to them.

For Fiscal 2013, Bellon SA invoiced 6.2 million euro excluding VAT to Sodexo under the agreement, unchanged from Fiscal 2012. This amount represents (i) 5.7 million euro in compensation (including payroll taxes) paid to Michel Landel (Chief Executive Officer), Elisabeth Carpentier (Group Executive Vice President and Chief Human Resources Officer) and Siân Herbert-Jones (Group Executive Vice President and Chief Financial Officer), who are employed and paid directly by Bellon SA, (ii) 0.2 million euro in fees paid to external consultants, and (iii) 0.3 million euro corresponding to a 5% mark-up.

Shareholders are being invited to vote only on new regulated related party agreements entered into during Fiscal 2013. The agreements and commitments already approved at Shareholders' Meetings in previous years are not being re-submitted for approval.

- **Re-election of directors (4th to 7th resolutions)**

The directorships of Michel Landel, Paul Jeanbart, Peter Thompson and Patricia Bellinger expire at the close of the Annual Shareholders' Meeting on January 21, 2014.

The Board of Directors is proposing that the shareholders re-elect Michel Landel, Paul Jeanbart and Patricia Bellinger to the Board for a period of three years ending at the close of the Annual Shareholders' Meeting called to adopt the financial statements for the fiscal year ended August 31, 2016 and Peter Thompson for a one-year period ending at the close of the Annual Shareholders' Meeting called to adopt the financial statements for the fiscal year ended August 31, 2014 (in order to stagger the re-election of directors in accordance with article 11-1 of the Company's bylaws).

Biographical information on these directors is provided in section 7.1.1.2 of the Registration Document.

Alain Marcheteau – who has been a member of Sodexo's Board of Directors since January 25, 2010 and whose term of office expires at the close of the Annual Shareholders' Meeting on January 21, 2014 – has stated that he will not be seeking re-election. Pierre Bellon thanks him both personally and on behalf of the Board of Directors and all of the Company's shareholders for the valuable experience he has brought to the Group during his time on the Board.

- **Directors' fees (8th resolution)**

The preparation for and participation in Board and committee meetings requires an increasing amount of time and personal commitment from board members. Accordingly, in order to be able to hold more board committee meetings and, as appropriate, increase the number of committee members, the Board requests that shareholders approve an increase in the maximum aggregate amount of directors' fees. These fees will be allocated to each individual director in strict compliance with the Board's Internal Rules.

Consequently, the Shareholders' Meeting is requested to set at 630,000 euro the maximum total amount of directors' fees payable for the current fiscal year and each subsequent fiscal year. This new amount will remain in effect until such time as the Shareholders' Meeting makes a new decision.

For information, since Fiscal 2012 the maximum aggregate amount of directors' fees was set at 580,000 euro per fiscal year.

- **Opinion on the elements of compensation and benefits due or awarded for Fiscal 2013 to each corporate officer (9th and 10th resolutions)**

Pursuant to the recommendations in the AFEP-MEDEF Code of Corporate Governance for listed companies, as revised in June 2013 (section 24.3) – to which the Company refers for Corporate Governance matters in application of article L.225-37 of the French Commercial Code – shareholders are invited in the ninth and tenth resolutions to give their opinion on the compensation and benefits due or awarded for Fiscal 2013 to each corporate officer, namely Pierre Bellon, Chairman of the Board of Directors, and Michel Landel, Chief Executive Officer. Further information on these corporate officers' compensation and benefits is provided in section 7.3.1 of the Registration Document.

Compensation and benefits due or awarded for Fiscal 2013 to Pierre Bellon, Chairman of the Board of Directors

Type of compensation or benefits	Amount	Comments
Director's fees	€53,740	The amount paid to each director is calculated in accordance with the Board of Directors' Internal Rules and the criteria set out in section 7.3.2.1 of the Fiscal 2013 Registration Document.

In his capacity as Chairman of the Company's Board of Directors, Pierre Bellon does not receive any of the following types of compensation or benefits: fixed salary, annual bonus, multi-year bonus, exceptional bonus, stock options, performance shares, signing-on bonus, compensation for loss of office, supplemental retirement benefits or any other type of benefit.

Compensation and benefits due or awarded for Fiscal 2013 to Michel Landel, Chief Executive Officer

Type of compensation or benefits	Amount	Comments
Fixed salary	€933,400	Pre-tax gross amount due for the fiscal year.
Annual bonus	€1,027,295	This amount corresponds to (i) Michel Landel's performance bonus for Fiscal 2013 (to be paid in Fiscal 2014), corresponding to 87.6% of his Fiscal 2013 fixed salary (as the performance targets were not met in full), and (ii) travel allowances paid during Fiscal 2013, which vary depending on the countries visited and the length of stay. Twenty percent of the performance bonus depends on the achievement of personal targets concerning the implementation of the Group's strategy and the remaining 80% on the achievement of quantitative targets based on the Group's financial performance during Fiscal 2013. These quantitative targets relate to organic revenue growth (accounting for 15% of the total performance bonus) and increase in operating income (accounting for 30%), Group net income (15%) and free cash flow (20%).
Stock options and performance shares	37,000 performance shares valued at €1,967,660 based on the method used for the preparation of the consolidated financial statements	On April 25, 2013 the Board of Directors used the authorization granted in the 12th resolution of the January 21, 2013 Annual Shareholders' Meeting to grant Michel Landel 37,000 performance shares (representing 4.40% of the total number of free shares and performance shares allocated by the Board during the fiscal year). These shares will vest only if cumulative annual growth in Group net income corresponds to at least 6% for the period between Fiscal 2012 and Fiscal 2015, at constant exchange rates and excluding exceptional items. No stock options were granted to Michel Landel during Fiscal 2013.
Signing on bonus and compensation for loss of office	No amounts due or paid	As decided by the Board of Directors on November 6, 2008 and ratified by the Annual Shareholders' Meeting of January 19, 2009 (5th resolution) and in compliance with the procedure governing related party agreements, Michel Landel is entitled to compensation in the event of termination of his appointment as Chief Executive Officer (excluding voluntary termination or retirement and unless revoked for cause), for which a payment will be made to him in an amount equal to twice the gross annual compensation (fixed and variable) received during the 12 months preceding the termination. This indemnity will only be paid if, at constant consolidation scope and currency exchange rates, the annual increase in Sodexo's consolidated operating income is equal to or higher than 5% for each of the three fiscal years ended prior to the termination of the appointment.
Supplemental retirement plan	No amounts due or paid	Michel Landel's supplemental retirement plan provides for payment of a pension amounting to 14% of his average fixed annual salary paid to him during the three years preceding his retirement, to which are added the pensions due to him under compulsory retirement plans, provided that he is employed by the Company at the time of his retirement. The cumulative liability under the plan as of August 31, 2013 was 2,407,816 euro and the charge recognized for Fiscal 2013 was 201,696 euro.
Other benefits	€2,400	Michel Landel has the use of a company car.

Michel Landel does not receive any of the following types of compensation or benefits: multi-year bonus, exceptional bonus, or director's fees in his capacity as a member of the Company's Board of Directors.

- **Share repurchases (11th resolution)**

The Board of Directors is requesting the Shareholders' Meeting to renew the authorization to purchase treasury shares under articles L.225-209 *et seq.* of the French Commercial Code.

This authorization would be valid for a period of eighteen months and would replace the previous authorization granted by the Shareholders' Meeting on January 21, 2013.

It would allow for the implementation of a share repurchase program capped at 10% of the Company's issued capital as of the date of the Shareholders' Meeting, with the following characteristics:

- maximum purchase price per share: 90 euro;
- total maximum amount: 950 million euro;
- the program can be implemented at any time except when a public tender offer is underway, subject to the limits stipulated in the relevant laws and regulations, and can be carried out by any means.

The objectives of the share repurchase program are provided in the resolutions submitted to the Shareholders' Meeting and notably include the granting or selling of shares to employees or Corporate Officers in connection with any stock option plans, free share grants, employee share purchase plans, cancelling the shares by reducing the issued capital, market-making in Sodexo shares in connection with a liquidity contract, transferring shares in connection with acquisition transactions or in connection with the exercise of rights on shares issued by the Company. The shares purchased pursuant to this delegation of powers may be allocated by the Board of Directors to program objectives other than the ones initially followed, in accordance with applicable laws and regulations.

As of August 31, 2013, the percentage of treasury shares held by the Company was 3.58% (refer to section 5.1.2.4 of the Registration Document for additional information on the use of the share repurchase program during Fiscal 2013).

2. EXTRAORDINARY BUSINESS

- **Capital reduction by cancellation of treasury shares (12th resolution)**

The Board of Directors is proposing that the Annual Shareholders' Meeting renew the authorization to reduce the share capital through the cancellation of some or all of the shares purchased under the Company's share repurchase program, up to a maximum (per 24-month period) of 10% of the total number of shares of the Company's capital as of the date of the Annual Shareholders' Meeting.

This authorization would be valid for a period of 26 months and would replace the authorization given for the same purpose by the Shareholders' Meeting of January 23, 2012.

No shares were cancelled by the Board of Directors during Fiscal 2013.

- **Increase in issued capital with maintenance of preferential subscription rights and through capitalization of premiums, reserves or profits (13th and 14th resolutions)**

The Board of Directors is proposing that the Annual Shareholders' Meeting renew the delegations of powers given to it to act in the best interests of the Company, to decide when appropriate and on the most appropriate terms and conditions (in light of opportunities arising on the financial markets) to increase the permanent capital of the Company.

The authorization given under the 13th resolution will enable the Board of Directors to decide to increase the issued capital on one or more occasions, maintaining shareholders' preferential subscription rights, via the issuance of ordinary shares (therefore excluding preferential shares) and/or any other securities giving access, immediately and/or at a later date, to the ordinary shares of the Company, within the following limits:

- the maximum nominal amount of the capital increases that may be carried out may not exceed 100 million euro (representing approximately 16% of the capital) to which will be added, as appropriate, the additional amount representing shares to be issued in order to safeguard the rights of holders of securities giving access to the capital, as required by law;
- the total nominal amount of debt securities that may be issued may not exceed 1 billion euro.

The authorization given under the 14th resolution will allow the Board of Directors to proceed with capital increases by capitalization, on one or more occasions, of all or part of the premiums, reserves or profits permitted to be capitalized under law and the bylaws, by means of allocation of new bonus shares for no consideration or by increasing the par value of existing shares, or both; the maximum nominal amount of capital increases that may be carried out in this manner may not exceed 200 million euro.

These delegations of power would be valid for a period of 26 months and would replace the previous delegations given by the Annual Shareholders' Meeting of January 23, 2012.

- **Capital increase reserved for members of Employee Share Purchase Plans (15th resolution)**

Under French law, any Shareholders' Meeting that is asked to decide on or authorize an increase in issued capital by cash offer (as in the case for the 13th resolution) is also required to approve a resolution to carry out a capital increase reserved for employees who are members of an employee share purchase plan (French Commercial Code, article L.225-129-6 para. 1).

The Board of Directors therefore proposes that the Shareholders' Meeting renew the delegation of powers to increase the issued capital through the issuance of ordinary shares or other securities for the benefit of the members of an employee share purchase plan with waiver of preemption rights.

The maximum total number of new shares potentially issuable pursuant to this delegation would not exceed 1.5% of the issued capital as of the date of the decision made by the Board of Directors (this ceiling will be deducted from the global ceiling of a maximum total nominal amount of 100 million euro set forth in the thirteen resolution) ; the price at which grantees may purchase the shares would be set by the Board of Directors and could not be more than 20% less than the average price for the twenty trading sessions preceding the date of the decision setting the opening date of the plan. The Board could reduce or eliminate the discount, at its discretion, notably in order to comply with local legal, accounting and tax regimes and labor laws.

This delegation would be valid for a period of 26 months and would replace the previous delegation given by the Shareholders' Meeting of January 21, 2013.

As of August 31, 2013, shares held by employees represented 0.99% of the Company's capital.

- **Amendment of article 11 of the bylaws in order to introduce a fourth paragraph (article 11.4) relating to the appointment of one or more directors representing employees (16th resolution)**

In accordance with the French Act of June 14, 2013 relating to employment protection, the Board of Directors is asking the shareholders to amend article 11 of the Company's bylaws in order to provide for the conditions of appointment to the Board of one or more directors representing employees.

The new text would state that when the law requires the appointment of one director representing employees, the appointment would be made by the trade union that obtained the most votes in the first round of the most recent election of trade union representative. As provided for in the relevant legislation, the Company's Works Council was consulted on this method of appointing a director to represent employees and issued a favorable opinion thereon on September 12, 2013. If the appointment of two directors representing employees were to be required by law, the second director would be appointed by the European Works Council in accordance with the applicable legislation.

Provided the shareholders renew the terms of office of the directors put forward for re-election, at the close of the January 21, 2014 Annual Shareholders' Meeting, the Board of Directors will have 12 members. Consequently, one director representing employees will need to be appointed within six months of this Shareholders' Meeting.

3. ORDINARY BUSINESS

- **Powers to perform formalities (17th resolution)**

This standard resolution concerns the conferring of powers to perform all formalities and filings relating to the resolutions approved by the Shareholders' Meeting.

Text of resolutions submitted to the Combined Shareholders' Meeting of January 21, 2014

1. ORDINARY SHARES

First resolution

(Adoption of the annual consolidated financial statements, Fiscal 2013)

The Shareholders' Meeting, having heard the report of the Board of Directors and the related Chairman's Report attached thereto, and the Statutory Auditors' Reports on the individual company financial statements, the consolidated financial statements and the Chairman's Report, adopts the individual company financial statements for the year ended August 31, 2013 as presented, presenting net income of 342 million euro, and the consolidated financial statements for the year ended August 31, 2013, presenting profit attributable to equity holders of the parent of 439 million euro.

The Shareholders' Meeting also approves the transactions reflected in these financial statements and/or described in these reports.

Second resolution

(Allocation of earnings – Declaration of dividend)

In accordance with the proposal made by the Board of Directors, the Shareholders' Meeting resolves:

to allocate net income for Fiscal 2013 of	341,642,070 euro
plus retained earnings as of the close of Fiscal 2013 of	891,353,160 euro
Making a total available for distribution of	**1,232,995,230 euro**
In the following manner:	
• dividend *(on the basis of 157,132,025 shares comprising the share capital as of August 31, 2013)*	254,553,881 euro
• a 10% dividend premium *(on the basis of 3,992,369 shares held in registered form as of August 31, 2013 that are eligible for the dividend premium after application of the limitation of 0.5% of capital per shareholder)*	638,779 euro
• retained earnings	977,802,570 euro
TOTAL	**1,232,995,230 euro**

Accordingly, the Shareholders' Meeting resolves that a dividend of 1.62 euro will be paid on each share having a right to receive a dividend.

In accordance with the Company's bylaws, shares held in registered form since at least August 31, 2009 and which are still held in such form when the dividend for Fiscal 2013 becomes payable, will automatically be entitled to a 10% dividend premium (rounded down to the nearest cent), representing an additional 0.16 euro per share. The number of shares eligible for this dividend premium may not represent over 0.5% of the share capital for any single shareholder (corresponding to a maximum of 785,660 shares per shareholder based on the Company's capital as of August 31, 2013).

The dividend and dividend premium (for eligible shares) will become payable on February 4, 2014, with an NYSE Euronext Paris ex-dividend date of January 30, 2014. The record date will be February 3, 2014.

In the event that the Company holds some of its own shares as of the payment date, the dividend due on these shares will not be paid and will be transferred to retained earnings. Similarly, if any of the 3,992,369 shares held in registered form that are eligible for the dividend premium as of August 31, 2013 cease to be recorded in registered form between September 1, 2013 and the date on which the dividend becomes payable, the amount of the dividend premium due on such shares will not be paid and instead will be transferred to retained earnings.

Pursuant to article 243 bis of the French General Tax Code, the full amount of the proposed dividend (including the dividend premium) qualifies for the allowance available to individuals domiciled in France for tax purposes, as provided for in article 158-3 2° of the French General Tax Code.

The Shareholders' Meeting notes the Board of Directors' summary of dividends paid by the Company in respect of the last three fiscal years, as follows:

	Fiscal 2012 (paid in 2013)	**Fiscal 2011 (paid in 2012)**	**Fiscal 2010 (paid in 2011)**
Dividend per share*	€1.59	€1.46	€1.35
Total payout	€240,067,214	€221,091,767	€208,024,389

* *Dividend fully eligible for the 40% allowance applicable to individuals domiciled for tax purposes in France, as provided for in article 158-3 2° of the French General Tax Code.*

- <u>Third resolution</u>

(Approval of the regulated related party agreement concerning services provided by Bellon SA to Sodexo SA in areas including strategy, finance, accounting, human resources and the Group's investment policies)

Having heard the Statutory Auditors' Special Report on agreements and commitments governed by articles L.225-38 et seq. of the French Commercial Code, the Shareholders' Meeting, and voting upon this report, approves the agreement entered into between Sodexo SA and Bellon SA during the fiscal year ended August 31, 2013, as presented in the report.

- <u>Fourth resolution</u>

(Renewal of the directorship of Michel Landel)

The Shareholders' Meeting, having heard the report of the Board of Directors and noting that the directorship of Michel Landel expires this day, resolves to renew his directorship for a period of three years ending at the close of the Ordinary Shareholders' Meeting called to adopt the financial statements for the fiscal year ended August 31, 2016.

- <u>Fifth resolution</u>

(Renewal of the directorship of Paul Jeanbart)

The Shareholders' Meeting, having heard the report of the Board of Directors and noting that the directorship of Paul Jeanbart expires this day, resolves to renew his directorship for a period of three years ending at the close of the Ordinary Shareholders' Meeting called to adopt the financial statements for the fiscal year ended August 31, 2016.

- <u>Sixth resolution</u>

(Renewal of the directorship of Patricia Bellinger)

The Shareholders' Meeting, having heard the report of the Board of Directors and noting that the directorship of Patricia Bellinger expires this day, resolves to renew her directorship for a period of three years ending at the close of the Ordinary Shareholders' Meeting called to adopt the financial statements for the fiscal year ended August 31, 2016.

- <u>Seventh resolution</u>

(Renewal of the directorship of Peter Thompson)

The Shareholders' Meeting, having heard the report of the Board of Directors and noting that the directorship of Peter Thompson expires this day, resolves to renew his directorship for a period of one year ending at the close of the Ordinary Shareholders' Meeting called to adopt the financial statements for the fiscal year ended August 31, 2014.

- <u>Eighth resolution</u>

(Directors' fees)

The Shareholders' Meeting sets at 630,000 euro the total amount of directors' fees to be paid for Fiscal 2013, with this amount remaining in effect until such time as the Shareholder's Meeting makes a new decision.

The Shareholders' Meeting resolves that the Board of Directors shall determine the allocation and date of payment of directors' fees at its discretion.

- <u>Ninth resolution</u>

(Opinion on the elements of compensation and benefits of Pierre Bellon, Chairman of the Board of Directors)

The Shareholders' Meeting, having heard the report of the Board of Directors, votes favorably on the compensation and benefits due or awarded to Pierre Bellon, Chairman of the Board of Directors, for the fiscal year ended August 31, 2013, as described in section 7.3.1.1 of the Fiscal 2013 Registration Document and also included in the Board Report.

Tenth resolution

(Opinion on the elements of compensation and benefits of Michel Landel, Chief Executive Officer)

The Shareholders' Meeting, having heard the report of the Board of Directors, votes favorably on the compensation and benefits due or awarded to Michel Landel, Chief Executive Officer, for the fiscal year ended August 31, 2013, as described in section 7.3.1.2 of the Fiscal 2013 Registration Document and also included in the Board Report.

Eleventh resolution

(Authorization to the Board of Directors for the Company to purchase treasury shares)

The Shareholders' Meeting, having heard the report of the Board of Directors, authorizes the Board of Directors and any duly authorized representative of the Board, to arrange for the Company to acquire treasury shares in accordance with articles L.225-209 et seq. of the French Commercial Code, for the following purposes:

- to grant free shares in the Company in accordance with articles L.225-197-1 *et seq*. of the French Commercial Code, notably to (i) employees of the Company or of companies or groupings affiliated to it, under the conditions provided for in article L.225-197-2 of said Code, and/or (ii) corporate officers of the Company or of companies or groupings affiliated to it, under the conditions provided for in article L.225-197-1-II of said Code, and/or (iii) any other beneficiary authorized by law to receive such share grants; or
- to implement a stock option plan enabling beneficiaries to acquire – for consideration and by all authorized means – shares of the Company in accordance with articles L.225-177 *et seq.* of the French Commercial Code, with the beneficiaries notably including (i) employees and/or corporate officers of the Company or of companies or groupings affiliated to it, under the conditions provided for in article L.225-180 of said Code, and/or (ii) any other beneficiary authorized by law to receive such stock options; or
- to allocate or sell shares to employees in connection with an employee share purchase plan under the conditions provided for by law including articles L.3332-1 *et seq*. of the French Labor Code; or
- to transfer shares upon exercise of rights attached to securities issued by the Company or, as authorized by law, by entities affiliated with it, which give access to Company shares through reimbursement, conversion, exchange, presentation of a warrant or any other method; or
- to cancel the shares by reducing the issued capital, subject to the adoption of the twelfth Extraordinary Resolution of this Shareholders' Meeting, or pursuant to any future resolution to the same effect that may be adopted during the period in which this resolution remains valid; or
- to carry out market-making in the shares of Sodexo under a liquidity contract with an investment services provider, prepared in accordance with the Code of Conduct recognized by the *Autorité des marchés financiers;* or
- to transfer shares as a means of payment or exchange in connection with mergers and acquisitions; or
- generally, to fulfill the obligations related to stock option plans or other share grants to employees or corporate officers of the Company or an affiliated company.

These transactions may be effected by any method on the stock market or over-the-counter, including by block purchase or disposal.

These transactions may take place at any time, outside of periods of public tender offers, subject to the limits imposed by laws and regulations in force at the time.

The Shareholders' Meeting resolves that the maximum number of shares acquired under the present resolution may not exceed 10% of the Company's issued capital as of the date of the present Shareholders' Meeting (i.e., a maximum of 15,713,202 shares), it being stipulated that for the purposes of the present authorization, the number of treasury shares must be taken into account such that the Company does not at any time have more treasury shares than the legally permitted maximum of 10% of shares.

The Shareholders' Meeting resolves that the maximum purchase price may not exceed 90 euro per share, subject to any adjustments required in the event of transactions involving the Company's capital.

The Shareholders' Meeting resolves that the total amount spent on such purchases may not exceed 950 million euro.

The Shareholders' Meeting acknowledges that this authorization is granted for a period of eighteen (18) months as from the date of this Meeting and voids from this day the unused portion of the authorization to the same effect granted in the eleventh resolution of the Combined Shareholders' Meeting of January 21, 2013.

Full powers are given to the Board of Directors and any duly authorized representative of the Board to decide on and act on the present authorization, clarify its terms if necessary and determine its specific details, including to place stock market orders, and enter into agreements, in particular for the keeping of share purchase and sale registers, to allocate or reallocate purchased shares to the desired objectives in accordance with applicable laws or regulations, to establish the procedures necessary to safeguard, should the need arise, the rights of holders of securities or options, in accordance with applicable laws, regulations or contracts, and to make filings and carry out other formalities, and generally do all that is necessary.

2. EXTRAORDINARY BUSINESS

▪ Twelfth resolution

(Authorization to reduce issued capital through cancellation of treasury shares)

The Shareholders' Meeting, having heard the report of the Board of Directors and the Statutory Auditors' Special Report authorizes the Board of Directors, pursuant to article L.225-209 of the French Commercial Code, to cancel, on one or more occasions and within the limit of 10% of the total number of shares in the issued capital as of this Shareholders' Meeting (i.e., a maximum of 15,713,202 shares), by period of twenty-four (24) months, some or all of the shares purchased by the Company under the share repurchase program authorized by the shareholders, and to reduce issued capital accordingly.

The Shareholders' Meeting fully authorizes the Board of Directors and any duly authorized representative of the Board to perform such transactions relating to the cancellation and reduction of capital as may be required pursuant to this authorization, and in particular to apply the difference between the value at purchase of the canceled shares and their par value to available premiums and reserves, including the legal reserve, up to the equivalent of 10% of the canceled capital, to amend the bylaws accordingly, to make filings and carry out other formalities, and generally do all that is necessary.

The Shareholders' Meeting acknowledges that this authorization is granted for a period of twenty-six (26) months from the date of this Shareholders' Meeting and voids from this day any unused portion of the authorization to the same effect granted in the tenth resolution of the Combined Shareholders' Meeting of January 23, 2012.

▪ Thirteenth resolution

(Delegation of powers to the Board of Directors to increase issued capital through the issuance – with preferential subscription rights for shareholders – ordinary shares and/or other securities giving access to capital)

The Shareholders' Meeting, having heard the report of the Board of Directors and the Statutory Auditors' Special Report, as prescribed by the French Commercial Code, and in particular its articles L.225-129 to L.225-129-6 and L.228-91 to L.228-93, and after having noted that the issued capital is fully paid:

1. delegates to the Board of Directors, and any duly authorized representative, the power to increase the capital on one or more occasions with preferential rights maintained, via the issuance, in France or elsewhere, in euro or in any other currency or basket of currencies, ordinary shares (therefore excluding "preference" or "preferred" shares) and/or any other securities giving access in any form, immediately and/or at some later date, to the ordinary shares of the Company;

2. sets the duration of the validity of this delegation of powers at twenty-six (26) months;

3. decides that if the Board of Directors utilizes this delegation:

- the maximum total nominal amount of capital increases that may be carried out pursuant to (i) this delegation, (ii) the fifteenth resolution of this Shareholders' Meeting (provided said resolution is adopted), and (iii) the twelfth and thirteenth resolutions adopted at the Combined Shareholders' Meeting of January 21, 2013, is 100 million euro, to which will be added, as appropriate, the additional amount representing shares to be issued in order to safeguard the rights of holders of securities giving access to the capital, as required by law,
- the total nominal amount of debt securities that may be issued may not exceed 1 billion euro or equivalent of this amount as of this day in any other currency or basket of currencies,
- shareholders shall have irreducible rights to the issue or issues in proportion to the shares held by them at the time, the Board of Directors having the power to institute a reducible right to purchase, as prescribed in article L.225-133 of the French Commercial Code,
- if irreducible, and, where applicable, reducible purchases do not absorb the entire issue, the Board of Directors may at its discretion offer all or part of the shares and/or securities not purchased for sale to the public,
- the decision to issue securities giving access to the capital shall entail explicit waiver by shareholders, in favor of holders of the securities issued, of their preferential rights to the capital securities to which the securities issued will entitle them;

4. acknowledges that this delegation of powers implies that the Board of Directors or its duly authorized representative will have full powers, as prescribed by law, to implement this resolution and in particular, at its sole discretion, to set the terms of issue, the nature and characteristics of securities giving access to the capital, procedures for the allocation of the capital securities to which these securities entitle the holder, and the dates at which allocation rights may be exercised, to charge costs incurred in the capital increase to premiums pertaining thereto and transfer from this amount the necessary sums to the legal reserve, make all adjustments to the capital of the Company and establish any other procedures necessary in order to safeguard, should the need arise, the rights of holders of securities giving access to the capital (including through cash adjustments), note the completion of capital increases and amend the bylaws accordingly, perform the necessary formalities, enter into all agreements, notably in order to complete the planned issues, and generally do all that is necessary;

5. acknowledges that this delegation of powers voids from this day the unused portion of the delegation to the same effect granted in the eleventh resolution of the Combined Shareholders' Meeting of January 23, 2012;

6. acknowledges that if the Board of Directors uses the powers given to it herein, the Board of Directors will report on this utilization to the next Ordinary Shareholders' Meeting, as prescribed by the applicable law and regulations.

▪ Fourteenth resolution

(Delegation of powers to the Board of Directors to increase the issued capital by capitalization of premiums, reserves or profits)

The Shareholders' Meeting, deciding in accordance with the requisite quorum and majority voting conditions for Ordinary Meetings, having reviewed the report of the Board of Directors, and pursuant to articles L.225-129 to L.225-129-2 and L.225-130 of the French Commercial Code:

1. delegates to the Board of Directors, and any duly authorized representative, the power to decide to increase the issued capital on one or more occasions, in proportions and at times to be decided at its discretion, by capitalization of all or part of the premiums, reserves or net income whose capitalization is permitted under law and the bylaws, in the form of the allocation of new bonus shares or by increasing the par value of existing shares, or by a combination of the two procedures;

2. sets the term of this delegation of powers at twenty-six (26) months from the date of this meeting;

3. decides that if the Board of Directors uses the powers delegated herein, the maximum nominal amount of capital increases carried out under this delegation of power is set at 200 million euro, it being stipulated that this ceiling may be increased, if necessary, by the additional number of shares of the Company required in order to safeguard the rights of holders of securities giving access to the capital, as prescribed by law;

4. acknowledges that this delegation of powers implies that the Board of Directors or its duly authorized representative will have full powers, as prescribed by law, to implement this resolution and in particular to:

- determine the amount and nature of the amounts to be capitalized; set the number of new shares to be issued and/or the amount by which the par value of existing shares is to be increased; set the date, retroactively if necessary, as of which the new shares will carry rights and the increase in the par value of existing shares will take effect,
- in the case of the issuance of new shares, decide that (i) rights attaching to odd-lots will not be tradable, and that the corresponding shares will be sold, and that the proceeds of the sale will be allocated to holders of said rights as prescribed by law and regulations, and (ii) the shares to be allocated pursuant to this delegation on the basis of old shares carrying double voting rights and/or the right to a dividend premium shall be eligible for this right as of the time of their issue,
- make all adjustments required in the event of transactions on the capital of the Company and set the procedures necessary in order to safeguard, should the need arise, the rights of holders of securities giving access to the capital,
- acknowledge the completion of each capital increase and amend the bylaws accordingly,
- generally enter into all agreements, take all measures and perform all filings pertaining to the issue, listing and administration of securities issued under the powers conferred herein, and to the exercise of the rights attached thereto;

5. acknowledges that this delegation of powers voids from this day the delegation to the same effect granted in the twelfth resolution of the Combined Shareholders' Meeting of January 23, 2012.

▪ Fifteenth resolution

(Delegation of powers to the Board of Directors to increase the issued capital via the issuance of ordinary shares and/or securities giving access to the capital reserved for members of Employee Share Purchase plans, with waiver of preferential rights in favor of the latter)

The Shareholders' Meeting, having heard the report of the Board of Directors and the Statutory Auditors' Special Report, as prescribed in articles L.225-129 *et seq.* and L.225-138-1 of the French Commercial Code, and in articles L.3332-18 to L.3332-24 of the French Labor Code:

1. delegates to the Board of Directors and duly authorized representatives its power to increase the issued capital of the Company, on one or more occasions, via the issuance of ordinary shares and/or securities giving access to the capital, reserved for members of one or more Employee Share Purchase plans (or any other plan to which articles L.3331-1 *et seq.* of the French Labor Code or any similar law or regulations would allow for an increase in capital with equivalent conditions to be reserved) established by the Group comprising the Company and the French or foreign companies included in the Company's consolidated or combined financial statements, as prescribed by article L.3344-1 of the French Labor Code;

2. sets at twenty-six (26) months from the date of this meeting the validity of this delegation of powers and decides that it voids from this day the delegation to the same effect granted in the fourteenth resolution of the Shareholders' Meeting of January 21, 2013;

3. decides that the total number of new shares potentially issuable pursuant to this delegation may not represent more than 1.5% of the share capital as of the date of the decision made by the Board of Directors. This ceiling will be deducted from the global ceiling of a maximum total nominal amount of 100 million euro set in the thirteenth resolution (provided said resolution is adopted by this meeting) or, if applicable, the maximum total nominal amount set in any future resolution adopted during the period of validity of this resolution;

4. decides that the issue price of the new shares or securities giving access to the capital that may be issued pursuant to this delegation will be determined as prescribed in article L.3332-18 *et seq.* of the French Labor Code and will be equal to at least 80% of the average opening price of the Company's shares on NYSE Euronext Paris for the twenty trading days preceding the day on which the decision is made setting the opening date for subscription by the members of an Employee Share Purchase plan. The Board of Directors may, at its discretion, reduce or cancel the aforementioned discount, within the limits prescribed by law and the regulations, in order to allow, *inter alia,* for compliance with local legal, accounting and tax regimes and labor laws;

5. authorizes the Board of Directors to allocate to the aforementioned grantees, in addition to the shares or securities giving access to the capital to be purchased for cash, bonus shares or securities giving access to the capital, to be issued or already issued, substituting in full or in part for the discount and/or employer's contribution, it being stipulated that the benefit resulting from this grant may not exceed the legal or regulatory limits applicable under articles L.3332-10 *et seq.* of the French Labor Code;

6. decides to waive, in favor of the aforementioned grantees, the preferential rights of shareholders to the shares or securities giving access to the capital whose issuance is referred to in the delegation described herein, and to the shares to which the said securities will entitle their holders;

7. decides that the Board of Directors or its duly appointed representatives will have full powers to implement this resolution, and in particular to establish, in accordance with legal requirements, the list of companies in which the above mentioned beneficiaries will be able to subscribe to such issued shares or securities giving access to capital and to benefit from, as the case may be, free shares, to set the terms and conditions of the transactions, and to determine the dates and procedures for the issues to be carried out under this delegation, to determine the opening and closing dates for subscriptions, the dividend-rights dates, procedures for the payment of shares, to grant extensions to the period for payment of shares, to apply to list the shares thus created on stock exchanges of its choice, to note the completion of the capital increases for the value of the shares effectively purchased, to perform, directly or by its appointed agents, all transactions and filings pertaining to the capital increases, including subsequent amendments to the bylaws, at its sole discretion and, if it deems fit, to charge costs incurred in the capital increases to the premiums arising from these increases, and to transfer from this amount the requisite sums to increase the legal reserve to one-tenth of the new capital resulting from these capital increases;

8. acknowledges that if the Board of Directors uses the powers given to it herein, it will report on this utilization to the next Ordinary Shareholders' Meeting, as prescribed by law and the regulations.

▪ Sixteenth resolution

(Amendment of article 11 of the bylaws to introduce a new article 11-4 relating to the appointment of one or more directors representing employees)

Having heard the report of the Board of Directors and the favorable opinion of the Company's Works Council issued on September 12, 2013, the Shareholders' Meeting resolves to introduce a fourth paragraph to article 11 of the Company's bylaws (article 11-4), in order to provide for the conditions of appointment of one or more directors representing employees to the Board of Directors, in accordance with the French Act of June 14, 2013 relating to employment protection.

Consequently, article 11-4 shall read as follows:

Article 11.4 (directors representing employees)

"In addition to the directors whose number and terms and conditions for appointment are set out in articles L.225-17 and L.225-18 of the French Commercial Code, the Company's Board of Directors shall include directors representing employees, as provided for by law. The terms and conditions for the appointment of such directors shall be governed by both the applicable law and these bylaws.

The Board shall include two directors representing employees when the number of directors referred to in articles L.225-17 and L.225-18 of the French Commercial Code is over twelve, and one director representing employees when said number is less than or equal to twelve.

When the law requires the appointment of one director representing employees, the appointment shall be made by the trade union that obtained the most votes in the first round of the most recent elections of union representatives (as referred to in articles L.2122-1 and L.2122-4 of the French Labor Code) held within the Company and its direct and indirect subsidiaries whose registered offices are located in France.

When the law requires the appointment of two directors representing employees, the first director shall be appointed as described above and the second shall be appointed by the European Works Council.

If, during a particular fiscal year, the number of directors as referred to in articles L.225-17 and L.225-18 of the French Commercial Code increases to more than twelve, the Chairman of the Board of Directors shall ask the European Works Council, within a reasonable timeframe, to appoint a second director to represent employees, who shall take up his or her position on the Board at the first Board meeting held subsequent to his or her appointment.

If, during a particular fiscal year, the number of directors as referred to in articles L.225-17 and L.225-18 of the French Commercial Code decreases to twelve or less, the director representing employees appointed by the European Works Council shall remain in office until his or her term expires but shall not be re-appointed if said number remains less than or equal to twelve as at the renewal date.

Directors representing employees shall be appointed for three-year terms. Each new director representing employees shall take up his or her seat on the Board on the expiration of the term of office of outgoing directors representing employees and their duties shall end at the close of the Annual Shareholders' Meeting held in the year their term of office expires to adopt the financial statements for the previous fiscal year. As an exception to this general rule, the Company's first directors representing employees shall take up their seats on the Board at the first Board meeting held subsequent to their appointment.

A director representing employees shall automatically cease to be a Board member if their employment contract is terminated or their term of office is terminated in accordance with article L.225-32 of the French Commercial Code, or in the event of a case of incompatibility as provided for in article L.225-30 of the French Commercial Code.

Subject to the law and the provisions of this article 11-4 of the bylaws, directors representing employees shall have the same status, powers and responsibilities as the Company's other directors.

The provisions of article 11-2 of these bylaws requiring directors to own a minimum number of the Company's shares for the duration of their term of office shall not apply to directors representing employees.

If the seat on the Board of a Drector representing employees falls vacant as a result of death, resignation, termination of their employment contract or term of office, or for any other reason, the vacant seat shall be filled in accordance with the provisions of article L.225-34 of the French Commercial Code. Meetings held by the Board of Directors until the director or directors concerned is or are replaced shall be deemed to be validly constituted.

The provisions of this article 11-4 of the bylaws shall cease to apply if, at the end of a particular fiscal year, the Company no longer meets the criteria triggering the legal requirement to appoint a director representing employees. In such a case, the terms of office of any directors representing employees appointed in accordance with this article shall terminate on their scheduled expiration dates."

3. ORDINARY BUSINESS

- Seventeenth resolution

(Powers)

The Shareholders' Meeting confers full powers on the bearer of a copy or extract of the minutes of the present Shareholders' Meeting to carry out all necessary formalities.

Fiscal 2013 Activity Report
(for fiscal year ended August 31, 2013)

1. FISCAL YEAR HIGHLIGHTS

Quality of Life has become widely recognized as an agent of progress for people and a performance driver for companies and organizations.

For this compelling reason, Sodexo has developed a unique service offer that improves Quality of Life. Sodexo is currently the only company in the world to offer clients On-site Services, Benefits and Rewards Services, and Personal and Home Services that contribute to their performance. To meet the challenge of improving the quality of life of its clients and consumers, Sodexo offers over 100 services not only to companies, universities, hospitals, retirement homes and other organizations, but also to private individuals with services such as home care and child care.

As part of the drive to further extend its expertise and leadership in quality of life services, in 2013 the Group signed an ambitious three-year partnership agreement with the Organisation for Economic Cooperation and Development (OECD) aimed at promoting quality of life as a factor in the development and progress of society. During Fiscal 2013, Sodexo continued to invest in executing its long-term strategy to become the world's leading provider of Quality of Life Services. These investments primarily concerned three key drivers of sustainable growth for the Group:

- human resources development, through training, opportunities for managers and teams to obtain international experience and an assertive diversity policy;
- continuous improvements in technical expertise: facilities management services now account for 27% of consolidated revenue compared to 18% in Fiscal 2005;
- expansion in high potential markets, particularly in emerging countries which currently represent 21% of the Group's On-site Services revenue (compared to just 10% in Fiscal 2005) and 8.1 billion euro in issue volume for the Benefits and Rewards Services activity (*versus* 2.1 billion euro in Fiscal 2005).

Financial performance for Fiscal 2013 was in line with the objectives set at the beginning of the year in a complex global environment:

- consolidated revenue totaled over 18 billion euro;
- organic growth was 1.1% (2.9% excluding the impact of three special events* in Fiscal 2012) and reported growth including acquisitions and currency effects was 0.9%;
- reported operating profit was 814 million euro, after including 139 million euro in exceptional costs for the program to improve operational efficiency and reduce costs. Excluding these exceptional costs, operating profit was 953 million euro, up 1.7% on Fiscal 2012 excluding the currency effect but down by a slight 0.5% at current exchange rates;
- reported Group net income was 439 million euro. Excluding exceptional items, Group net income and earnings per share increased by around 5% over the prior year;
- net cash provided by operating activities totaled more than 618 million euro, demonstrating once again Sodexo's ability to generate large amounts of cash year after year.

1.1. Ongoing development

Sodexo's development model is based primarily on organic growth, achieved by leveraging the considerable potential offered by the worldwide outsourcing market. The marketing successes and service innovations that were a key feature of Fiscal 2013 attest to the model's robustness:

- **during Fiscal 2013, Sodexo maintained a solid pace of business growth, adding 1.4 billion euro to consolidated revenue:**
  - in the **Corporate segment,** the integrated service offer designed to improve quality of life in the workplace won over new clients such as the Siemens Group for its 44 sites in Canada (with services such as heating and air conditioning, concierge services, security, and building management and maintenance), and the International Monetary Fund (notably with technical services to support the Fund's environmental initiatives in its two buildings in Washington, D.C.). The Group's international network also allows it to partner with a growing number of major multinational groups. For example, the contract with Unilever has been extended to include the North America region, and new partnerships have been signed with groups such as AstraZeneca,
  - in **Remote Sites,** Pacific Rubiales, one of Colombia's leading oil companies, chose Sodexo to support its ambitious development project in the Quifa oilfield, located in a remote region in the center of the country. More than 600 Sodexo employees provide a wide range of Quality of Life Services (including maintenance, foodservices, security and laundry services) for more than 6,000 people,

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* *The Rugby World Cup, the London Olympics and a 53rd week of revenue in North America.*

- in the **Health Care and Seniors market,** Sodexo has extended its global leadership by winning several major contracts, notably in the United States, where the Group has been selected to provide foodservices to the elderly residents of 300 retirement homes operated by HCR ManorCare and foodservices and bio-cleaning services for the hospitals, medical imaging centers, psychiatric care units and other health care facilities run by HCA East Florida. Sodexo's global expertise in the health care market is a key selling point for clients in **emerging countries** who want to offer their patients a quality of care and an environment aligned with the highest international standards, as shown by the contracts won in Fiscal 2013 with Wuhan University Renmin Hospital in China, Sakra Hospital in Bangalore, India, and São Rafael de Salvador Hospital in Brazil,
- lastly, the **Benefits and Rewards Services** activity continued to expand at a particularly strong pace in emerging countries, signing a contract for the 140,000 South American employees of FEMSA – the world's largest Coca Cola bottler – who have been issued Tienda Pass prepaid food cards and Pass Premium gift cards, and a contract to issue meal cards to Capgemini's 13,800 employees in India;

- **Sodexo also continued to innovate, introducing new offers aligned with the quality of life challenges of its clients and consumers:**
  - in Remote Sites, for the offshore market, Sodexo offers the Efficiency@sea program which optimizes limited living space by improving amenities and equipment. The refurbishment is performed off shore to avoid any interruption of drilling operations,
  - for a growing number of clients, managing energy use has become a priority in order to reduce costs while protecting the environment. Sodexo partners with clients in this drive through its energy efficiency services offer. For example, in the United States, Sodexo (with its Roth Bros subsidiary which joined the Group in late 2011) offers clients such as Asbury System and Simon Property Group an innovative technological solution for remote monitoring of buildings and facilities that manages and optimizes energy use while also reducing response times for repairs,
  - in the United States, Sodexo offers an expanded range of environmentally friendly products and cleaning and disinfection protocols the Health Care market. Two new technologies have been adopted: the Hydris™ cleaning system and Ecolab bio-based cleaners made from natural products that have a reduced environmental impact and allow staff to avoid having to wear protective equipment,
  - for the convenience of its clients and beneficiaries, the Benefits and Rewards Services activity has launched websites that showcase all of the services offered in each country and include direct links to the on-line ordering service. The 21 websites already up and running have proved to be excellent marketing tools, generating considerable traffic (for example, the Brazilian site attracts 170,000 visitors per month). By the end of 2014, all of the countries in which the Group offers Benefits and Rewards Services will be included in this initiative.

To expand its service offer and strengthen its international presence, Sodexo made several targeted acquisitions during the fiscal year:

- in India, **MacLellan,** a technical maintenance services specialist, has consolidated the Group's expertise in the high potential On-site Services market;
- in Mexico, **Servi-Bonos,** a major local player, has enabled the Benefits and Rewards Services activity to acquire a significant position in one of the largest Latin American markets;
- lastly, the Benefits and Rewards Services activities of **Cibus** in Israel and **Rikslunchen** in Sweden have complemented the Group's overall Quality of Life Services offer in two countries where Sodexo was already present in the On-site Services segment.

1.2. Creating a competitive advantage through our people

Convinced that employee engagement is key to client and consumer satisfaction, and therefore a genuine competitive advantage, the Group continued to invest in training during Fiscal 2013 and implemented major initiatives in pursuit of its two overriding goals: maintain a high quality, diverse and appropriately sized workforce to meet the expectations of all clients and be among the global companies most appreciated by their employees. Throughout the world, Sodexo Academies offer employees numerous opportunities to acquire new skills and hone existing skills. In Fiscal 2013, over 4.8 million hours of training were provided.

The Sodexo Management Institute (SMI) supports Sodexo's 1,200 senior executives in developing their leadership skills. A new program, SoFocus, was created in Fiscal 2013 to support the deployment of Sodexo's strategic positioning in services to improve Quality of Life. By the end of August 2013, four SoFocus seminars had been organized, with a total of 400 participants.

Lastly, the Group is pursuing its assertive plan to integrate diversity and inclusion in its programs, procedures and practices at all levels of the organization, and to make diversity and inclusion a natural reflex in everything it does. In the space of six years, the number of women among the Group's senior executives has grown from 16% to 23%, and the Group is aiming to increase the ratio to 25% by Fiscal 2015.

1.3. Awards

In Fiscal 2013, Sodexo won several major awards recognizing its commitment to social, environmental and economic responsibility:

- included in the DJSI World and DJSI STOXX indexes since 2005, for the ninth year in a row Sodexo was named “Global Sustainability Industry leader” by the Dow Jones Sustainability Indices (DJSI).

  During the 2013 World Economic Forum in Davos, Sodexo was awarded the “Sector Leader”, “Gold Class” and “Sector Mover” prizes by RobecoSAM, an asset management company specialized in sustainability investing. RobecoSAM’s Sustainability Yearbook is considered the world’s authoritative guide to the best-in-class companies in terms of corporate social responsibility;
- Sodexo was once again included in Fortune magazine’s “Most Admired Companies” list, ranking first in the “Diversified Outsourcing Services” category and number one for Innovation, Social Responsibility, Financial Soundness, Long-term Investment and Global Competitiveness;
- Sodexo’s commitment to diversity and gender equality and its initiatives in this area were also recognized once again, with the Group ranked number one in DiversityInc.’s 2013 list of the Top 50 North American Companies for Diversity.

  In France, Sodexo was ranked sixth among the 120 companies in the SBF index rated for the high proportion of women in senior management.

2. FISCAL 2013 PERFORMANCE

2.1. Consolidated income statement

(in millions of euro)	Fiscal 2013	Fiscal 2012	Change at current exchange rates	Change at constant exchange rates
Revenues	**18,397**	**18,236**	**+0.9%**	**+1.5%**
Operating profit before exceptional items	**953**	**958**	**-0.5%**	**+1.7%**
Exceptional items(1)	(139)	26		
Operating profit	814	984	-17.3%	-15.2%
Interest income	87	65		
Financing costs	(223)	(231)		
Share of profit of companies consolidated by the equity method	17	18		
Profit for the period before tax	**695**	**836**	**-16.9%**	**-15%**
Income tax expense	(233)	(286)		
Profit for the period	**462**	**550**	**-16%**	**-14%**
Profit attributable to non-controlling interests	23	25		
PROFIT ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT, EXCLUDING EXCEPTIONAL ITEMS, NET OF TAX	**530**	**505**	**+5.0%**	**+7.3%**
PROFIT ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT	**439**	**525**	**-16.4%**	**-14.3%**
Earnings per share *(in euro)*	**2.91**	**3.48**	**-16.4%**	**-14.4%**
Dividend per share *(in euro)*	**1.62(2)**	**1.59**	**+1.9%**	

(1) In Fiscal 2013, costs recorded in connection with the program to improve operational efficiency and reduce costs and in Fiscal 2012, a 26 million euro favorable accounting adjustment related to pension plan costs in the United Kingdom.

(2) Dividend subject to approval at the Annual Shareholders’ Meeting on January 21, 2014.

Changes in scope of consolidation

The main recent changes in the Group’s scope of consolidation related to the acquisitions made at the beginning of the fiscal year, as follows:

- **Servi-Bonos** (Benefits and Rewards Services – Mexico) was consolidated from November 2012. Servi-Bonos is one of Mexico’s leading meal voucher and card issuers. With a portfolio of around 5,000 clients spanning the entire country, it reported issue volume of some 300 million euro in 2011;
- **MacLellan** (technical services) was consolidated from December 2012. India’s leading facilities management services company, MacLellan has specific expertise in air conditioning, heating, maintenance and energy management services.

Currency effects

Sodexo operates in 80 countries. The percentages of total revenue and operating profit denominated in the main currencies are as follows:

	Revenues	Operating profit
Euro	28%	3%
U.S. dollar	36%	43%
UK pound sterling	8%	6%
Brazilian real	6%	20%

The difference between the percentages of revenue and operating profit denominated in euro is mainly explained by the fact that most corporate expenses are incurred by the parent company, Sodexo SA, and are denominated in euro. In addition, operating profit is affected by the large proportion of euro-denominated costs incurred for the program to improve operational efficiency and reduce costs.

The effect of changes in average currency exchange rates for the fiscal year mainly concerned the 10.4% decline in the Brazilian real against the euro. The U.S. dollar gained 0.4% and the UK pound sterling lost 0.6%.

The currency effect is determined by applying the previous year's average exchange rates to the current year figures.

Impact of exchange rates	Change vs. the euro (in %)	*(in millions of euro)* Revenues	Operating profit	Net profit
Euro/U.S. dollar	+0.4%	28	1.5	0.6
Euro/Brazilian real	-10.4%	(136)	(19)	(8)
Euro/UK pound sterling	-0.6%	(9)	(0.3)	(0.4)

2.2. Revenue growth

Sodexo's consolidated revenues for Fiscal 2013 increased by 0.9% to 18.4 billion euro. Organic growth was 1.1%, or 2.9% excluding the impacts of the Rugby World Cup, the Olympic Games and the inclusion of a 53rd week of revenue in North America.

Excluding these three items, organic growth for the **On-site Services** activity was 2.6%, led by increased demand for integrated Quality of Life Services offers in all regions and by Sodexo's leadership in emerging countries where it continued to enjoy growth of more than 5%. These solid performances offset the decline in foodservices volumes, particularly in Europe, and slower growth in site revenues across all regions as clients sought to decrease costs in the current economic environment.

Organic growth in Benefits and Rewards Services revenues was 8.3%, roughly the same rate as in Fiscal 2012, reflecting both the sustained growth dynamic in Latin America and the continuing erosion of revenues in Hungary following the introduction of new regulations in January 2012.

2.3. Growth in operating profit before exceptional items[(1)]

Group operating profit was 953 million euro, an increase of 1.7% compared to Fiscal 2012 excluding the currency effect and a slight 0.5% decrease at current currency exchange rates.

Operating profit generated by the Benefits and Rewards Services activity rose by close to 13% and that of the On-site Services activity in North America was up by nearly 7%. The contribution of On-site Services in continental Europe and the Rest of the World region declined compared to Fiscal 2012 due to lower foodservices volumes, increased pricing pressure from clients seeking to cut costs and inflationary pressure in emerging markets.

Sodexo's teams responded to these challenges by mobilizing around specific actions to strengthen competitiveness and reduce operating costs, as illustrated by the year-on-year reduction in underlying administrative expenses, excluding currency effects and excluding the costs incurred for the program to improve operational efficiency and reduce costs. As a result, consolidated operating margin was unchanged from Fiscal 2012 (excluding currency effects). Including currency effects, consolidated operating margin narrowed by 0.1 percent point to 5.2%.

(1) *In Fiscal 2013, exceptional costs for the program to improve operational efficiency and reduce costs and, in Fiscal 2012, favorable accounting adjustment related to pension plan costs in the United Kingdom.*

2.4. Exceptional items

Reported operating profit amounted to 814 million euro, a decline of 17.3% at current currency exchange rates and 15.2% excluding the currency effect.

This amount includes the following exceptional items:

			Change	
(in millions of euro)	Fiscal 2013	Fiscal 2012	At current exchange rates	At constant exchange rates
Operating profit before exceptional items	**953**	**958**	**-0.5%**	**+1.7%**
Exceptional expenses for the program to improve operational efficiency and reduce costs	(139)			
Retirement plan accounting adjustment	-	26		
Total exceptional items	**(139)**	**26**		
REPORTED OPERATING PROFIT	**814**	**984**	**-17.3%**	**-15.2%**

At the beginning of Fiscal 2013, Group senior management launched a program to improve operational efficiency and reduce costs. The objective of the program is to reduce on-site operating costs and achieve administrative cost savings, with annual savings increasingly affecting operating profit in Fiscal 2014 and Fiscal 2015. As announced in April 2013, senior management expects the program to generate exceptional costs of 180 to 200 million euro over a period of 18 months starting in September 2012. During Fiscal 2013 costs of 139 million euro were recognized in connection with this program, as follows:

- exceptional expenses which reduced gross margin: 47 million euro related to asset impairments and the cost of terminating certain under-performing contracts or activities representing annual revenues of around 230 million euro;
- exceptional expenses recorded in overheads: 92 million euro related in particular to various cost-cutting measures and restructuring costs in many countries worldwide.

As a result of new regulations in the United Kingdom, the Group elected in October 2011 to replace the retail price index (RPI) with the consumer price index (CPI) in the calculation of future indexation adjustments to the pension obligations to certain beneficiaries of its pension plan. Consequently, a favorable accounting adjustment was recorded in Fiscal 2012 related to this change.

Information related to operating income in the remainder of this section excludes these exceptional items.

2.5. Net financing costs

Net financing costs decreased to 136 million euro in Fiscal 2013 from 166 million euro in Fiscal 2012.

Half of the decline was due to the reduction in net debt over the fiscal year and half came from an increase in proceeds from the sale of financial investments, particularly equity interests in project companies set up in connection with Public-Private Partnership (PPP) contracts in the United Kingdom.

2.6. Income tax expense

Income tax expense was 233 million euro, representing an effective tax rate of 34.3% as compared to the prior year rate of 34.9%.

The effective tax rate was lower despite the higher tax rates applicable in several countries, particularly France (where additional taxes are paid on dividend distribution and interest expense is partially not deductible). This was primarily attributable to the exclusion from the tax base of certain items of income such as gains on sales of equity interests in project companies set up in connection with Public-Private Partnership (PPP) contracts in the United Kingdom and, to a lesser extent, to the impact of the Competitiveness and Employment Tax Credit (CICE) introduced in France. In addition, the change in the effective rate reflects favorable developments regarding tax positions taken in prior years in other countries.

2.7. Group net income and earnings per share

Group net income was 439 million euro compared to 525 million euro in the prior year, a decrease of 16.4% or 14.3% excluding currency effects.

Earnings per share was 2.91 euro compared to 3.48 euro for the prior year, a decrease of 16.4% or 14.4% excluding currency effects.

The change in Group net income and earnings per share masks the underlying progress and performance of Sodexo's teams, as a result of the following exceptional items:

- the 91 million euro after-tax negative impact of costs incurred in connection with the program to improve operational efficiency and reduce costs, the benefits of which will not be fully seen until two to three years from now;
- a higher prior year basis of comparison due to the favorable accounting adjustment in Fiscal 2012 related to retirement plan costs in the United Kingdom.

Excluding these two items, Fiscal 2013 Group net income and earnings per share increased by around 5%.

2.8. Proposed dividend

At the Annual Shareholders' Meeting to be held on January 21, 2014, the Board of Directors will recommend paying a dividend of 1.62 euro per share for Fiscal 2013, an increase of nearly 2% over the prior year. This proposal reflects the Board's great confidence in the Group's future and also takes into consideration Sodexo's solid cash-generating financial model.

For the first time this year, shares held in registered form for more than four years as of August 31, 2013 and still held when the dividend becomes payable, will qualify for a 10% dividend premium (rounded down to the nearest cent), provided that they do not represent over 0.5% of the capital per shareholder.

2.9. Analysis of changes in revenue and operating profit by activity

Revenue by activity *(in millions of euro)*	**Fiscal 2013**	**Fiscal 2012**	**Change at current exchange rates**	**Change at constant exchange rates**
On-site Services				
North America	6,821	6,730	+1.4%	+1.0%
Continental Europe	5,716	5,646	+1.2%	+1.0%
Rest of the World	3,683	3,577	+3%	+6.0%
United Kingdom and Ireland	1,397	1,543	-9.4%	-8.9%
Total On-site Services	**17,617**	**17,496**	**+0.7%**	**+1.1%**
Benefits and Rewards Services	**790**	**756**	**+4.5%**	**+9.9%**
Intragroup eliminations	**(10)**	**(16)**		
TOTAL	**18,397**	**18,236**	**+0.9%**	**+1.5%**

Operating profit by activity[1] *(in millions of euro)*	**Fiscal 2013**	**Fiscal 2012**	**Change at current exchange rates**	**Change at constant exchange rates**
On-site Services				
North America	371	346	+7.2%	+6.6%
Continental Europe	196	215	-8.8%	-9.3%
Rest of the World	119	126	-5.6%	-4.8%
United Kingdom and Ireland	67	80	-16.3%	-16.3%
Total On-site Services	**753**	**767**	**-1.8%**	**-2.1%**
Benefits and Rewards Services	**304**	**290**	**+4.8%**	**+12.8%**
Corporate expenses	**(94)**	**(83)**		
Eliminations	**(10)**	**(16)**		
TOTAL	**953**	**958**	**-0.5%**	**+1.7%**

(1) Operating profit before exceptional costs associated with the program to improve operating efficiency in Fiscal 2012 and before the favorable accounting adjustment related to pension plan costs in the United Kingdom in Fiscal 2012.

On-site Services account for 96% of consolidated revenue and 71% of consolidated operating profit[1] before eliminations and corporate expenses. The Benefits and Rewards Services activity accounts for 4% of consolidated revenue and 29% of consolidated operating profit before corporate expenses.

On-site Services

REVENUES

(in millions of euro)	Fiscal 2013	Fiscal 2012	Organic growth	Acquisitions	Currency effect	Total growth
North America	6,821	6,730	+0.6%			
Continental Europe	5,716	5,646	+0.8%			
Rest of the World	3,683	3,577	+5.5%			
United Kingdom and Ireland	1,397	1,543	-9.6%			
TOTAL	**17,617**	**17,496**	**+0.8%**	**+0.3%**	**-0.4%**	**+0.7%**

On-site Services revenues totaled 17.6 billion euro, an increase of 0.7%. Organic growth was 0.8%; however, on a comparable basis of 52 weeks' activity and excluding the impact of the Fiscal 2012 sporting events, it would have been 2.6%.

Facilities management services now account for 27% of consolidated revenue. As was the case in the last two fiscal years, revenues from these services are continuing to grow faster than foodservices revenues, providing renewed confirmation of the relevance of the Group's strategic positioning.

Fiscal 2013 organic growth in revenue on the same basis of comparison was as follows by client segment:

- 4.1% in **Corporate,** led by solid business development in emerging markets and the success of integrated offers in North America and Europe;
- 0.8% in **Health Care and Seniors,** reflecting modest business development (new contract wins) in Fiscal 2012;
- 1.2% in **Education,** attributable to high client retention in North America but with only modest growth on sites in Europe.

The On-site Services activity's key growth indicators were as follows:

- a **92.5%** client **retention rate.** This was down from Fiscal 2012, due to Sodexo's decision to terminate certain underperforming contracts and to a higher number of Remote Site projects reaching completion. Excluding these two factors, the retention rate was close to that for the prior year;
- **2.1% growth** at **existing sites,** compared to 3.4% for the prior year. The decrease reflects the following:
  - lower foodservices volumes, notably in Europe,
  - strong pricing pressure from clients seeking reductions in their own cost base, making it more difficult for Sodexo to apply inflation clauses (covering food price inflation and, in particular, wage and related payroll tax increases),
  - a slower rate of economic growth in certain emerging countries and the completion of major projects in the Remote Sites segment (particularly mining projects);
- a **7.8% business development rate** (new contract wins), up in all regions compared to the prior year thanks to the many contract wins achieved by the Group. The amount of new contracts won during the fiscal year was 1.4 billion euro in annual revenues.

OPERATING PROFIT

On-site Services operating profit, excluding exceptional expenses related to the program to improve operational efficiency and reduce costs, amounted to 753 million euro as compared to 767 million euro in Fiscal 2012.

The roughly 2% decline was due to lower foodservices volumes in Europe and high cost inflation (employee costs and food purchases) which could not be passed on to clients during the year.

ANALYSIS BY GEOGRAPHIC REGION

North America

Revenues

(in millions of euro)	Fiscal 2013	Fiscal 2012	Organic growth	Acquisitions	Currency effect	Total growth
Corporate	1,647	1,537	+5.2%			
Health Care and Seniors	2,521	2,559	-1.9%			
Education	2,653	2,634	+0.2%			
TOTAL	**6,821**	**6,730**	**+0.6%**	**+0.4%**	**+0.4%**	**+1.4%**

On-site Services revenues in North America were 6.8 billion euro, with organic growth of 0.6%. The Fiscal 2012 figure included an additional week's activity compared to Fiscal 2013 as Sodexo operates on a 52/53-week calendar basis as is industry practice in North America. The impact of the 53rd week on Fiscal 2012 revenues is estimated at 120 million euro. On a comparable 52-week basis, organic revenue growth was 2.4%, as follows:

- organic growth in the **Corporate** segment was 7.2%, reflecting the success of integrated service offers for clients such as the International Monetary Fund and Nokia, as well as strong growth in site revenues in the Remote Site segment in Canada. Business development accelerated in North America, with the signature of many contracts with clients such as Boeing Company, Harley Davidson, and more recently, Walt Disney World Parks and Resorts, Florida in the United States and Siemens in Canada;
- in **Health Care and Seniors,** revenues contracted by 0.1%, due to modest business development in Fiscal 2012 and the loss of the contract with Ascension Health System. However, business development has picked up rapidly since the beginning of Fiscal 2013 and should lead to an improved rate of organic growth starting in Fiscal 2014. The numerous large and prestigious contracts won during the year included ManorCare, HCA East Florida, LA County, Ochsner, University of Arizona Medical Center, Wesley Medical Center and CHI Kentucky;
- organic growth in **Education** was 2.1%. Client retention remained high at around 98%, while growth in site revenues was more restrained due to:
  - a decline in the number of meals served in primary schools following implementation of the Healthy and Hunger-Free Kids Act which has changed schoolchildren's eating habits,
  - modest growth in the number of new university students, reflecting demographic trends.

New contracts won in Fiscal 2013 included Brandeis University, University of Michigan Dearborn, Emerson College and Bayonne School District.

External growth of 0.4% is explained by the acquisition in the U.S. of Roth Bros., a technical maintenance and energy management company.

Operating profit

On-site Services **operating profit** in North America totaled 371 million, an increase of nearly 7% over the prior year excluding currency effects. Operating margin was 0.3 points higher at 5.4%.

This solid performance reflected tight control over all operating costs and productivity gains, particularly in the Corporate segment, and resulted from the deployment of new generation operational management tools.

Continental Europe

Revenues

(in millions of euro)	Fiscal 2013	Fiscal 2012	Organic growth	Acquisitions	Currency effect	Total growth
Corporate	3,407	3,346	+1.2%			
Health Care and Seniors	1,404	1,396	+0.4%			
Education	905	904	-0.1%			
TOTAL	**5,716**	**5,646**	**+0.8%**	**+0.2%**	**+0.2%**	**+1.2%**

In Continental Europe, revenues totaled 5.7 billion euro, with organic growth of 0.8%. On-site Services performance in Continental Europe remained mixed, with several countries such as France, the Netherlands, Italy and Germany seeing a marked slowdown in activity. This contrasted with a continued strong dynamic in Russia and Sweden.

In **Corporate,** organic growth was 1.2%, led by the ramp-up of major contracts with groups such as Unilever, Eli Lilly and AstraZeneca as well as Gazprom in the Remote Sites segment in Russia. These contracts more than offset the decline in foodservices volumes that resulted from both client staff cutbacks and reduced spending by consumers, which weighed on revenue growth in several countries. Highlights of the year on the business development front included renewal of the KLM contract in the Netherlands and the signature of new contracts with Air France, the Paris-Saint Germain (PSG) football stadium, Safran and Amundi in France, DNB in Norway, the Belgian Parliament and OMK Vyksa in Russia.

In **Health Care and Seniors,** organic revenue growth was 0.4%. This was partly the result of applying a more selective approach to new business in Southern Europe and it also reflected soft growth in comparable site revenues, due to clients' strict controls over spending. Business wins included Pôle Santé Sud (Le Mans) in France.

Education revenues remained flat compared to the prior year. Growth in comparable site revenues was fairly limited, particularly in Spain and Italy due to pressure on school budgets leading to a reduction in the number of services. Sodexo also pursued a selective approach to new business in this segment, particularly in Southern Europe.

During Fiscal 2013, new contracts were signed with the Toulon schools in France, Satakunta University of Applied Sciences in Finland and the Täby schools in Sweden.

Operating profit

Operating profit from On-site Services in Continental Europe was 196 million euro, representing a decline of 9.3% compared to the prior year excluding currency effects, which that was mainly due to lower foodservices volumes and also to pricing pressure from clients seeking cost reductions, which meant that Sodexo was only able to pass on part of the increase in wages, payroll taxes and food prices. In addition, Sports and Leisure activities in France, which have high fixed costs, were affected by the decline in the number of tourists and unfavorable weather conditions. Tight control of overheads throughout the region nevertheless paid off, particularly in the second half of the fiscal year.

Operating margin narrowed to 3.4%, from 3.8% in Fiscal 2012.

Rest of the World (Latin America, Middle East, Asia, Africa, Australia and Remote Sites)

Revenues

(in millions of euro)	Fiscal 2013	Fiscal 2012	Organic growth	Acquisitions	Currency effect	Total growth
Corporate	3,402	3,302	+5.7%			
Health Care and Seniors	171	162	+8%			
Education	110	113	-1.9%			
TOTAL	**3,683**	**3,577**	**+5.5%**	**+0.5%**	**-3%**	**+3%**

With revenues of 3.7 billion euro, the Rest of the World region (combining Latin America, Middle East, Asia, Africa, Australia and Remote Sites) accounted for 21% of the Group's revenues in Fiscal 2013 compared to less than 10% in Fiscal 2005. Organic growth in the region was 5.5%. This was a slower rate than in recent years, due to a certain loss of economic momentum in certain emerging countries and in the mining sector.

In December 2012, Sodexo acquired MacLellan, the leading facilities management services provider in India.

Organic growth in the **Corporate** segment was 5.7%. reflecting the fast pace of business development in Fiscal 2012, particularly in Colombia and Chile, and good growth in site revenues in India. However, the slowdown in industrial activity and the halting of new mining projects started to have an impact in the latter part of the fiscal year, while the completion of several Remote Sites projects had a modest negative effect.

During the fiscal year:

- major contracts were won with Botica Farmacêutica, Electrolux and Martins in Brazil;
- in China and India, where Sodexo is the undisputed leader, the client portfolio was expanded with the addition of companies such as Sinosteel in China, and Samsung Electronics India, Honeywell Technology Solutions India, Cipla, Nestlé and Honda in India;
- in Remote Sites, companies such as Pacific Rubiales, one of Colombia's leading oil and gas companies, chose Sodexo.

Sodexo's global expertise in the **Health Care and Seniors** segment continued to pay off, notably in Latin America, China and Southeast Asia, as illustrated by the **8%** organic growth and contract wins with establishments such as Renmin Hospital Wuhan University in China, Clinica Universidad de los Andes in Chile, and São Rafael de Salvador Hospital in Brazil.

Operating profit

Operating profit in the Rest of the World region contracted slightly compared to the previous year, to 119 million euro. In many countries operating profit was up sharply but in others, such as Brazil, Sodexo was only able to partially pass on to clients the impact of inflation on operating expenses (food prices, employee costs and indirect taxes).

Operating margin was 3.2% in Fiscal 2013 compared to 3.5% the previous year.

United Kingdom and Ireland

Revenues

(in millions of euro)	Fiscal 2013	Fiscal 2012	Organic growth	Acquisitions	Currency effect	Total growth
Corporate	993	1,155	-14%			
Health Care and Seniors	274	254	+7.1%			
Education	130	134	-3.6%			
TOTAL	**1,397**	**1,543**	**-9.6%**	**+0.7%**	**-0.5%**	**-9.4%**

On-site Services revenues in the United Kingdom and Ireland totaled 1.4 billion euro, down by nearly 10% compared to the previous year when Sodexo, in partnership with the Mike Burton Group, was a major service provider for the Rugby World Cup and the London Olympics. Revenues from these two events totaled 207 million euro. Excluding these revenues from the basis of comparison, underlying organic revenue growth in the United Kingdom and Ireland was 3.4%.

Acquisitions related to WS Atkins' facilities management business in the United Kingdom, acquired in December 2011.

The ramp-up of facilities management offers for large corporations helped to drive **3.4%** organic revenue growth in the **Corporate** segment (excluding the impact of the Fiscal 2012 sporting events). Contract wins included AstraZeneca, GSK, AgustaWestland and Unilever. The solid performance in facilities management services more than offset lower foodservices volumes.

In the Justice segment, Sodexo was awarded a major contract by Northumberland prison at the end of the fiscal year.

In **Health Care and Seniors,** growth accelerated to 7.1%, reflecting an excellent client retention rate and additions to the services provided to several university hospitals, including North Staffordshire University Hospital and Brighton and Sussex University Hospital.

In the **Education** segment, which accounts for less than 10% of Sodexo's revenues in the United Kingdom and Ireland, revenue contracted slightly compared to Fiscal 2012. Comparable on-site growth in university revenues was modest and the teams continued to apply a selective approach to new business in the State school sector.

Operating profit

On-site Services **operating profit** in the United Kingdom and Ireland contracted to 67 million euro compared with 80 million euro in the previous year, which included the contribution from major sporting events. As a result, operating margin narrowed to 4.8%, from 5.2% in Fiscal 2012.

Benefits and Rewards Services

Issue volume

(in millions of euro)	**Fiscal 2013**	**Fiscal 2012**	**Organic growth**	**Acquisitions**	**Currency effect**	**Total growth**
Latin America	8,128	7,016	+22%			
Europe and Asia	7,908	7,730	+1.0%			
TOTAL	**16,036**	**14,746**	**+11%**	**+2.5%**	**-4.7%**	**+8.8%**

Benefits and Rewards Services issue volume (face value multiplied by the number of vouchers and cards issued) totaled 16 billion euro in Fiscal 2013. Organic issue volume growth remained in the double digits, at 11%.

In **Latin America** growth accelerated to 22%, driving up issue volume to more than 8 billion euro. This strong gain was attributable to the steady increase in the number of beneficiaries in underpenetrated markets such as Brazil, as well as to higher voucher face values and to the effects of hyperinflation in Venezuela.

In **Europe and Asia,** organic issue volume growth was driven by the increase in issue volume under the ONEM contract in Belgium and strong business development in Turkey. These advances offset the impact on growth rates in the early part of the fiscal year of the fall in activity in Hungary, where a higher tax advantage is provided to beneficiaries of service vouchers issued by Hungarian companies since January 1, 2012.

Revenues

(in millions of euro)	**Fiscal** 2013	**Fiscal** 2012	**Organic growth**	**Acquisitions**	**Currency effect**	**Total growth**
Latin America	452	418	+15.6%			
Europe and Asia	338	338	-0.6%			
TOTAL	**790**	**756**	**+8.3%**	**+1.6%**	**-5.4%**	**+4.5%**

Organic Benefits and Rewards Services **revenue** growth was 8.3%, comparable to Fiscal 2012. The November 2012 acquisition of **Servi-Bonos,** a leading meal voucher and card issuer in Mexico, added 1.6% to reported revenue.

Organic growth remained strong in **Latin America,** at 15.6%. This excellent performance was all the more remarkable in that it was achieved in an environment shaped by declining interest rates and pressure on client commissions in Brazil.

New clients that chose Sodexo in Fiscal 2013 included FEMSA, in several countries in the region, Ciferal Industria de Onibus in Brazil, Instituto Nacional de Vias (INVIAS) in Colombia and Reckit Benckiser and Deacero SA in Mexico.

In **Europe and Asia,** revenue contracted by 0.6%. Excluding the impact of regulatory changes in Hungary, organic growth would have been 2.1%, reflecting strong business development in France and Turkey.

Recent contract wins included the Lyon Chamber of Commerce and Industry in France and the Diyarbakir city authorities in Turkey.

Operating profit

Benefits and Rewards Services **operating profit** totaled 304 million euro, an increase of 4.8% compared to the previous year. However, unfavorable changes in currency exchange rates against the euro, particularly for the Brazilian real, overshadowed the activity's strong underlying performance.

Excluding the currency effect, operating profit rose by 12.8%, reflecting the leverage provided by volume growth and the cost efficiencies generated by tight management of expense items; which allowed for continued investment in new technologies and marketing.

Benefits and Rewards Services operating margin was 38.5% compared to 38.4% the previous year.

3. CONSOLIDATED FINANCIAL POSITION

3.1. Cash flows

Presented below are the key components of the consolidated cash flow statement:

	Year ended	
(in millions of euro)	**August 31, 2013**	**August 31, 2012**
Net cash provided by operating activities	618	1,018
Net cash used in investing activities	(315)	(882)
Net cash used in financing activities	(273)	(179)
Increase/(decrease) in net cash and cash equivalents	30	(43)

Net cash provided by operating activities amounted to 618 million euro, representing 400 million euro less than in Fiscal 2012. Two factors explain the decline:

- the 170 million euro reduction in operating profit, due to the exceptional items recorded in the two fiscal years (with exceptional expenses of 139 million euro in Fiscal 2013 related to the cost of implementing the program to improve operating efficiency and reduce costs, and exceptional income of 26 million euro related to a favorable accounting adjustment to pension plan costs in the United Kingdom in Fiscal 2012);
- the 156 million euro impact of investing Benefits and Rewards Services cash in financial instruments with longer maturities and higher yields, increasing this activity's financial assets in the balance sheet at August 31, 2013.

The net cash provided by operating activities was used to finance:

- net capital expenditure and client investments of 236 million euro, representing 1.3% of revenues; and
- acquisitions for a total of 98 million euro, mainly Servi-Bonos in Mexico and MacLellan in India.

Net cash used in financing activities comprises:

- dividend payments for 263 million euro, including 240 million euro paid to Sodexo SA shareholders; and
- a net 22 million euro in debt repayments.

In all, net cash provided by operating, investing and financing activities in Fiscal 2013 totaled 30 million euro.

3.2. Consolidated balance sheet

(in millions of euro)	August 31, 2013	August 31, 2012		August 31, 2013	August 31, 2012
Non-current assets	6,625	6,888	Shareholders' equity	2,953	3,034
Current assets excluding cash	3,902	3,842	Non-controlling interests	37	35
Financial assets related to the Benefits and Rewards Services activity	734	609	Non-current liabilities	2,734	3,421
Cash and cash equivalents	1,347	1,451	Current liabilities	6,884	6,300
TOTAL ASSETS	**12,608**	**12,790**	**TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY**	**12,608**	**12,790**
			Net debt	**478**	**639**
			Net debt ratio	**16%**	**21%**

All items in the consolidated statement of financial position at August 31, 2013 were affected by the negative currency effect resulting mainly from declines in the U.S. dollar and Brazilian real against the euro. The change in shareholders' equity also includes profit for the year, dividend payments and the impact of share repurchases during the period.

Borrowings at August 31, 2013 amounted to 2,519 million euro, representing a decrease compared to 2,684 million euro a year earlier. The main borrowings are two euro-denominated bond issues for a total of 1,380 million euro and two U.S. private placements for a total of 1,100 million U.S. dollars. The remaining balance includes various bank loans and facilities, capital leases and derivative financial instruments.

As of August 31, 2013, the average interest rate on borrowings was 5.8%.

Cash and cash equivalents net of bank overdrafts totaled 1,307 million euro at August 31, 2013. Cash investments by the Benefits and Rewards Services activity in instruments with maturities of over three months increased to 336 million euro. Restricted cash in the Benefits and Rewards Services activity totaled 398 million euro.

As of August 31, 2013, the operating cash position (which includes Benefits and Rewards Services cash investments and restricted cash) was 2,041 million euro, including 1,729 million euro for Benefits and Rewards Services.

Net debt at August 31, 2013 was 478 million euro, representing 16% of consolidated equity compared to 21% at August 31, 2012. Gross debt repayment capacity as of the same date represented 3.4 years of operating cash flow compared to 2.8 years as of the prior year-end.

As of August 31, 2013, the Group had unused bank credit facilities of 954 million euro.

Subsequent events

There have been no material changes in the financial position or business situation of the Company and its subsidiaries since August 31, 2013.

4. OUTLOOK

At the November 12, 2013 Board of Directors meeting, Chief Executive Officer Michel Landel underlined the effectiveness of the Group's long-term strategy, based on a unique range of Quality of Life Services, an unparalleled global network in its activities, and undisputed leadership in emerging countries.

He pointed out that since 2005, Sodexo has delivered average annual revenue growth of 6.1% a year (at constant exchange rates) and average annual growth in operating profit and Group net income (excluding currency effects and exceptional items) of 8.4% and 10%, respectively. In addition, over this same eight-year period, Sodexo has achieved an average cash conversion ratio (of net income into free cash flow) of around 140%.

This consistent and robust performance, which enables the Group to finance its development, is even more significant given the steadily worsening conditions in the global economy over the same period.

Mr. Landel explained that senior management is now focusing more than ever on enhancing the Group's competitiveness and continuing to adapt the Group to its environment and clients. All of the teams are committed to pursuing two key objectives:

- **accelerate organic growth, to achieve an average annual increase in revenues of 7% over the medium term.**

  Sodexo is starting Fiscal 2014 with a number of strengths, including:

  - double-digit growth in Benefits and Rewards Services in Latin America and Asia,
  - steadily rising demand for integrated services by our clients irrespective of their size: large international groups with a presence on all continents or clients located in a single country,
  - an unrivalled international network and client segmentation that will be optimized in coming years with the implementation of global management by client segment to meet the needs of clients and consumers everywhere with the same level of precision;

- to **deploy enhanced action plans designed to further reduce overheads, thereby improving productivity** at all levels.

  - The constant pursuit of savings and cost reduction has become a major concern for all of our stakeholders worldwide.

    The costs of deploying this program to improve operational efficiency reduced Group net income by 139 million euro in Fiscal 2013 and will continue to weigh on the first half of Fiscal 2014. Nevertheless, these efforts began to deliver their initial benefits at the end of the last fiscal year and the savings related to this program should progressively materialize in the Group's operating profit during Fiscal 2014 and Fiscal 2015.

Encouraged by these factors, Sodexo has now set the following **objectives** for **Fiscal 2014**:

- **organic growth in revenue of between 2.5% and 3%;**
- **an 11% increase in operating profit (at constant exchange rates and excluding the impact of the exceptional costs related to the program to improve operational efficiency).**

  As a result, the Group is now targeting an operating margin of 5.6% for Fiscal 2014, up 0.4% compared with Fiscal 2013.

  In addition, Sodexo has a **two-year target of reaching a consolidated operating margin of 6% by Fiscal 2015.**

  This target reflects the following:

  - significant annual savings of around 160 million euro from the program to improve operational efficiency and reduce costs;
  - slower-than-expected growth in certain emerging countries and in the mining sector, which are currently experiencing a short-term slowdown. Nevertheless, the Group remains confident that these markets, where Sodexo holds leadership positions, retain strong growth potential over the medium term;
  - the earnings impact of exchange rate fluctuations due to the effect of the geographic mix on margins. In Fiscal 2013 exchange rate changes have weighed on the annual increase in the consolidated margin by 0.1%.

Lastly, Michel Landel reiterated Sodexo's core strengths:

- significant market potential, estimated at over 50 times current revenues;
- a Quality of Life services positioning particularly well adapted to changing client needs;
- an unparalleled global network spanning 80 countries;

- undisputed leadership in emerging markets;
- a strong culture and engaged teams;
- an excellent financial model;
- its independence.

These strengths enable Sodexo to look to the future with confidence and to maintain its investments, particularly in the development of its people and the enhancement of its expertise.

In conclusion, Michel Landel added: *"I would like to thank our clients for their loyalty, our shareholders for their confidence and Sodexo's 428,000 employees for their efforts in Fiscal 2013 and for their daily commitment to improving the Quality of Life of our clients and consumers."*

SODEXO S.A. Five-Year Financial Summary

(in euro)	**Fiscal 2013(1)**	**Fiscal 2012**	**Fiscal 2011**	**Fiscal 2010**	**Fiscal 2009**
Capital at end of period					
Issued capital	628,528,100	628,528,100	628,528,100	628,528,100	628,528,100
Number of ordinary shares outstanding	157,132,025	157,132,025	157,132,025	157,132,025	157,132,025
Number of non-voting preferred shares outstanding					
Maximum number of potential new shares issuable					
By conversion of bonds					
By exercise of warrants and options					
Warrants					
Stock options					
Income statement data					
Revenues excluding taxes	77,175,406	63,336,905	80,469,639	70,914,651	72,056,382
Earnings before income tax, employee profit-sharing, depreciation, amortization and provisions	397,787,059	370,162,664	295,399,759	280,334,403	314,763,639
Income tax	2,071,317	22,363,609	15,061,259	22,267,894	17,981,642
Employee profit-sharing	6,400	131,452	62,480	167,200	
Earnings after income tax, employee profit-sharing, depreciation, amortization and provisions	341,642,070	340,498,609	301,668,265	261,581,611	348,878,824
Dividend payout	255,192,660	249,839,920	229,412,757	212,128,234	199,557,672
Per share data					
Earnings after income tax and employee profit-sharing but before depreciation, amortization and provisions	2.54	2.50	1.98	1.93	2.11
Earnings after income tax, employee profit-sharing, depreciation, amortization and provisions	2.17	2.17	1.92	1.66	2.22
Net dividend per share(2)	1.62	1.59	1.46	1.35	1.27
Dividend premium per eligible share(2)	0.16				
Employee data					
Average number of employees during the fiscal year	285	279	268	252	248
Salary expense for the fiscal year	28,898,315	16,202,743	31,831,493	24,153,262	21,039,372
Social security and other employee benefits paid during the fiscal year	16,419,324	12,591,005	10,423,028	10,166,115	9,319,716

(1) Subject to approval by the Annual Shareholders' Meeting to be held on January 21, 2014.

(2) The Board of Directors proposes that the Shareholders' Meeting on January 21, 2014 approve the distribution of a cash dividend of 1.62 euro per share. In addition, and for the first time since the dividend premium system was adopted by the Shareholders' Meeting held on January 24, 2011, shares held in registered form since at least August 31, 2009 and still held when the Fiscal 2013 dividend becomes payable, will automatically be entitled, without any additional formality, to a 10% dividend premium, representing an additional 0.16 euro per share.

Request to receive the documents and information referred to by article R.225-83 of the French Commercial Code

I the undersigned: ……………………………………………

Address: ……………………………………………………

holder of …………… shares in SODEXO, a *société anonyme* with a share capital of EUR 628,528,100, with its registered office at 255, quai de la Bataille de Stalingrad, 92130 Issy-les-Moulineaux, France, registered with the Nanterre Register of Commerce and Companies under number 301 940 219,

hereby request to receive, at the above-mentioned address, the documents and information referred to by Article R.225-83 of the French Commercial Code relating to the Annual Shareholders' Meeting to be held on January 21, 2014.

Pursuant to Article R.225-88 paragraph 3 of the French Commercial Code, registered shareholders, upon simple request, may obtain from the Company documents and information specified in Articles R.225-81 and R.225-83 of the French Commercial Code for all subsequent Shareholders' Meetings. Registered shareholders who wish to benefit from this option should specify so in this document.

Signed in …………………………

On January ……., 2014

Signature

DOCUMENT TO BE COMPLETED AND RETURNED:

- **if you hold registered shares**:
  to Société Générale – Service des Assemblées – CS 30812, 44308 Nantes Cedex 3 – France
- **if you hold bearer shares :** to the intermediary in charge of your securities account.