



*Dear Shareholder,*

*First and foremost, I would like to thank you for the trust and support you have shown in Sodexo Group.*

*Our next Ordinary Annual Shareholders' Meeting will be held on Tuesday, January 12, 2021 at 3:30 p.m.*

*In the context of the sanitary crisis caused by the Covid-19 pandemic in France, and in order to protect all shareholders, guests and organizers, with the Board of Directors and the Chief Executive Officer, we have made the difficult but nevertheless necessary decision to hold this Annual Shareholders' Meeting virtually and without the physical presence of shareholders and other persons ordinarily in attendance. However, be assured that we will do everything to make this event as accessible and interactive as possible.*

*Our Shareholders' Meeting will be broadcast live on our website [www.sodexo.com](http://www.sodexo.com). As our top concern is to maintain, in all circumstances, an ongoing and open dialogue with you, we are currently exploring various options to allow you, on January 12, to ask your questions live.*

*In this exceptional context, I invite you to fully exercise your shareholders' rights prior to our Shareholders' Meeting. In this document, you will find the practical information you need to participate.*

*I invite you to regularly consult the section dedicated to the Shareholders' Meeting on the Company's website which will be updated prior to the event.*

*Yours sincerely,*

**Sophie Bellon**  
Chairwoman of the Board of Directors

# GENERAL INFORMATION

## IMPORTANT - INFORMATION RELATED TO THE CURRENT SANITARY CRISIS

In the context of the sanitary crisis caused by the Covid-19 pandemic, the Chairwoman, the other members of the Board of Directors and the Chief Executive Officer of Sodexo have decided to hold this January 12, 2021 Ordinary Annual Shareholders' Meeting exceptionally behind closed doors, without the physical presence of the shareholders and other persons entitled to attend.

As a result, no admission cards will be issued. Shareholders are invited, prior to the Shareholders' Meeting, to vote remotely or to give a proxy to the Chair of the Shareholders' Meeting or to a third party according to the procedures explained hereinafter.

In this context, shareholders are encouraged to submit requests and documents electronically as well as to use the VOTACCESS voting platform.

Shareholders are also invited to regularly consult the Shareholders' Meeting section on the Company's website [www.sodexo.com](http://www.sodexo.com) which will be updated in particular to provide, as applicable, the final terms of participation at this Shareholders' Meeting.

## Broadcast of the Meeting

This Shareholders' Meeting will be broadcast live (in English and French) and will be available later on the Company's website: [www.sodexo.com](http://www.sodexo.com) (Finance – Shareholders' Meeting section).

## Availability of documents

All documents relating to the Shareholders' Meeting are made available to shareholders under the applicable legal and regulatory conditions and are also available on the Company's website [www.sodexo.com](http://www.sodexo.com) (Finance section - Shareholders' Meeting).

In order to contribute to the Company's sustainable initiatives, shareholders are encouraged to consult and download these documents online.

For shareholders wishing to obtain a printed version of these documents (Universal Registration Document and Annual Report), a request form for sending documents and information is available at the end of the notice of meeting.

## Written questions

Each shareholder is entitled to send written questions to the Chairwoman of the Board of Directors from the convening date of the Meeting. These questions must be sent to the Company's registered office by registered letter with acknowledgement of receipt, to the attention of the Chairwoman of the Company's Board of Directors (SODEXO – "AG 12 janvier 2021" – 255 quai de la Bataille de Stalingrad – 92130 Issy-les-Moulineaux, France or by email to the following address [communication.financiere@sodexo.com](mailto:communication.financiere@sodexo.com). They must be sent no later than the second business day before the Shareholders' Meeting, i.e. no later than **Friday January 8, 2021 at the latest**.

To be taken into account, these questions must be accompanied by a shareholding certificate, established by your financial intermediary.

Written questions from shareholders and the answers to those questions will be published on the Company's website ([www.sodexo.com](http://www.sodexo.com)) in a section specifically dedicated to questions and answers of the Shareholders' Meeting. In accordance with current legislation, a common answer may be provided to written questions having the same content.

## Simplified online procedures

Since last year, Sodexo has proposed that its shareholders subscribe to the E-convocation and E-voting facilities.

This initiative was greatly appreciated, and we encourage those shareholders who wish to subscribe to this service to do so and thus simplify and speed up their voting process.

## Shareholders Club

On October 3, 2019, Sodexo launched its Shareholders Club.



The purpose of this Club is to strengthen the personal relationship between the Company and its shareholders, to provide a direct flow of information on Sodexo and its services as well as to offer a dedicated forum for discussion.

To become a member, simply fill out the form available at [www.sodexo.com](http://www.sodexo.com), in the "shareholders" section.

## For any information

### Shareholder Relations Department

**Mail:** Communication Financière/Club Actionnaires Sodexo

255 quai de la Bataille de Stalingrad  
92866 Issy-les-Moulineaux Cedex 9, France.

**Email:** [clubactionnaires@sodexo.com](mailto:clubactionnaires@sodexo.com)

**Tel:** +33 (0) 1 57 75 80 54

## What conditions need to be met to participate in the Shareholders' Meeting?

Shareholders who can prove their holding by the book entry of their shares in a registered or bearer share account on the second working day before the Shareholders' Meeting, i.e. **on Friday January 8, 2021 at 00:00 (Paris time)** (hereafter, "Record Date") will be allowed to participate in the Shareholders' Meeting,

- If your shares are in **REGISTERED FORM**, the book entry by the Record Date in the Company's registered share accounts is sufficient to participate in the Shareholders' Meeting.
- If your shares are in **BEARER FORM**, your financial intermediary shall issue a shareholder certificate, annexed to the postal or proxy voting form.

**Exceptionally, given the situation, the shareholder who has already cast his/her vote remotely or sent a proxy, may opt for another means of participation in the Shareholders' Meeting provided that the conditions and deadlines hereinafter are met.**



Shareholders may sell all or part of their shares at any time. In that case:

- if the book entry recording the transaction occurs **prior to the Record Date**, the Company must invalidate or amend the vote cast remotely or the proxy. In case of bearer shares, your financial intermediary shall then notify the Société Générale of the transaction and send the relevant information;
- if the book entry recording the transaction occurs **after the Record Date**, the transaction does not have to be notified by your financial intermediary or taken into consideration by Société Générale, notwithstanding any agreement to the contrary.

## How can shareholders participate in the Shareholders' Meeting?

This Shareholders' Meeting will exceptionally be held behind closed doors, without the physical presence of shareholders and other persons entitled to attend.

**No admission cards will be issued.** Shareholders are therefore invited under the conditions described below and prior to the Shareholders' Meeting:

- to exercise remotely their voting rights (by post or electronic means); or
- to give a proxy to the Chair of the Shareholders' Meeting or to a third party.

Shareholders are advised not to wait until the last few days to express the way they want to participate in the Shareholders' Meeting and to send all their requests and documents electronically.



### Voting or giving a proxy by post:

- If your shares are in **REGISTERED FORM**, a postal or proxy voting form (hereafter the "voting form") will be sent to you directly. Once completed and signed, please return the voting form using the pre-paid reply envelope attached to the convocation letter received by post.
- If your shares are in **BEARER FORM**, you will need to request the voting form from your financial intermediary from the convening date. Once completed and signed, please return the voting form to your financial intermediary who will attach it to a shareholding certificate and send it to Société Générale Securities Services - Service Assemblée Générale - 32 rue du Champ de Tir - CS 30812 - 44312 Nantes Cedex 3, France.

In order to be taken into account, your duly completed and signed voting form and, if applicable, your appointment or withdrawal of a proxy, must be sent to your financial intermediary sufficiently in advance to be received by Société Générale no later than three days before the Shareholders' Meeting, i.e. **on Friday January 8, 2021 at 11:59 p.m. (Paris time)**.

Under no circumstances should paper voting forms be returned directly to Sodexo.



### Voting or giving a proxy via internet:

Shareholders are encouraged to use the VOTACCESS voting platform. This platform allows shareholders, prior to the Shareholders' Meeting, to electronically send their voting instructions or to appoint or withdraw a proxy, simply and fast.

Access to the website and requests for voting or proxy instruction are hereafter described:

- If your shares are in **REGISTERED FORM**, log on directly to VOTACCESS via the Sharinbox website: [www.sharinbox.societegenerale.com](http://www.sharinbox.societegenerale.com).
  - For pure registered shares: with the access codes that have been sent to you by Société Générale.
  - For administered registered shares: with the access codes received a few days before the opening of the vote.


Once logged onto Sharinbox, click on the name of the meeting under the "Current operations" section of the home page. Select the transaction, follow the instructions and click on "Vote" under "Your voting rights". You will then be automatically redirected to the VOTACCESS website.

- If your shares are in **BEARER FORM**, check with your financial intermediary to find out whether it has signed up to the VOTACCESS system and, as the case may be, whether this access is subject to specific terms of use.
  - If your financial intermediary has signed up to the VOTACCESS system: log onto to your account in your financial intermediary's website with your usual access codes. Then, click on the icon that appears on the line corresponding to your Sodexo shares and follow the instructions on the screen to access VOTACCESS and vote or appoint or withdraw a proxy.
  - If your financial intermediary has not signed up to the VOTACCESS system: notification of the appointment and withdrawal of a proxy can still be notified electronically by sending an email to the following address: [mandataireAG.group@sodexo.com](mailto:mandataireAG.group@sodexo.com). This email MUST contain the following information: the name of the relevant company, the date of the shareholders' meeting, your family name, first name, address, banking details as well as the family name, first name and if possible the address of the proxy that you want to appoint. You MUST ask your financial intermediary to send a written confirmation of your request to Société Générale Securities Services - Service Assemblée Générale - 32 rue du Champ de Tir - CS 30812 - 44312 Nantes Cedex 3, France.

Only notifications to appoint or withdraw proxies may be sent to this email address. Any other request or notification relating to another matter will not be taken into account or processed.

In order for appointments or withdrawals of a proxy sent electronically to be processed, confirmations must be received no later than the day before the Shareholders' Meeting, i.e. **on Monday January 11, 2021 at 3:00 p.m., (Paris time)**.

Shareholders may access the secure dedicated websites from 11:00 a.m. (Paris time) on Wednesday 23, 2020, until 3:00 p.m. (Paris time) on Monday January 11, 2021, i.e. the last business day before the Shareholders' Meeting.

 **Voting procedure for the proxy holders for a Shareholders' Meeting held behind closed doors:**

The proxy holder must send his/her voting instructions for the exercise of his/her powers of representation via a scanned copy of the voting form to Société Générale, by email to the following address: [assemblees.generales@sgss.socgen.com](mailto:assemblees.generales@sgss.socgen.com).

The voting form must contain the family name, first name and address of the proxyholder as well as the mention "As proxy holder". It must be dated and signed.

The votes are indicated in the section "I vote by post" of the voting form.

The proxy holder must enclose a copy of his/her identity card and, if applicable, a power of attorney for the legal entity he represents.

**In order to be taken into account, the email must be delivered to Société Générale no later than the fourth day before to the Shareholders' Meeting, i.e. on Thursday January 7, 2021, at 11:59 p.m. (Paris time).**

In addition, for his/her own voting rights, the proxy holder must send his/her voting instructions by post or via internet as for the proxy he/she received.

## HOW TO FILL IN YOUR VOTING FORM


**Important:** In order to be taken into account, the duly completed and signed form must be received by Société Générale no later than **January 8, 2021 at 11:59 p.m. (Paris time)**.

Please take into account the mail delivery difficulties related to the sanitary crisis.

- 1** ~~If you intend to attend the meeting, tick box A to request an admission card. Sign and date at the bottom of the form.~~
- 2** Single vote.
- 3** Double vote for shares which have been in registered form for at least four years prior to August 31<sup>st</sup> of the year preceding the date of the Shareholders' Meeting.
- 4** To cast a postal vote: tick here AND indicate your vote on each resolution by shading the appropriate box.
- 5** To grant proxy to the Chairwoman of the Shareholders' Meeting to vote on your behalf: simply tick the box and sign and date at the bottom of the form.
- 6** To give proxy to your spouse, your partner with whom you have entered into a civil union or any other individual or legal entity of your choice who will represent you at the Shareholders' Meeting: tick here and indicate the name and contact details of your representative.
- 7** Whatever you decide to do, do not forget to sign and date the form here.

**Important : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side**  
**Quelle que soit l'option choisie, noircir comme ceci ■ la ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade box(es) like this ■, date and sign at the bottom of the form**

**1**  JE DÉSIRES ASSISTER À CETTE ASSEMBLÉE et demande une carte d'admission : dater et signer au bas du formulaire / I WISH TO ATTEND THE SHAREHOLDER'S MEETING and request an admission card: date and sign at the bottom of the form



**SERVICES DE QUALITÉ DE VIE**  
 Société Anonyme au capital de 589 819 548 Euros  
 Siège Social : 255, Quai de la Bataille de Stalingrad  
 92130 Issy Les Moulineaux  
 301 940 219 R.C.S. Nanterre

**Assemblée Générale Ordinaire  
 du 12 Janvier 2021 à 15H30**  
 Tenue hors présence physique des actionnaires  
 dans les studios du Groupe Canal +  
 48 quai du Point du jour – 92100 Boulogne-Billancourt

**Ordinary General Meeting  
 on January 12, 2021 at 3.30 p.m.**  
 Held without the physical presence of shareholders  
 in the studios of Canal+ Group  
 48 quai du Point du jour – 92100 Boulogne-Billancourt

**CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY**

Identifiant - Account

Nombre d'actions / Number of shares

Nominatif / Registered

Porteur / Bearer

Vote simple / Single vote

Vote double / Double vote

Nombre de voix - Number of voting rights

**4**  JE VOTE PAR CORRESPONDANCE / I VOTE BY POST  
 Cf. au verso (2) - See reverse (2)

Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directeur ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci ■ l'une des cases "Non" ou "Abstention". / I vote YES all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box, like this ■, for which I vote No or I abstain.

	<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>	<b>5</b>	<b>6</b>	<b>7</b>	<b>8</b>	<b>9</b>	<b>10</b>	<b>A</b>	<b>B</b>
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Sur les projets de résolutions non agréés, je vote en noircissant la case correspondante à mon choix. / On the draft resolutions not approved, I cast my vote by shading the box of my choice.

**5**  JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE  
 Cf. au verso (3)

**I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING**  
 See reverse (3)

**6**  JE DONNE POUVOIR À : Cf. au verso (4) pour me représenter à l'Assemblée  
 M. Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name

**I HEREBY APPOINT:** See reverse (4) to represent me at the above mentioned Meeting

Adresse / Address

**ATTENTION :** Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.  
**CAUTION:** As for bearer shares, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). Cf. au verso (1)  
 Surname, first name, address of the shareholder (Change regarding this information have to be notified to relevant institution, no changes can be made using this proxy form). See reverse (1)

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée, je vote NON sauf si je signale un autre choix en noircissant la case correspondante :  
 If case amendments or new resolutions are proposed during the meeting, I vote NO unless I indicate another choice by shading the corresponding box:  
 - Je donne pouvoir au Président de l'Assemblée Générale. / I appoint the Chairman of the general meeting.   
 - Je m'abstiens. / I abstain from voting.   
 - Je donne procuration [cf. au verso renvoi (4)] à M. Mme ou Mlle, Raison Sociale pour voter en mon nom.   
 I appoint [see reverse (4)] Mr, Mrs or Miss, Corporate Name to vote on my behalf.

Pour être pris en considération, tout formulaire doit parvenir au plus tard :  
 To be considered, this completed form must be returned no later than:

à la banque / to the bank **8 Janvier 2021 / January 8, 2021**

Date & Signature

**7**

- Si le formulaire est renvoyé daté et signé mais qu'aucun choix n'est coché (carte d'admission / vote par correspondance / pouvoir au président / pouvoir à mandataire), cela vaut automatiquement pouvoir au Président de l'Assemblée Générale -  
 If the form is returned dated and signed but no choice is checked (admission card / postal vote / power of attorney to the President / power of attorney to a representative), this automatically applies as a proxy to the Chairman of the General Meeting