Notice of Meeting

Ordinary Shareholders' Meeting
January 24, 2017

sodexo
QUALITY OF LIFE SERVICES

Issy-les-Moulineaux, January 4, 2017

Dear Madam, Dear Sir, Dear Shareholder,

It is my pleasure to invite you to the SODEXO Annual Shareholders' Meeting convened **at 3:30 pm** on **Tuesday, January 24, 2017 at la Maison de la Mutualité – 24 rue Saint-Victor – 75005 Paris.**

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,

Sophie Bellon
Chairwoman of the Board of Directors

CONTENTS

The prior notice of this Shareholders' Meeting was published on December 9, 2016 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 2016 Registration Document (filed with the *Autorité des Marchés Financiers* - French financial markets Authority - on November 21, 2016 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

AGENDA OF ORDINARY SHAREHOLDERS' MEETING OF JANUARY 26, 2017

1. Adoption of the individual company financial statements, Fiscal 2016
2. Adoption of the consolidated financial statements, Fiscal 2016
3. Appropriation of net income – Declaration of dividend
4. Related-party commitment, in favor of Ms. Sophie Bellon, Chairwoman of the Board of Directors
5. Related-party commitment, in favor of Michel Landel, Chief Executive Officer
6. Renewal of the directorship of Ms. Patricia Bellinger
7. Renewal of the directorship of Mr. Michel Landel
8. Election of Ms. Cécile Tandeau de Marsac as a director
9. Re-appointment of PricewaterhouseCoopers Audit as auditor
10. Appointment of Mr. Jean-Baptiste Deschryver as an alternate auditor
11. Annual directors' fees
12. Opinion on the compensation and benefits due or awarded for the fiscal year ended August 31, 2016 to Mr. Pierre Bellon, Chairman of the Board of Directors until January 26, 2016
13. Opinion on the compensation and benefits due or awarded for the fiscal year ended August 31, 2016 to Ms. Sophie Bellon, Chairwoman of the Board of Directors since January 26, 2016
14. Opinion on the compensation and benefits due or awarded for the fiscal year ended August 31, 2016 to Mr. Michel Landel, Chief Executive Officer
15. Authorization to the Board of Directors for the Company to purchase treasury shares
16. Powers

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 registered account 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 Friday January 20, 2017** (the second legal working day preceding the Meeting, hereafter: « N-2 »).

- For **registered shareholders**, N-2 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.

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.

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 Friday January 20, 2017, 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-2.

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 1:30 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.

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 YES on the resolutions: do not blacken the corresponding boxes / to vote NO or abstain on certain proposed resolutions: blacken 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).

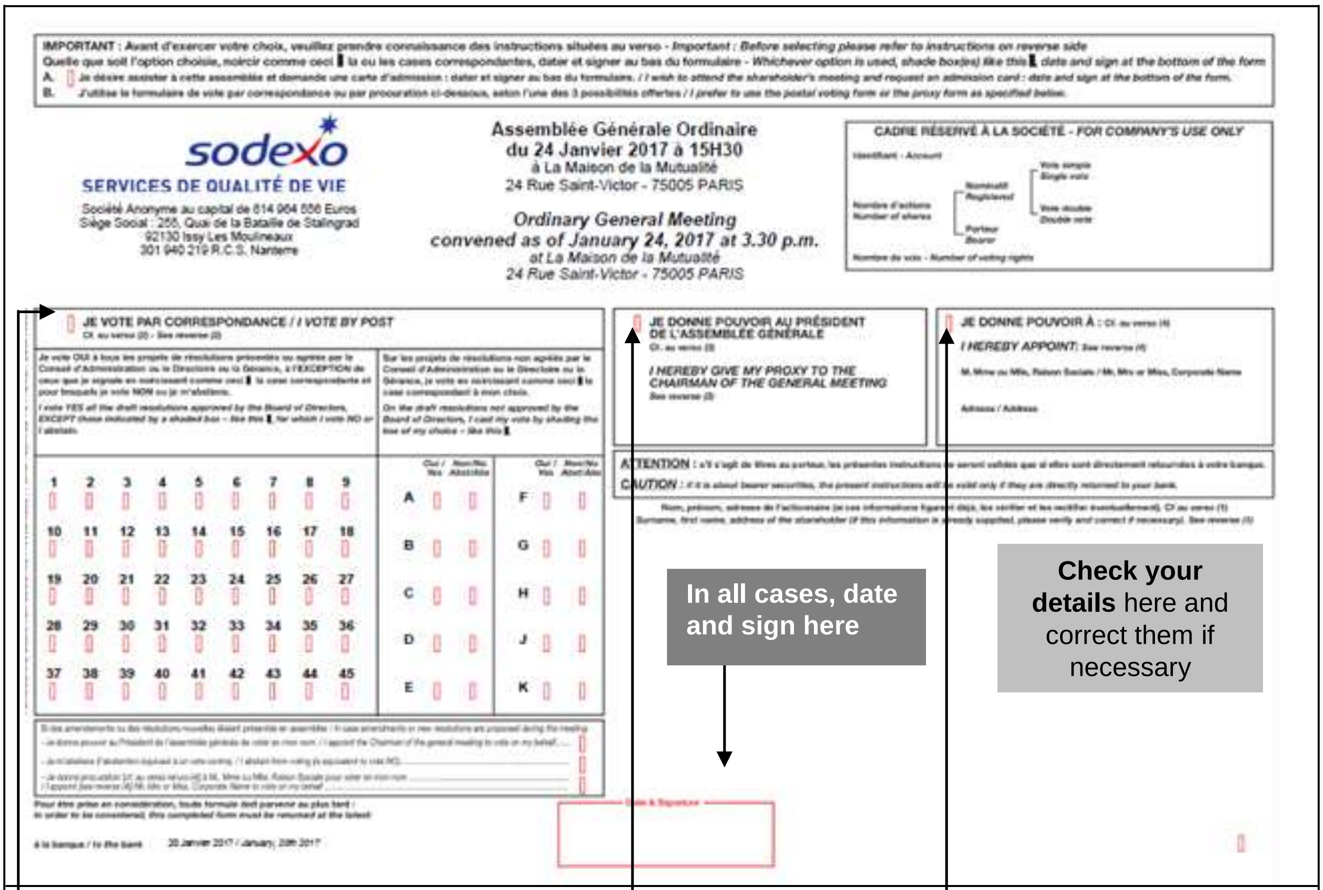
For the appointment or withdrawal of proxies made via an electronic mail, to be taken into account, duly signed and completed notifications must be received on Friday January 20, 2017.

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), on Friday January 20, 2017 at the latest.

HOW TO COMPLETE YOUR FORM?

You wish to attend the Meeting in person: tick A.



You wish to vote by post: tick this box and follow the instructions.

You wish to give proxy to the Chairman of the Meeting: tick this box.

You wish to give proxy to someone attending the Meeting and voting on your behalf: tick this box and fill in the person's name.

SOME KEY FIGURES

Founded in 1966 by Pierre Bellon, Sodexo is the global leader in Quality of Life Services.

Sodexo is the world's only company offering On-site Services, Benefits and Rewards Services and Personal and Home Services, which contribute to the performance of its clients, the fulfillment of its teams and the economic, social and environmental development of its host communities.

(1) 2016 Fortune 500 ranking

(2) 2016 employee engagement survey sent to 371,761 Sodexo employees to which 211,501 responded

(3) Dow Jones Sustainability Indices (DJSI): Launched in 1999, the Dow Jones Sustainability Indices provide a global ranking of the companies most advanced in the areas of economic, social and environmental responsibility. The indices are jointly determined by S&P Dow Jones Indices and RobecoSAM

(4) The RobecoSAM Sustainability Yearbook is regarded as the world's most comprehensive publication on corporate sustainability performance. More than 3,000 companies in 59 industries are considered for inclusion, with up to 120 financial, environmental, social and economic indicators used to evaluate companies

FISCAL 2016 ACTIVITY REPORT
(for fiscal year ended August 31, 2016

1. FISCAL 2016 YEAR HIGHLIGHTS

1.1 A SOLID PERFORMANCE

In Fiscal 2016 all activities contributed to the +2.5% organic growth[(1)] in revenue except for the Remote Sites activity, which was down by -16%, affected by a severe decline in the mining and oil and gas industries. Excluding the Remote Sites activity, the underlying growth was +4%, benefiting for about +0.5% from the success of the Rugby World Cup event in the United Kingdom in the first quarter and a solid performance from Benefits and Rewards.

Geographically, there was an improvement in growth in North America, strong growth in the United Kingdom and Ireland, and Continental Europe was up +1.0% with some recovery in Corporate in mature economies and sustained growth in Germany and Russia, offset by a difficult situation in France, especially in the fourth quarter.

Operating profit excluding the currency effect and before exceptional expenses[(2)], was up +8.2% in line with the objective set at the beginning of the year. The operating margin improved by +30 basis points, excluding currency effect and exceptional expenses, benefiting from productivity initiatives and the first results of the Adaptation and Simplification program launched at the beginning of the fiscal year. A total of 108 million euros of exceptional expenses were incurred during the year on this program. Net financial expense increased slightly due to 21 million euros of exceptional indemnities resulting from the early reimbursement of some US private placement debt as part of a debt restructuring program to extend maturities and reduce financing rates. The tax charge was also up slightly at 33.7% against an exceptionally low tax rate of 31.1% last year. As a result, Group net profit declined by -9%. Net profit before these non-recurring items[(3)] and excluding currency fluctuations, was up +5.2%.

Confident in the outlook for the Group, the Board has decided to propose a dividend of 2.40 euro per share, up +9.1%. This implies a 57% pay-out ratio while maintaining circa 50% pay-out ratio on net profit before non-recurring items.

Fiscal 2016 Free cash flow amounted to 595 million euro, after unusually high capex linked to the start-up of the Rio Tinto contract and Rugby World Cup timing impact. Net debt[(4)] was up slightly at 407 million euro, and the balance sheet remained strong with gearing[(5)] at 11% and a net debt ratios[(6)] of 0.3.

In March, Sodexo joined the CAC 40 index, thus confirming the regularity of its performance.

([1]) *Organic growth is defined as growth at constant consolidation scope and exchange rates (converting Fiscal 2016 figures at Fiscal 2015 rates, except for Benefits & Rewards in Venezuelan Bolivar (Fiscal 2016 and Fiscal 2015 revenues and issue volume in VEF have been converted at the exchange rate of USD 1 = VEF 645 vs. VEF 199 for Fiscal 2015).*

([2]) *Exceptional expenses are the costs of implementation of the Adaptation and Simplification program in Fiscal 2016 (108 million euro).*

([3]) *Non-recurring items: 108 million euro of exceptional expenses and 21 million euro of early debt reimbursement indemnity, both net of taxes (respectively 71 million euro and 13 million euro).*

([4]) *Group borrowing on the balance sheet less operating cash.*

([5]) *Gearing: Net Debt/Shareholders equity.*

([6]) *Net Debt ratio: Net Debt/EBITDA.*

1.2 SEGMENTATION ENHANCING BUSINESS OPPORTUNITIES

Clients seeking productivity and global footprint in Energy and Resources:

In March, Sodexo was awarded a ten-year contract with leading global mining company Rio Tinto, estimated at 2.5 billion Australian dollars (approximately 1.8 billion euro) over 10 years, to deliver integrated facilities management services in the company's extensive operations in Australia's Pilbara region. This is the largest contract of its kind for Sodexo. Rio Tinto's assets in this region comprise ports, towns, aerodromes, operational sites, accommodation sites, commercial buildings and residential properties. The Group was successfully awarded the contract after demonstrating a number of strengths in key areas such as consistency and quality in services, alignment with improving quality in village life and strong engagement with local communities. The Sodexo teams will provide project management and integration, building and grounds maintenance, accommodation and catering, village and town services, cleaning, aerodrome management, transport and property management. The different start-up phases are progressing in line with expectations and the contract should be fully ramped-up during the course of fiscal 2017. The capacity of the global Energy and Resources segment team to mobilize more than 100 experts around the Group was key to winning this exceptionally large contract.

The crisis in the energy and resources sector has helped clients to recognize the advantages of global agreements with their service-providers. As a result, in September, the Group signed contract extensions with Seadrill, leading offshore drilling contractor, and Shell. The Seadrill contract spans 5 years, 90% of the company's global fleet and a total value of 200 million euro. The Shell contract represents 135 million euro over five regions worldwide. These wins are driven by Sodexo's commitment to safety and performance, a world-class service culture, technical expertise in the segment and a holistic approach to Quality of Life.

Further contract extensions in Facilities Management for existing Corporate clients:

Relationships with existing worldwide clients are also continuing to develop. Integrated facilities management contracts have been signed with Danone and Unilever in Indonesia, Huawei in Romania, Colombia and Malaysia and Pfizer in 12 countries in Asia. The global airport lounge offer for clients is attracting names such as United Airlines. In all these examples the key has been the interest for the client of a global standardized integrated services offer, adapted to the local environment.

Driving segment development in white spaces:

The Group signed its first contract in the **Australian justice market** for a five-year term, and two five-year extension options, with the Western Australian Government to manage and operate the new 254 bed women's Melaleuca Remand and Reintegration Facility. As part of the contract, which starts up in December 2016, Sodexo will be developing partnerships with non-government organizations to provide culturally appropriate rehabilitation and reintegration services and programs to help inmates successfully reintegrate the community and reduce reoffending risk. The Group's long and successful track record of managing and operating more than 120 facilities in the justice sector internationally was key to winning this contract. The 20 year UK experience of managing custodial and through-the-gate services for women offenders was an essential element of the bid.

Transfer of expertise into new markets:

Sodexo has installed and is now operating, as part of its Clinical Technology Solutions, a Lithotripter (medical ultrasound equipment for kidney treatments) for the Makati Medical Center, one of the top **hospitals in the Philippines**. This is a 5-year contract in which Sodexo has recommended the equipment, procured the device, trained the personnel and is now providing the Lithotripsy and associated services. Without the segment expertise and the sharing of experience, this contract would not have been possible.

1.3 THE GROUP'S CORPORATE RESPONSIBILITY ENGAGEMENT IS CONFIRMED AND RECOGNIZED BOTH INTERNALLY AND EXTERNALLY

Employee engagement up +9 points since 2014 to 68%. The latest employee engagement survey was proposed for the first time, to all employees around the world with more than six months within the Group. With a response rate of 57% and a nine-point increase in the engagement rate to 68%, the digital survey was a success. The external benchmark of 60% and the Group's internal objective of 65% have been exceeded. Other learnings from the survey are that 80% of employees consider Sodexo to be a socially and environmentally responsible company and 88% prefer working for Sodexo than for a competitor.

In terms of **the financial community,** the Dow Jones Sustainability index has confirmed Sodexo as industry leader for the 12th consecutive year. Sodexo was one of only eight companies worldwide that achieved all three top ranks in the 2016 Robeco SAM yearbook: Gold Class, Industry Leader and Industry Mover. The Group is also confirmed as a component of the STOXX® Global ESG Leaders index and the Ethibel Sustainability Index (ESI) Excellence Europe.

At the **United Nations Women's Empowerment Principles awards,** Michel Landel, CEO, and Janet Awad, regional Chair of Latin America were awarded the CEO Leadership Award which recognizes a company for its demonstrated commitment to and implementation of policies that advance and empower women in the workplace, market place and community. In particular, the United Nations acknowledged the Sodexo Women's International Forum for Talent (SWIFt), which underpins Sodexo's strategy for improving the Group's gender balance.

The World Wildlife Fund (WWF) awarded the maximum score to Sodexo on its **Palm Oil Buyers Scorecard** this year, reflecting the very active and long-term approach that Sodexo has taken to progressively increasing use of responsible palm oil.

Sodexo joined forces with Ardo, McCain, PepsiCo, SCA, Unilever Food Solutions and the WWF to launch the **International Food Waste Coalition** in 2015, in order to combat food waste throughout the food services value chain.

The Group also made a commitment to purchase exclusively **sustainable fish and seafood** in the 80 countries where the Group operates and to reduce CO_2 emissions by 34% by 2020, especially in the supply chain and by contributing to its clients' emissions reduction initiatives.

Sodexo and the WWF have worked together to design and deploy best practices to lessen the environmental impact of the Group's services at its client sites, including through a program to reduce food waste and the adoption of technologies that will cut energy use by 12% to 45%.

Governance changes:

On January 26, 2016 after the Annual General meeting, **Ms. Sophie Bellon became Chairwoman** of the Board of directors, taking over from the Group's founder, **Mr. Pierre Bellon,** who has in turn, become Chairman Emeritus.

Mr. Emmanuel Babeau, Deputy Chief Executive Officer of Schneider Electric, in charge of Finance and Legal Affairs, was appointed to the Board by shareholders at the Annual General Meeting of January 26, 2016.

As part of the resolutions at the AGM on January 24, 2017 the Board will propose to shareholders the renewal as Directors of **Ms. Patricia Bellinger** and **Mr. Michel Landel.**

Mr. Paul Jeanbart, whose mandate ends after the AGM on January 24, 2017, has taken the decision not to seek reelection. The Board warmly thanks him for the quality of his contribution over many years to the Group's development.

Finally, the Board will propose the appointment as Director of **Ms. Cécile Tandeau de Marsac,** who currently holds the position of General Manager of Human Resources at Solvay. She will bring to the Board her Human Resources experience in large international Groups.

With these changes, the percentage of women on Sodexo's Board increases to 50%.

2. FISCAL 2016 PERFORMANCE

2.1 CONSOLIDATED INCOME STATEMENT

(millions of euro)	Year ended August 31 2015-2016	Year ended August 31 2014-2015	Change	Change at constant exchange rates*
Revenues	**20,245**	**19,815**	**+2.2%**	**+2.6%**
Organic growth	2.5%	2.5%		
Operating profit before exceptional expenses [(1)]	**1,203**	**1,143**	**+5.2%**	**+8.2%**
Operating margin before exceptional expenses [(1)]	5.9%	5.8%	+10 bps	**+30 bps**
Exceptional expenses [(1)]	(108)	(0)		
Operating profit (reported)	**1,095**	**1,143**		
Interest income	34	65		
Financial Expense	(145)	(172)		
Net Financial Expense	**(111)**	**(107)**		
Share of profit of other companies consolidated by the equity method	7	7		
Profit before tax	991	1,043	-5.0%	
Income tax expense	(330)	(320)		
Effective tax rate	*33.7%*	*31.1%*		
Profit for the period	**661**	**723**		
Profit attributable to non-controlling interests	24	23		
GROUP PROFIT ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT, BEFORE NON-RECURRING ITEMS [(2)], NET OF TAX	**721**	**700**	**+3.0%**	**+5.2%**
GROUP NET PROFIT ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT (REPORTED)	**637**	**700**	**-9.0%**	**-6.8%**
Earnings per share *(in euro)*	**4.21**	**4.60**	**-8.5%**	
Dividend per share *(in euro)*	**2.40** [(3)]	**2.20**	**+9.1%**	

** Change excluding currency effect calculated converting Fiscal 2016 figures at Fiscal 2015 rates, except for Venezuelan Bolivar. All Fiscal 2016 and Fiscal 2015 figures in VEF have been converted at the exchange rate of USD 1 = VEF 645 vs. VEF 199 for Fiscal 2015.*

(1) Exceptional expenses are the costs of implementation of the Adaptation and simplification program in Fiscal 2016 (108 million euro)

(2) Non-recurring items: 108 million euro of exceptional expenses and 21 million euro of early debt reimbursement indemnity, both net of taxes (respectively 71 million euro and 13 million euro).

(3) Subject to approval at the Annual Shareholders' Meeting on January 24, 2017

2.2 CURRENCY EFFECT

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

	Revenues	Operating profit before exceptional costs
U.S. dollar	41 %	45 %
Euro	26 %	14 %
UK pound sterling	10 %	10 %
Brazilian real	4 %	15 %

The currency effect is determined by applying the previous year's average exchange rates to the current year figures except for Benefits & Rewards in Venezuelan Bolivar. All Fiscal 2016 and Fiscal 2015 figures in VEF have been converted at the exchange rate of USD 1= VEF 645 vs. VEF 199 for Fiscal 2015.

Impact of exchange rates	Change vs. the euro (in %, average rate)	Change vs. the euro (in %, closing rate)	Impact (in millions of euro)		
			Revenues		
Euro/U.S. dollar	+ 4,8 %	+ 0,7 %	381	25	10
Euro/Brazilian real	-18,9 %	+ 12,9 %	(211)	(42)	(25)
Euro/UK pound sterling	- 2,7 %	- 14,2 %	(57)	(4)	(3)

During Fiscal 2016, the U.S. dollar stabilized, resulting in a much less significant year on year impact than in the preceding year. However, the Brazilian real declined significantly from July 2015, resulting in an average decline in Fiscal 2016 of -18.9%. Nevertheless, the Brazilian real picked up significantly from March 2016, and the balance sheet closing rate for Fiscal 2016 actually increased by +12.9% relative to the closing rate for Fiscal 2015. The trends were the opposite in the UK, with the Pound Sterling falling considerably against the euro from June 2016, after the Brexit referendum.

In terms of the Venezuelan Bolivar, the Group considers that the best estimate of the exchange rate at which funds from its activities in Venezuela could be repatriated is the DICOM rate. The exchange rate used for the year ended August 31, 2016 is therefore 1 U.S. dollar = 645 bolivars (1 euro = 718 bolivars) relative to the Fiscal 2015 rate of 1 U.S. dollar = 199 bolivars. The effect of this depreciation is not material at Group level, as the Group's operations in Venezuela now represent just 0.1% of consolidated revenues and less than 0.4% of consolidated operating profit.

2.3 REVENUES

Fiscal 2016 consolidated revenues totaled 20.2 billion euro, increasing +2.2% year-on-year. Organic revenue growth was +2.5%. The currency effect was negative at -0.4%, slightly offset by a +0.1% contribution from acquisitions and disposals of subsidiaries.

Revenues by activity

(in millions of euro)	**Fiscal 2016**	Fiscal 2015	Organic growth1	Reported change
On-site Services				
North America	**8 629**	**7 972**	+ 3,8 %	+ 8,2 %
Continental Europe	**5 690**	**5 686**	+ 1,0 %	+ 0,1 %
United Kingdom and Ireland	**2 008**	**1 832**	+ 11,3 %	+ 9,6 %
Rest of the World	**3 143**	**3 504**	- 3,2 %	- 10,3 %
Total On-site Services	**19 470**	**18 994**	**+ 2,4 %**	**+ 2,5 %**
Benefits and Rewards Services	**780**	**827**	**+ 4,7 %**	**- 5,7 %**
Intragroup eliminations	**(5)**	**(6)**		
CONSOLIDATED TOTAL	**20 245**	**19 815**	**+ 2,5 %**	**+ 2,2 %**

[1] *Organic growth is defined as growth at constant exchange rates* (converting Fiscal 2016 figures at Fiscal 2015 rates) *and* consolidation *scope, except for Benefits & Rewards in Venezuelan Bolivar. Fiscal 2016 and Fiscal 2015 revenues and issue volume in VEF have been converted at the exchange rate of USD 1 = VEF 645 vs. VEF 199 for Fiscal 2015.*

ON-SITE SERVICES

On-site Services organic revenue growth was +2.4%, reflecting:

- in the United Kingdom, the contribution of the Rugby World Cup contract in the first quarter and the ramp-up of the many new contracts signed in Fiscal 2015,
- solid momentum in North America, with a return to growth in the Health Care segment and acceleration in Corporate,
- a modest upturn in activity in the Corporate segment in Continental Europe except in France, which was affected by the terrorism, flooding and strikes, particularly in the last quarter,
- a -16% decline in the Remote Sites activity in the Rest of the World due to the difficulties in the energy and resources sectors.

Breakdown by segment:

(in millions of euro)	**Fiscal 2016**	Fiscal 2015	**Organic growth**
Corporate	**9 995**	**9 989**	**+ 2,4 %**
Health Care and Seniors	**5 074**	**4 786**	**+ 3,4 %**
Education	**4 401**	**4 219**	**+ 1,2 %**
TOTAL	**19 470**	**18 994**	**+ 2,4 %**

The breakdown in the +2.4% organic growth in On-site Services can be analyzed in several different ways, by type of service or by the combination of retention and development.

At +4.5%, facilities management services organic growth was significantly better than the +1.5% increase recorded for foodservices. Non-food services now represent 30% of On-site Services sales.

In Fiscal 2016, client retention was stable at 93.1%. This stability masks an improvement in North America and the UK resulting from larger and larger contracts which are renewed less regularly and a decline in retention in the Rest of the World, particularly in Latin America. The development rate of new business at 7.2% was down 30 basis points: significant new business in the Rest of the World (including the Rio Tinto contract) was offset by slow new business particularly in Universities in North America, and in the United Kingdom and Ireland due to the focus on the Fiscal 2015 start-ups. Elsewhere, new business was relatively stable. Comparable unit growth was +2.1%, similar to the +2.2% in Fiscal 2015. The significant volume decline in Remote Sites was compensated by more contract extensions in integrated facilities management services to existing clients in all other segments.

NORTH AMERICA

Revenues

(in millions of euro)	**Fiscal 2016**	Fiscal 2015	**Organic growth**	Acquisitions	Currency effect	**Total growth**
Corporate	**2 264**	**2 040**	**+ 7,1 %**			
Health Care and Seniors	**3 171**	**2 889**	**+ 4,9 %**			
Education	**3 194**	**3 043**	**+ 0,4 %**			
TOTAL	**8 629**	**7 972**	**+ 3,8 %**	**+ 0,1 %**	**+ 4,3 %**	**+ 8,2 %**

Fiscal 2016 On-site Services revenues in North America totalled 8.6 billion euro, an increase of +8.2% over the prior year period. Organic growth for the period was +3.8%, with improved growth in the Health Care and Seniors as well as Corporate compared with Fiscal 2015.

In the **Corporate** segment, organic growth was **+7.1%**, reflecting sustained demand for integrated service offers among existing and new Corporate clients, as well as solid same site growth in the Defense segment.

Health Care and Seniors organic growth improved steadily during Fiscal 2016. The **+4.9%** increase for Fiscal 2016 reflected new contracts won in Fiscal 2015 and Fiscal 2016 as well as strong comparable unit sales growth.

In **Education,** organic revenue growth was **+0.4%**. The increase reflected the combination of solid same site growth in demand in the Universities but modest sales activity. The schools selling season and business development has improved in Fiscal 2016.

EUROPE CONTINENTALE

Revenues

(in millions of euro)	**Fiscal 2016**	Fiscal 2015	**Organic growth**	Acquisitions	Currency effect	**Total growth**
Corporate	**3 477**	**3 463**	**+ 1,7 %**			
Health Care and Seniors	**1 301**	**1 327**	**- 1,3 %**			
Education	**912**	**896**	**+ 1,8 %**			
TOTAL	**5 690**	**5 686**	**+ 1,0 %**	**- 0,4 %**	**- 0,5 %**	**+ 0,1 %**

In **Continental Europe,** revenues amounted to 5.7 billion euro, stable on the previous year. Organic growth was **+1.0%,** reflecting some recovery in Corporate activity in most other mature countries in the region, and a strong growth in Germany, Russia and in the developing economies. This performance was partially compensated by a difficult situation in France, and more particularly in the fourth quarter due to strikes, flooding and terrorism.

In the **Corporate** segment, organic growth of **+1.7%** was attributable to modest growth in revenues at existing sites in Southern Europe and the Nordic countries; and continued robust growth in developing economies, in particular in Russia and Turkey, supported by the continued success of the integrated services offer. In France, the Justice activities were impacted by the loss of a prison contract, and Sports and Leisure, in particular the boats on the Seine, was significantly impacted by the disappointing Summer tourist season in Paris resulting from the flooding in June and the terrorist attacks in November 2015 and July 2016.

The **-1.3%** contraction in **Health Care and Seniors** revenues was mainly due to weak growth at existing sites and a selective approach to new contracts, especially in France impacted by severe cost cutting and a lack of new development opportunities in the public hospitals segment. The Korian contract in Seniors, won last year, is ramping up successfully. Good results were achieved in the Nordic countries, with the start-up of a contract to provide medical equipment to individuals for the province of Östergötland in Sweden.

Education revenues rose by **+1.8%**, led by higher volumes in France and Germany.

UNITED KINGDOM AND IRELAND

Revenues

(in millions of euro)	Fiscal 2016	Fiscal 2015	Organic growth	Acquisitions	Currency effect	Total growth
Corporate	1 483	1 332	+ 14,2 %			
Health Care and Seniors	366	359	- 0,9 %			
Education	159	141	+ 15,1 %			
TOTAL	**2 008**	**1 832**	**+ 11,3 %**	**+ 1,1 %**	**- 2,8 %**	**+ 9,6 %**

Revenues in the **United Kingdom and Ireland** increased +9.6% to reach 2.0 billion euro. Organic growth of **+11.3%** was in part due to the significant contribution of the Rugby World Cup contract in the first quarter of the year. However, even without the Rugby World Cup effect, the organic growth trend was a solid +5.3% due to the ramp-up of the many new contracts won in Fiscal 2015 and strong retention during the year. The result of the Brexit referendum has not had an impact on activity although it may have slowed down some public sector decision-making in some of the bids.

In the **Corporate** segment, organic revenue growth was **+14.2%**. This very strong performance was largely attributable to the services provided in connection with the Rugby World Cup in the first quarter, which contributed 131 million euro to revenues, or +8.3% of the organic growth. However, even without the Rugby World Cup, organic growth was a solid +5.9% due to the progressive start-up of major contracts signed in Fiscal 2015 (Transforming Rehabilitation, Diageo…) and contract extensions with existing clients for a wider scope of facilities management services. Business development has been more modest in Fiscal 2016 because of the heavy commitment of resources to previous year start-ups.

Health Care and Seniors showed an organic decline of **-0.9%.** The ramp-up of Imperial College Hospitals in London had a significant contribution to growth over the last two years. There was no start-up this year in the absence of attractive development opportunities. Same site sales have been solid but not enough to compensate the losses during the year.

In **Education,** organic growth of **+15.1%** reflected solid new business with, in particular, the start-up of York St John and Northumbria universities and several new school contracts.

Brexit:

In June 2016, the United Kingdom voted to leave the European Union. Sodexo has been present in the United Kingdom since 1988 and has around 35,000 employees there today. The Group's business should not be impacted materially by the United Kingdom leaving the European Union. The Group is a local player, working with local suppliers and employees, and very often for Government authorities and Government services. Of course, growth in activity will depend upon growth in GDP and employment in the country.

REST OF THE WORLD (LATIN AMERICA, AFRICA, MIDDLE EAST, ASIA, AUSTRALIA AND REMOTE SITES)

Revenues

(in millions of euro)	**Fiscal 2016**	Fiscal 2015	**Organic growth**	Acquisitions	Currency effect	**Total growth**
Corporate	**2 771**	**3 154**	**- 4,9 %**			
Health Care and Seniors	**236**	**211**	**+ 19,4 %**			
Education	**136**	**139**	**+ 0,3 %**			
TOTAL	**3 143**	**3 504**	**- 3,2 %**	**+ 0,3 %**	**- 7,4 %**	**- 10,3 %**

In the Rest of the World region (Latin America, Africa, Middle East, Asia, Australia and Remote Sites), Fiscal 2016 revenues amounted to 3.1 billion euro, down -10.3%. In terms of organic change compared with the previous year, activity was down -3.2%. The region was severely affected by the decline in Remote Site revenues of -16%. Excluding Remote Sites, organic growth from the region remained strong at +7.0%.

Corporate revenues fell by **-4.9%** organically due to:

- In Remote Sites, severe reductions in oil and commodity prices forced clients operating in these industries to revise down their production levels which in turn led to a corresponding reduction in required service levels. In Chile, several mining clients sought to diversify their suppliers in a strained economic and social environment. As a result of these issues, Remote Site revenues in the Rest of the World region were down -16% organically. Activity stabilized in the third quarter relative to the previous quarter and, from the fourth quarter, the comparable base has become less challenging. The Rio Tinto contract signed in March contributed to the activity in July and August. The contract will have a more significant impact in fiscal 2017, as will the Seadrill and Shell contract extensions signed in September 2016.
- The underlying activity of the rest of the On-site activity in the region is solid with some strong business development and cross-selling in the Asia-Pacific region and more modestly in the Middle East and Africa. In the last quarter, some improvement in activity in Brazil compensated the slower demand in the Middle East and Africa, where economies are beginning to feel the impact of the sustained weakness in the oil price.

In **Health Care and Seniors,** organic growth of **+19.4%** was attributable to some contract wins and same site sales growth, especially in Latin America and Asia.

Education revenues were stable relative to Fiscal 2015. Solid growth in Asia was offset by a contract exit in Africa.

BENEFITS AND REWARDS SERVICES

Benefits and Rewards Services revenues were 780 million euro, down -5.7% due to a sharp decline particularly in the Brazilian real. Issue volume was up +6.9% organically, reflecting a relatively resilient performance in all regions, with strong face value growth in Brazil, solid growth in Europe and particularly strong development in Mexico, Chile and Turkey. On the other hand, organic revenue growth was more modest at +4.7%, impacted by severe pricing competitiveness in Brazil, particularly from the smaller players, and record low interest rates in Europe.

Issue volume[1]

(in millions of euro)	**Fiscal 2016**	Fiscal 2015	**Organic growth[2]**	Acquisitions	Currency effect	**Total growth**
Latin America	**6 678**	**7 526**	**+ 7,8 %**			
Europe and Asia	**9 593**	**8 894**	**+ 6,2 %**			
TOTAL	**16 271**	**16 420**	**+ 6,9 %**	**+ 1,7 %**	**- 9,5 %**	**- 0,9 %**

(1) Issue volume corresponds to the total face value of service vouchers, cards and digitally-delivered services issued by the Group (Benefits and Rewards Services activity) for beneficiaries on behalf of clients.

(2) Organic growth is defined as growth at constant exchange rates and consolidation scope, except for Benefits & Rewards in Venezuelan Bolivar. Fiscal 2016 and Fiscal 2015 revenues and issue volume in VEF have been converted at the exchange rate of USD 1 = VEF 645 vs. VEF 199 for Fiscal 2015.

Revenues

(in millions of euro)	**Fiscal 2016**	Fiscal 2015	**Organic growth[2]**	Acquisitions	Currency effect	**Total growth**
Latin America	**376**	**431**	**+6,1 %**			
Europe and Asia	**404**	**396**	**+3,1 %**			
TOTAL	**780**	**827**	**+4,7 %**	**+0,2 %**	**-10,6 %**	**-5,7 %**

In **Latin America** organic growth was solid, with an increase of **+7.8%** in issue volume and **+6.1%** in revenues.

Higher face values were an important growth driver in the region. In Brazil, the progressive rise in unemployment led to a decline in the number of beneficiaries at existing clients. As a result, the environment became more and more competitive throughout the year as the smaller players, in particular, were aggressively seeking new business. Face values rose by close to inflation which more than compensated the decline in the number of beneficiaries.

Growth in Mexico and Chile was particularly strong, with face value increases, strong new business and an increase in penetration in both markets.

Organic growth is calculated converting Fiscal 2016 figures at Fiscal 2015 rates, except for Venezuelan Bolivar. Fiscal 2016 and Fiscal 2015 figures in VEF have been converted at the exchange rate of USD 1 = VEF 645 vs. VEF 199 for Fiscal 2015.

In **Europe and Asia,** issue volume organic growth was a strong **+6.2%.** Organic growth in revenues was more modest at **+3.1%.** Lowest-ever interest rates in mature Europe have helped to create a gap between issue volume and revenue growth. However, demand continued to be strong for existing and new products in all markets, market penetration continued to develop in Asia and momentum remained strong in Turkey.

2.4 OPERATING PROFIT

Fiscal 2016 operating profit before exceptional expenses amounted to 1,203 million euro, up +8.2% excluding the currency effect and in line with the Group's objective for the year. The operating margin before exceptional expenses was 5.9%, up +10 basis points relative to the previous year. Excluding the currency effect of in particular, the weakness of the Brazilian real, the margin increased +30 basis points.

This strong improvement in margins reflects the ongoing efficiency initiatives and is helped by the Adaptation and Simplification program launched in November 2015. The first savings of the plan amounted to 32 million euro and were delivered in the second half of Fiscal 2016.

After deducting 108 million euro in exceptional expenses related to these adaptation and simplification measures, operating profit amounted to 1,095 million euro against 1,143 million euro in Fiscal 2015.

All operating profit amounts in the rest of this report are stated excluding exceptional expenses[1]

Operating profit by activity[1]

(in millions of euro)	Operating profit Fiscal 2016	Operating profit Fiscal 2015	Change in Operating profit (excluding currency effect)	Change in Operating profit	Operating margin Fiscal 2016	Change in operating margin (excluding currency effect)[(2)]
On-site Services	**1 082**	**992**	**+ 7,6 %**	**+ 9,1 %**	**5,6 %**	**+ 30 pb**
North America	**568**	**499**	+ 9,3 %	+ 13,8 %	**6,6 %**	+ 30 pb
Continental Europe	**281**	**238**	+ 18,4 %	+ 18,1 %	**4,9 %**	+ 70 pb
United Kingdom and Ireland	**137**	**94**	+ 50,4 %	+ 45,7 %	**6,8 %**	+ 170 pb
Rest of the World	**96**	**161**	- 38,6 %	- 40,4 %	**3,1 %**	- 170 pb
Benefits and Rewards Services	**262**	**285**	**+ 8,8 %**	**- 8,1 %**	**33,6 %**	**+ 110 pb**
Corporate expenses	**(136)**	**(128)**				
Intragroup eliminations	(5)	**(6)**				
OPERATING PROFIT BEFORE EXCEPTIONAL EXPENSES	**1 203**	**1 143**	**+ 8,2 %**	**+ 5,2 %**	**5,9 %**	**+ 30 pb**

(1) *Excluding 108 million euro in exceptional expenses related to the Adaptation and Simplification program.*

(2) Change excluding currency effect calculated converting Fiscal 2016 figures at Fiscal 2015 rates, except for Venezuelan Bolivar. Fiscal 2016 and Fiscal 2015 figures in VEF have been converted at the exchange rate of USD 1 = VEF 645 vs. VEF 199 for Fiscal 2015.

On-site Services margins continued to grow steadily led by productivity gains, enhanced operating efficiency and the first contribution from the Adaptation and Simplification program. The performance by region is as follows:

- In **North America** operating profit increased by +9.3% excluding the currency effect and operating margin rose by +30 basis points, reflecting a significant reduction in SG&A costs and strong contract management.
- In **Continental Europe** the +18.4% growth in operating profit and +70 basis points increase in operating margin, excluding currency effect, were attributable to improved On-site productivity and efficient management of food purchasing costs as well as the ongoing effect of a more selective approach to contract bidding.
- In the **United Kingdom and Ireland,** operating profit rose by +50.4% excluding the currency effect, compared to a low comparative base in Fiscal 2015 impacted by significant mobilization costs of new contracts. The margin increased +170 basis points. This strong performance was due to a focus on overheads and operational profitability as well as the contribution of a successful Rugby World Cup event.
- The Operating profit declined in the **Rest of the World** region by -38.6% excluding currency effects, reflecting the difficult economic environment in the mining and oil and gas industries and contract exit costs in Latin America. The effective alignment of operating expenses in the Remote Sites activity was not enough to offset the sharp decline in volumes. In the second half, a small underlying improvement in margins in the Remote Sites business, as volumes stabilized and cost management caught up, was offset by the mobilization costs of the new Rio Tinto contract as well as an investment in the Asian technical platform.

In **Benefits and Rewards Services,** operating profit and margin were adversely affected by the -18.9% decline in the Brazilian real relative to the euro. Excluding the negative currency effect, the operating profit rose by +8.8% and margin by +110 basis points. This strong performance was attributable to tight control of overheads and continued optimization of processing costs.

2.5 GROUP NET PROFIT

The **Operating Profit** after exceptional expenses of 108 million euros was 1,095 million euros down -4.2%.

Net financing costs increased by 4 million euro. Net borrowing costs fell substantially by 41 million euro due to a lower average debt during the year and lower rates, with the average cost of debt down from 3.8% in Fiscal 2015 to 3.2% in Fiscal 2016. However, other financial charges included a 21million euro exceptional indemnity for the early redemption of 208 million dollars of US private placement debt, at high interest rates, as part of an ongoing debt restructuring program, to increase maturities and lower interest rates. This will be more than offset over future years by the reduction in future interest expenses.

The **effective tax rate** increased to 33.7% from an exceptionally low rate in Fiscal 2015 due in particular to the use of previously unrecognized tax loss carry-forwards.

The share of **profit of other companies consolidated by the equity method** was stable at 7 million euro. Profit attributed to non-controlling interests were also stable at 24 million euro.

As a result, **Group net profit** was 637 million euro, down -9%. **Group net profit before non-recurring items** (net of taxes) amounted to 721 million euro, an increase of +3.0% at current rates or +5.2% excluding the currency effect. Non-recurring items were exceptional expenses of 108 million euro and debt reimbursement indemnity of 21 million euro, respectively 71 and 13 million-euro net of tax.

2.6 EARNINGS PER SHARE

Earnings per share before non-recurring items amounted to 4.77 euro, up +3.7%, and after non-recurring items to 4.21 euro, down -8.5%. The small accretion relative to change in net profit (-9%) is due to the effect of the 300 million euro share buy-back during the year, net of the lower number of treasury shares carried resulting in a lower weighted average number of shares.

2.7 PROPOSED DIVIDEND

At the annual Shareholder’s Meeting to be held on January 24, 2017, the Board of Directors will recommend paying a dividend of 2.40 euro per share for Fiscal 2016 and increase of +9.1% over the prior year. This proposal reflects Sodexo’s policy of maintaining regular growth in dividend in line with underlying profits growth. The proposed dividend implies a 57% pay-out ratio on reported figures and a stable pay-out ratio before non-recurring items at ≈50%.

3. CONSOLIDATED FINANCIAL POSITION

3.1 CASH FLOWS

Cash flows for the period were as follows:

(in millions of euro)	**Fiscal 2016**	**Fiscal 2015**
Operating cash flow	**1 019**	**973**
Change in working capital*	**(74)**	**44**
Net cash provided by operating activities*	**945**	**1 017**
Net capital expenditure	**(398)**	**(353)**
Less Change in financial assets related to the Benefits and Rewards Services	**48**	**24**
Free cash flow	**595**	**688**
Net acquisitions	**(42)**	(49)
Share buy-backs	**(300)**	-
Dividends paid	**(355)**	(300)
Other changes in shareholders' equity	**80**	(23)
Other changes (including scope and exchange rates)	**(45)**	(284)
(Increase)/decrease in net debt	**(67)**	**32**

** Including changes in financial assets related to the Benefits and Rewards Services activity (48 million euro in Fiscal 2016 and 24 million euro in Fiscal 2015).*

Net cash provided by operating activities totaled 945 million euro down -7.1%. The Adaptation and Simplification program and some negative currency effects had an adverse impact on operating cash flow. Working capital was affected by the Rugby World Cup, for which much of the cash came in Fiscal 2015 and most of the spend was in Fiscal 2016. Client payment delays also increased somewhat, particularly in North America.

Net capital expenditure, including client investments amounted to 398 million euro, representing 2% of revenues compared to 1.8% last year. This increase is principally linked to the investments of 64 million euro for the Rio Tinto contract start- up.

Operating free cash flow amounted to 595 million euro, down from 688 million euro in Fiscal 2015. This variance is more than explained by the net impacts of Rugby World Cup for 51 million euro and Rio Tinto mobilization for 65 million euro.

Net acquisitions and disposals of subsidiaries represented a net spend of 42 million euro. After taking into account share buy- backs of 300 million euro and dividend payments of 355 million euro, consolidated net debt only rose during the year by 67 million euro to 407 million euro at August 31, 2016.

3.2 ACQUISITIONS FOR THE PERIOD

During Fiscal 2016, the Group strengthened its presence in the Benefits and Rewards Services market in Portugal. In Personal and Home Services, the Comfort Keepers subsidiary strengthened its presence in the United States and Ireland. Total outlays for acquisitions in the first half of Fiscal 2016, less the proceeds from the sale of a few small businesses, amounted to 42 million euro.

3.3 2016 SHARE BUY-BACK PROGRAM

On November 19, 2015, Sodexo announced a 300 million euro share buy-back program reflecting the strong balance sheet at Fiscal 2015 year-end and the Board's confidence in the future of the Group. The share purchases were completed in April 2016 and 3,390,886 shares, representing 2.2% of the capital, were cancelled in June 2016.

Condensed consolidated statement of financial position at August 31, 2016

(in millions of euro)	August 31, 2016	August 31, 2015		August 31, 2016	August 31, 2015
Non-current assets	**7 498**	7 334	Shareholders' equity	3 668	3 710
Current assets excluding cash	**4 486**	4 396	Non-controlling interests	34	34
Cash	**1 375**	2 008	Non-current liabilities	3 549	3 593
Restricted cash Benefits and Rewards	**507**	439	Current liabilities	6 907	7 140
Financial assets Benefits and Rewards	**292**	300			
TOTAL ASSETS	**14 158**	**14 477**	**TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY**	**14 158**	**14 477**
			Gross debt	**2 553**	3 047
			Net debt	**407**	339
			Gearing	**11 %**	9 %
			Net debt ratio	**0,3**	0,2

As of August 31, 2016, net debt was 407 million euro, representing a gearing of 11%, compared to 9% as of August 31, 2015. The Group's financial position remains strong with cash flow covering most of the investments, the dividend and the 300 million euro share buy-back program. Also in Fiscal 2016, the Group reimbursed 526 million euro of its debt, of which 184 million euro was early reimbursement, part of a debt restructuring program aimed at extending maturities and benefiting from extremely low interest rate opportunities. As a result, at year end, both the cash and the gross debt levels had fallen relative to the end of the previous year. The average cost of debt fell from 3.8% for Fiscal 2015 to 3.2% in Fiscal 2016 and the pro forma rate after refinancing is estimated at 2.7%.

At the end of Fiscal 2016, the Group had unused lines of credit totalling 1,168 million euro.

The operating cash position totalled 2,146 million euro, of which 1,498 million euro for Benefits and Rewards Services (including restricted cash for 507 million euro and financial assets for 292 million euro).

3.4 SUBSEQUENT EVENTS

- On September 29, 2016 Sodexo redeemed in advance a further 108 million U.S. dollars of its March 2011 U.S. private placement, following on from the 208 million U.S. dollars early redemption in August 2016. On October 14, 2016 the Group issued 600 million euro worth of bonds, redeemable in April 2027. All these refinancing transactions are part of a program to considerably reduce average cost of borrowings and extend maturities.
- Since the beginning of fiscal 2017, two acquisitions have been closed:
  - Inspirus in the United States, a specialist in employee recognition with a long experience and cutting edge technology solutions.
  - PSL in the United Kingdom, a leading procurement provider to the Hospitality industry

3.5 2017 SHARE BUY-BACK PROGRAM

Confident in the future while maintaining the financial flexibility needed to invest in future development, the Board has also decided to implement a 300 million euro share repurchase and cancellation program in Fiscal 2017 (approximately 1.9% of the share capital as per August 31, 2016). This transaction is expected to be accretive to earnings per share starting in 2017.

3.6 OUTLOOK

At the Board of Directors' meeting chaired by Sophie Bellon on November 15, 2016, Chief Executive Officer Michel Landel highlighted his confidence in the future development of the Group.

The geopolitical environment will continue to be difficult in Fiscal 2017. However, the commodities markets have been stabilizing for several quarters, which should provide a base for the Group's Energy and Resources segment, particularly given the strong new business from Rio Tinto, Shell and Seadrill, starting-up in the year. The North American market will continue to provide growth opportunities, with the development of integrated services contracts. In particular, US Education will benefit from schools new business signed in Fiscal 2016. The recovery in the Brazilian real since April 2016 should also help the Group's margin mix.

In Europe, the Group will have an easier comparative base in France but a more difficult one in the United Kingdom without the Rugby World Cup contribution in Fiscal 2016. Elsewhere, the slow recovery in the mature economies and the strong momentum in developing countries should continue.

The new organization by global segment combined with the global functions are helping the teams to extend client contracts and relationships into new services or new geographies, to identify white space opportunities around the world and to develop the exchange of best practices and standardized processes.

The Adaptation and Simplification program is on track to deliver significantly more savings in Fiscal 2017 than in the previous year and to achieve its target of 200 million euro of savings in Fiscal 2018. This will sustain margin growth while at the same time liberate resources to continue to develop the Service Operations global platforms, innovative consumer centric digital solutions and the quality of life integrated services offer.

The M&A pipeline is larger than it has been for several years and two acquisitions have already been closed since the beginning of the year:

- Inspirus employee recognition expertise and platforms bring to Benefits and Rewards Services a scalable new opportunity which together with the Motivcom activities in the United Kingdom, acquired two years ago, will allow Sodexo to deliver global recognition solutions for global clients.
- PSL will reinforce Sodexo's proposition to deliver market-leading food cost management solutions to its clients including real-time e-platforms to facilitate efficient procurement and operational support to maximize food savings.

The solid financial structure of the Group provides the capacity to accelerate the rhythm of acquisitions. In the meantime, the Board of Directors has approved a further 300 million euro share buy-back during the year.

The Management is focused on accelerating growth while continuing to increase margins.

Despite challenging revenues comparable in the first half, the Group is confident in achieving the following **Fiscal 2017 objectives:**

- **Organic revenue growth of around 3%;**
- **Operating profit growth (excluding exceptional expenses related to the Adaptation and Simplification program and currency effect) of 8% to 9%.**

The Board of Directors and Executive Committee confirm the **medium-term objectives of:**

- **Average annual revenue growth, excluding currency effect, of between 4% and 7%;**
- **Average annual growth in operating profit, excluding currency effect, of between 8% and 10%.**

CORPORATE GOVERNANCE

PIERRE BELLON – CHAIRMAN EMERITUS

Born January 24, 1930.
4 children.
Nationality: French.
Graduate of the École des hautes études commerciales (HEC).

Business address:
Sodexo
255, quai de la Bataille-de-Stalingrad
92130 Issy-les-Moulineaux (France)

Number of Sodexo shares held: **12,900.**

Background

Pierre Bellon joined Société d'Exploitations Hôtelières, Aériennes, Maritimes et Terrestres in 1958 as Assistant Manager. He later served as Managing Director and then Chairman and Chief Executive Officer.
In 1966, he founded Sodexho SA. He served as Chairman and Chief Executive Officer until August 31, 2005, when Michel Landel was named Chief Executive Officer following the Board decision to separate the roles of Chairman and Chief Executive Officer. Pierre Bellon remained as Chairman of the Board of Directors of Sodexo SA (new name since January 2008) until the Shareholders' Meeting of January 26, 2016, when he was named Chairman Emeritus.
In 1988, Pierre Bellon was appointed Chairman and Chief Executive Officer of Bellon SA, the family holding company that controls Sodexo, before serving as Chairman of the Management Board from 1996 to 2002 and Chairman of the Supervisory Board since February 2002.
Pierre Bellon has also served as:

- Vice President of CNPF (subsequently MEDEF), 1980-2005;
- National President of the French National Center for Young Business Leaders (formerly the Center for Young Employers), 1968-1970;
- President of the French National Federation of Hotel and Restaurant Chains, 1972-1975;
- lMember of the French Economic and Social Council, 1969-1979.

Other positions and corporate offices held

- **Chairman of the Supervisory Board:** Bellon SA;
- **Member of the Supervisory Board:** Sobelnat SCA;
- **Member of the Board of Directors:** Association progrès du management (APM), created by Pierre Bellon in 1987;
- **Chairman and Founder:** Association Pierre Bellon;

Past corporate offices

- **Chairman of the Board of Directors:** Sodexo SA;
- **Member of the Board of Directors:** Kering (formerly PPR)*, CMA-CGM; Air Liquide*; Association nationale des sociétés par actions (ANSA).

** Listed company.*

SOPHIE BELLON

Born August 19, 1961.
4 children.
Nationality: French.
Graduate of the École des hautes études commerciales du Nord (EDHEC).

Business address:
Sodexo
255, quai de la Bataille-de-Stalingrad
92130 Issy-les-Moulineaux (France)

Number of Sodexo shares held: **7,964.**

Background

Sophie Bellon began her career in 1985 with Crédit Lyonnais in the United States as a mergers and acquisitions advisor for the bank's French clientele in New York. She joined Sodexo in 1994 as a senior analyst in the Group Finance Department. In 2001, she was appointed Project Manager – Strategic Financial Planning within the Group Strategic Planning Department, to develop and implement key performance indicators for the Group. In September 2005, she was named Group Vice President of Client Retention and was responsible for the worldwide deployment of the initiative on client retention.

In September 2008, she was appointed Chief Executive Officer of Corporate Services for Sodexo France. In that capacity, she also took over responsibility for facilities management (FM) activities in France in September 2010.

In November 2013, Sophie Bellon was appointed Vice Chairwoman of the Sodexo Board of Directors (replacing Robert Baconnier), with specific responsibility for increasing the pace of Research, Development and Innovation, particularly in Quality of Life Services.

On January 26, 2016, Sophie Bellon became Chairwoman of the Board of Directors of Sodexo.

Other positions and corporate offices held

- **Chairwoman:** PB Holding SAS;
- **Member of the Management Board:** Bellon SA;
- **Founding member:** Association Pierre Bellon;
- **Member of the Board of Directors:** L'Oréal*; Association nationale des sociétés par actions (ANSA).

Other corporate offices held within the past five years but no longer held

- **Chief Executive Officer:** Sodexo Entreprises SAS**;
- **Chairwoman of the Board of Directors:** Altys Multiservices SA**;
- **Chairwoman of the Management Board:** Bellon SA;
- **Legal Manager:** SORESCOM SARL**;
- **Member of the Management Board:** Société Française de Restauration et Services SAS**; Société Française de Propreté SAS**; Sodexo Santé Médico-Social**

* *Listed company*

** *Sodexo Group company.*

EMMANUEL BABEAU

Born February 13, 1967.
3 children.
Nationality: French.
Graduate of the École Supérieure de Commerce de Paris (ESCP, 1989); degree in accounting and finance (DESCF)

Business address:
Schneider Electric
35, rue Joseph-Monier
92500 Rueil-Malmaison

Number of Sodexo shares held: **400.**

Background

Emmanuel Babeau is Deputy Chief Executive Officer of Schneider Electric, in charge of Finance and Legal Affairs. He began his career at Arthur Andersen in late 1990. In 1993, he joined the Pernod Ricard Group as Internal Auditor and was appointed Head of Internal Audit, Corporate Treasury and Consolidation in 1996. He subsequently held several executive positions at Pernod Ricard, notably outside France, before becoming Vice President, Development in 2001. In June 2003, he was appointed Chief Financial Officer and in 2006 he was named Group Deputy Managing Director of Finance. He joined Schneider Electric in 2009 as Executive Vice President, Finance and a member of the Management Board, and in 2013 he became Deputy Chief Executive Officer in charge of Finance and Legal Affairs.

Other positions and corporate offices held

- **Member of the Board of Directors:** Schneider Electric Industries SAS***; Schneider Electric USA Inc.***; Schneider Electric (China) Co., Ltd.***; Samos Acquisition Company Ltd.***; Schneider Electric Holdings Inc.***; Invensys Ltd.***; InnoVista Sensors Topco Ltd.***;
- **Member of the Supervisory Board:** InnoVista Sensors SAS***; Aster Capital Partners SAS***; Schneider Electric Energy Access representing Schneider Electric Industries SAS*** (corporate member);
- **Member of the Managing Board:** Schneider Electric Services International***.

Other corporate offices held within the past five years but no longer held

- **Chairman of the Managing Board:** Schneider Electric Services International;
- **Member of the Management Board:** Schneider Electric SA;
- **Member of the Board of Directors:** Schneider Electric Taiwan Co. Ltd., Telvent GIT SA, Transformateurs SAS.

*** *Schneider Electric Group company.*

ROBERT BACONNIER

Born April 15, 1940.
3 children.
Nationality: French.
Degree in Literature, Graduate of the Institut d'études politiques de Paris and of the École nationale d'administration (1965-1967).

Address:
11, avenue Théophile-Gautier
75016 Paris (France)

Number of Sodexo shares held: **410.**

Background

Robert Baconnier began his career in 1967 as a civil servant at the French Ministry of Economy and Finance, and was assigned to the Internal Revenue Service (Direction Générale des Impôts). From 1977 to 1979, he was Technical Advisor to the offi ce of the Minister of Economy and Finance, then Deputy Director in the office of the Minister for the Budget. From 1979 to 1983, he was Deputy Director in charge of the International Division of the Tax Legislation Department. In 1983, he was appointed head of the Litigation Department of the French Internal Revenue Service. In 1986, he became head of the French Internal Revenue Service. From 1990 to 1991, he was Paymaster General at the French Treasury. In 1991, he joined the law firm Bureau Francis Lefebvre, where he served as Chairman of the Management Board until 2004. He then held office as Chairman and Chief Executive Officer of Association nationale des sociétés par actions (ANSA) until January 2012, when he was named Honorary Chairman. From 2010 to November 2013, he was Vice Chairman of the Board of Directors of Sodexo.

Other positions and corporate offices held

None.

Other corporate offices held within the past five years but no longer held

- **Chairman and Chief Executive Officer:** *Association nationale des sociétés par actions* (ANSA);
- **Member of the Board of Directors:** Lafarge Ciments*;
- **Member of the Supervisory Board:** ELS (Editions Lefebvre Sarrut);
- **Non-voting Board member and member of the Audit Committee:** Siparex Associes;
- **Other position:** Member of the *Conseil des Prélèvements Obligatoires* (the French Tax and Social Charges Board).

** Listed company.*

PATRICIA BELLINGER

Born March 24, 1961.
4 children.
Nationality: dual American and British.
BA in Literature, Harvard University.

Business address:
Sodexo
255, quai de la Bataille-de-Stalingrad
92130 Issy-les-Moulineaux (France)

Number of Sodexo shares held: **400.**

Background

Patricia Bellinger began her career in Madrid, Spain in 1986 by founding a casting agency, and she continued to work in media and communications in Spain until 1995. In 1995, she returned to the USA and joined Bristol Myers Squibb (BMS), the pharmaceutical company, where she was successively Associate Director for Communications and Associate Director for Public Aff airs. In 1998, she became the Corporate Director of Culture and Human Resources Diversity. In 2000, she joined BP in London as Vice President for Diversity and Inclusion; she was Group Vice President and director of the BP Leadership Academy until 2007. In March 2011, she was appointed Executive Director of Executive Education, Harvard Business School. In August 2013, she was also appointed Executive Director at Harvard Kennedy School's Center for Public Leadership (CPL) as well as an adjunct lecturer at the School.

Other positions and corporate offices held

- **Member of the Board of Trustees:** Facing History and Ourselves; U Aspire;
- **Member of the Board of Directors:** Pattern Energy Inc.;
- **Other:** Member of the Advisory Board of Program in Education, Afterschool and Resiliency (PEAR); McLean Hospital (Harvard Medical School); Diversity and Inclusion Advisory Board of Barilla SA.

Other corporate offices held within the past five years but no longer held

- **Chairwoman of the Board of Directors:** Nordic Windpower, Ltd. (UK);
- **Member of the Board of Directors:** YMCA of Greater Boston (USA);
- **Member of the Business Advisory Board:** Sodexo, Inc.

ASTRID BELLON

Born April 16, 1969.
Graduate of ESLSCA.
Nationality: French.
Master of Arts in Cinema Studies, New York.

Business address:
Bellon SA
255, quai de la Bataille-de-Stalingrad
92130 Issy-les-Moulineaux (France)

Number of Sodexo shares held: **38,000.**

Background

Astrid Bellon is a member of the Management Board of Bellon SA.

Other positions and corporate offices held

- **Chairwoman:** Sofrane SAS;
- **Member of the Management Board:** Bellon SA;
- **Legal Manager:** Sobelnat SCA (Permanent Representative of Sofrane SAS);
- **Founding member:** Association Pierre Bellon.

Other corporate offices held within the past five years but no longer held

None.

BERNARD BELLON

Born August 11, 1935.
5 children.
Nationality: French.
Degree in French Literature from IAE Aix-Marseille.

Business address:
14, rue Saint Jean
1260 Nyon (Switzerland)

Number of Sodexo shares held: **305,732.**

Background

Bernard Bellon was director of Compagnie Hoteliere du Midi (part of the Compagnie de Navigation Mixte Group) from 1962 to 1970 and then held various managerial positions in banking at CIC-Banque de l'Union europeenne Group from 1970 to 1988. He founded Finadvance SA, a venture capital company of which he was Chairman from its creation in 1988 until 2013.

Other positions and corporate offices held

- **Member of the Supervisory Board:** Bellon SA;
- **Founding member:** Association Pierre Bellon.

Other corporate offices held within the past five years but no longer held

- **Chairman of the Board of Directors:** Finadvance SA;
- **Member of the Board of Directors:** Copelia.

FRANÇOIS-XAVIER BELLON

Born September 10, 1965.
4 children.
Nationality: French.
Graduate of the European Business School.

Business address:
Bright Yellow Group Plc
2 East Throp House, 1 Paddock Road
Reading RG4 5BY (United Kingdom)

Number of Sodexo shares held: **36,383.**

Background

Francois-Xavier Bellon is the CEO of Bright Yellow Group, a company he acquired in 2007. This company based in the United Kingdom specializes in providing in-home services to dependent persons.
Previously, Francois-Xavier Bellon was Sales and Marketing Director of the Global Temporary Work Division of the Adecco Group, where he spent more than seven years. His last posting was in London.
Francois-Xavier Bellon also spent ten years with Sodexo, where he was Chief Executive of Sodexo United Kingdom at the time of his resignation in 2004. Aft er joining the Healthcare subsidiary in 1995, he was successively Head

Other positions and corporate offices held

- **Chairman of the Management Board:** Bellon SA;
- **Chief Executive Officer:** PB Holding SAS; Bright Yellow Group Plc;
- **Member of the Board of Directors:** Footprint Ltd; LifeCarers Ltd; Bright Yellow Group Plc;
- **Advisor:** French Foreign Trade Commission; U1st Sports SA; The home of HR.

Other corporate offices held within the past five years but no longer held

- **Advisor:** Dr Clic Sociedad Limitada.

NATHALIE BELLON-SZABO

Born January 26, 1964.
3 children.
Nationality: French.
Graduate of the European Business School.

Business address:
Sodexo Prestige Sports and Leisure/Sodexo Prestige Sites and Brands
Tour Horizons
CP H 200
30, cours de l'Île Seguin
92777 Boulogne Billancourt (France)

Number of Sodexo shares held: **1,147.**

Background

Nathalie Bellon-Szabo began her career in the foodservices industry in 1987. From 1989, she was an account manager for Scott Traiteur, and then Sales Manager of Le Pavillon Royal.
She joined Sodexo in March 1996 as Sales Director for Sodexo Prestige in France, becoming a Regional Manager in 1999. In September 2003, she was appointed Managing Director of Sodexo Prestige, and Managing Director of L'Affiche in January 2006. She was named Chairwoman of the Management Board of the Lido in 2009. She became Chief Executive Officer of Sodexo Prestige Sports and Leisure in France on September 1, 2010 and Chairwoman of the Management Board of Lenotre in 2012. She is also Chief Executive Officer of Sodexo Sports and Leisure.
On September 1, 2015, she was appointed Chief Operating Officer of Sodexo Sports and Leisure worldwide.

Other positions and corporate offices held

- **Chairwoman:** Yachts de Paris SAS**; Compagnie d'Armateur Fluvial et Maritime SAS**; Societe d'Exploitation des Vedettes Paris Tour Eiffel (SEVPTE) SAS**; Excel SAS**; Gedex**;
- **Chairwoman of the Board of Directors:** L'Affiche SA**; Millenia SA**;
- **Chairwoman of the Management Board:** Societe du Lido (SEGSHMI)**; Lenotre SA**;
- **Member of the Board of Directors:** Altima SA**;
- **Member of the Management Board:** Bellon SA;
- **Chief Executive Officer:** Sodexo Prestige Sports and Leisure in France

Other corporate offices held within the past five years but no longer held

- **Chairwoman:** SAS Lenotre Cote d'Azur;
- **Chief Executive Officer:** Millenia SA**; L'Affiche SA**;
- **Chairwoman:** Holding Bungener et Compagnie SAS**;
- **Chairwoman of the Supervisory Board:** Lenotre SA**;
- **Legal Manager:** Courcelles Miromesnil SARL**.

** *Sodexo Group company..*

PHILIPPE BESSON

Born September 21, 1956.
4 children.
Nationality: French.

Business address:
Sodexo
255, quai de la Bataille-de-Stalingrad
92130 Issy-les-Moulineaux (France)

Background

Philippe Besson joined the Sodexo Healthcare Division in 1981, as foodservices manager for the Paris Ile de France region. He took part in the World Youth Days in Paris, Rome and Cologne, was responsible for the Tour de France departure villages for Sodexo and managed athlete foodservices for the Pacific Games. He has been Head of Projects and Sponsorship and has served as a director representing employees since June 2014.

Other positions and corporate offices held

None.

FRANÇOISE BROUGHER

Born September 2, 1965.
3 children.
Nationality: dual French and American.
Graduate of ICAM-Lille (Institut catholique d'arts et métiers) (France) and Harvard University (United States).

Business address:
Square
1455 Market Street
San Francisco, CA 94103 (USA)

Number of Sodexo shares held: **400.**

Background

Françoise Brougher began her career in 1989 in a production unit of L'Oréal in Japan. After receiving her MBA in 1994, she joined the strategy consulting firm Booz Allen & Hamilton, dividing her time between Europe and the United States. In 1998, she joined the San Francisco-based Ocean Gem Pearl Corporation, an importer of black Tahitian pearls, as Chief Executive Officer. From 2000 to 2005, she was Vice President of Strategy at California-based brokerage firm Charles Schwab & Co. In March 2005, she joined Google, where she managed the Business Operations Group for four years, becoming Vice President, Global SMB Sales & Operations in 2009. In April 2013, she joined San Francisco-based Square as Business Lead.

Other positions and corporate offices held

• Business Lead, Square.

Other corporate offices held within the past five years but no longer held

None.

SOUMITRA DUTTA

Born August 27, 1963.
1 child.
Nationality: Indian
Doctorate in Computer Sciences, Artificial Intelligence, University of California, Berkeley, USA.

Business address:
College of Business
Cornell University
Ithaca, New York (USA)

Number of Sodexo shares held: **400.**

Background

Soumitra Dutta began his career in 1985 as a research assistant at University of California, Berkeley, USA. Between 1988 and 1990, he gained further research experience at General Electric. He then joined Insead, the international management school based in Fontainebleau (France), where he served as lecturer then dean of technology and e-learning. In 1999, he set up eLab@Insead, the school's research and analytics center focused on big data analytics for businesses, which he headed until 2012. In 2002, he was named dean of Executive Education at Insead. During his tenure at Insead, Soumitra Dutta also participated in setting up and managing three strategy consultancies specialized in new technologies and innovation, which he developed before selling them. Since 2012, he has been dean and professor of Management at Cornell College of Business at Cornell University, Ithaca, New York.

Other positions and corporate offices held

• **Member of the Board of Directors:** The Association to Advance Collegiate Schools of Business (AACSB), USA.

Other corporate offices held within the past five years but no longer held

• **Chairman of the Board of Directors:** Fisheye Analytics Ltd, Singapore.

PAUL JEANBART

Born August 23, 1939.
3 children.
Nationality: dual Canadian and Swiss.
Civil engineer.

Business address:
Immeuble Président Mouawad
Rue Pierre Hélou, Hazmié,
Beirut (Lebanon)

Number of Sodexo shares held: **400.**

Background

Co-founder, partner and Chief Executive Officer of the Rolaco Group since 1967.

Other positions and corporate offices held

- **Chairman:** Oryx Finance Limited;
- **Chairman of the Board of Directors:** Hôtels Intercontinental Genève SA; Luxury Brand Development SA, parent company of Orfèvrerie Christofle;
- **Member of the Board of Directors:** Semiramis Hotel Co.; Rolaco Holding SA (Executive Director) and subsidiaries/affiliates of the Rolaco Group.

Other corporate offices held within the past five years but no longer held

- **Member of the Supervisory Board:** Club Méditerranée SA*

* *Listed company*

MICHEL LANDEL

Born November 7, 1951.
3 children.
Nationality: French.
Graduate of the European Business School.

Business address:
Sodexo
255, quai de la Bataille-de-Stalingrad
92130 Issy-les-Moulineaux (France)

Number of Sodexo shares held: **202,360.**

Background

Michel Landel began his career in 1977 with Chase Manhattan Bank, then in 1980 became manager of a building materials plant belonging to the Poliet Group.
He was recruited by Sodexo in 1984 as Head of Operations for East and North Africa, and was promoted in 1986 to Vice President for Remote Site Management in Africa. In 1989, he took over the management of activities in North America, where he notably worked on the 1998 merger with Marriott Management Services and creation of Sodexho Marriott Services. In 1999, he became Chief Executive Officer of Sodexho Marriott Services, now Sodexo, Inc.
Michel Landel was named Vice Chairman of the Executive Committee of Sodexo in February 2000.
From June 2003 through August 2005, Michel Landel served as Group Co-President and Co-Chief Operating Officer in charge of North America, the United Kingdom and Ireland, together with Remote Site Management.
He has been Chief Executive Officer of Sodexo since September 1, 2005 and Chairman of the Executive Committee.

Other positions and corporate offices held

- **Chief Executive Officer:** Sodexo**;
- **Member of the Board of Directors:** Sodexo, Inc.**; Catalyst in the United States; Louis Delhaize, a Franco-Belgian food company;
- **Member of the Management Board:** Sodexo Pass International SAS**; One SAS**;
- Permanent representative of Sodexo SA, corporate member of the Supervisory Board of One SCA;
- Permanent representative of Sodexo SA, corporate Chairman of the Board of Directors of Stop Hunger.

Other corporate offices held within the past five years but no longer held

- **Chairman:** Stop Hunger;
- **Chairman:** Executive For Excellence.

** *Sodexo Group company.*

CATHY MARTIN

Born June 5, 1972.
3 children.
Nationality: Canadian

Business address:
Sodexo Canada
740 Rue Saint-Maurice, bureau 106
Montreal, Quebec
Canada H3C 1L5

Background

After completing her studies in nutrition, Cathy Martin began her career in the foodservices industry in 1998. In January 2000, she joined Sodexo as an on-site foodservices manager. Over the past 15 years, she has held various operating and project management positions. In December 2014, she was named Regional Manager, On-site Services in the Education segment in Quebec, Canada.

Other positions and corporate offices held

None.

ELECTION OF A NEW MEMBER OF THE BOARD OF DIRECTORS

At the Shareholders' Meeting on January 24, 2017, shareholders will be asked to elect Ms. Cécile Tandeau de Marsac as a director for a three-year term expiring at the close of the Shareholders' Meeting to be called to approve the financial statements for the fiscal year ending August 31, 2019. On the recommendation of the Nominating Committee, the Board of Directors considers that Ms. Tandeau de Marsac will qualify as an independent director based on the criteria in the AFEP-MEDEF Code of corporate governance for listed companies.

CECILE TANDEAU DE MARSAC

Born April 17, 1963.
2 children.
Nationality: French.
Graduate of the École supérieure de Commerce de Rouen

Business address:
Solvay
Rue de Ransbeek, 310
B-1120 Brussels, Belgium

Background

Cécile Tandeau de Marsac began her career with Nestlé in 1987, holding various positions in Marketing and Communications before joining the Human Resources Department in 2002 where she was in charge of career development in France. In 2005, she became Human Resources Director for certain businesses and corporate functions at Nestlé France. In 2007, she joined Rhodia as HR Director of a business unit in France, responsible for talent development for the Group. She subsequently took part in two major projects to transform Rhodia's organizational structure and to integrate Rhodia's teams following its acquisition by Solvay. In July 2012, she was appointed General Manager of Human Resources at Solvay.

Other positions and corporate offices held

None.

PRESENTATION OF THE RESOLUTIONS SUBMITTED TO THE ORDINARY SHAREHOLDERS' MEETING OF JANUARY 24, 2017

ADOPTION OF THE INDIVIDUAL COMPANY AND CONSOLIDATED FINANCIAL STATEMENTS (FIRST AND SECOND RESOLUTIONS)

The Board of Directors is requesting the Shareholders' Meeting to adopt the individual company financial statements of Sodexo for Fiscal 2016 presenting net income of 616 million euro and the consolidated financial statements of the Group presenting profit attributable to equity holders of the parent of 637 million euro.

APPROPRIATION OF NET INCOME FOR THE FISCAL YEAR AND DIVIDEND (THIRD RESOLUTION)

This resolution relates to appropriation of net income for Fiscal 2016 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 2.40 euro per share, an increase of 9.1% over the prior year.

In addition and in accordance with the bylaws of the Company, shares held in registered form since at least August 31, 2012 and still held when the Fiscal 2016 dividend becomes payable, will automatically be entitled, without any additional formality, to a 10% dividend premium, representing an additional 0.24 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 768,705 shares per shareholder based on the Company's capital as of August 31, 2016).

The dividend and dividend premium (for eligible shares) will become payable on February 8, 2017, with a Euronext Paris ex‑ dividend date of February 6, 2017. The record date – *i.e.,* the date on which an investor must own the shares in order to receive the dividend – will be February 7, 2017.

APPROVAL OF COMMITMENTS FALLING WITHIN THE SCOPE OF ARTICLE L.225-42-1 OF THE FRENCH COMMERCIAL CODE CONCERNING SUPPLEMENTAL HEALTH AND BENEFIT COVERAGE FOR SOPHIE BELLON AND MICHEL LANDEL (FOURTH AND FIFTH RESOLUTIONS)

As required by article L.225-42-1 of the French Commercial Code, in the fourth and fifth resolutions the Board is requesting the Shareholders' Meeting to approve commitments for Mrs. Sophie Bellon, Chairwoman of the Board of Directors, and Mr. Michel Landel, Chief Executive Officer, to continue to be members of the Company's supplemental health and benefit plans.

Ms. Sophie Bellon and Mr. Michel Landel are members of the national social welfare plans governed by the French general social security regime, as required by article 311-3°12 of the French Social Security Code, which states that the chairs of the boards of directors and the chief executive officers of French joint stock corporations *(sociétés anonymes)* must be members of such plans.

In addition, on the recommendation of the Compensation Committee, the Board of Directors decided that, following the termination of the employment contracts of Ms. Sophie Bellon and Mr. Michel Landel as a result of their corporate officer positions, they would nevertheless continue to be members of (i) the supplemental health and benefit plans set up by Sodexo and (ii) the Arrco (association for the complementary pension scheme for employees) / Agirc (general association of pension institution executives employees) complementary retirement plan. Their membership of these plans will be subject to the same conditions as all of the Sodexo employees who are plan members.

These commitments are described in the statutory Auditors' report on related-party agreements and commitments in section 4.4.2 of this Registration Document.

RE-ELECTION AND ELECTION OF DIRECTORS (SIXTH TO EIGHTH RESOLUTIONS)

The directorships of Ms. Patricia Bellinger, Mr. Michel Landel and Mr. Paul Jeanbart expire at the close of the Shareholders' Meeting on January 24, 2017.

Mr. Paul Jeanbart, a director since February 13, 1996 whose current term expires at the close of the Shareholders' Meeting of January 24, 2017, has stated that he does not wish to stand for re-election. Ms. Sophie Bellon thanked Mr. Paul Jeanbart, personally and on behalf of the Board of Directors and all of the shareholders, for giving the Group the benefit of his extensive experience.

The Board of Directors is proposing, on the recommendation of the Nominating Committee, that the shareholders re-elect Ms. Patricia Bellinger and Mr. Michel Landel to the Board for a period of three years ending at the close of the Shareholders' Meeting called to adopt the financial statements for the fiscal year ended August 31, 2019.

Also on the recommendation of the Nominating Committee, the Board of Directors is proposing, in the eighth resolution, that the shareholders elect Ms. Cécile Tandeau de Marsac, General Manager of Human Resources of the Solvay Group, to the Board for a period of three years ending at the close of the Shareholders' Meeting called to adopt the financial statements for the fiscal year ended August 31, 2019. If elected, Ms. Tandeau de Marsac will be qualified as an independent director by the Board, in line with the recommendation of the Nominating Committee. Ms. Tandeau de Marsac would contribute to the Board her international experience and her expertise in human resources.

Biographical information on these directors is provided in section 5.1.1.3 of this Registration Document.

RE-APPOINTMENT OF AN AUDITOR AND APPOINTMENT OF ITS ALTERNATE AUDITOR (NINTH AND TENTH RESOLUTIONS)

The terms of PricewaterhouseCoopers Audit as auditor and Anik Chaumartin as alternate auditor expire at the close of the Shareholders' Meeting of January 24, 2017.

The Board of Directors is proposing, on the recommendation of the Audit Committee, that the shareholders renew the appointment of PricewaterhouseCoopers Audit as auditor and appoint Mr. Jean-Baptiste Deschryver as alternate auditor, for the statutory period of six years ending at the close of the Shareholders' Meeting called to adopt the financial statements for the fiscal year ended August 31, 2022.

ANNUAL DIRECTORS' FEES (ELEVENTH RESOLUTION)

The preparation for and participation in Board and Committee meetings requires an increasing amount of time and personal commitment from Board members. Shareholders are invited to increase the maximum aggregate amount of directors' fees to 5% compared to the maximum aggregate amount of directors' fees set at 700,000 euro per fiscal year at the Shareholders' Meeting of January 19, 2015, in order to align itself with market practices.

Consequently, the Shareholders' Meeting is requested to set at 735,000 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.

These fees will be allocated to each individual director in strict compliance with the Board of Directors' Internal Rules.

OPINION ON THE COMPENSATION AND BENEFITS DUE OR AWARDED FOR FISCAL 2016 TO EACH CORPORATE OFFICER (TWELFTH TO FOURTEENTH RESOLUTIONS)

Pursuant to the recommendations in the AFEP-MEDEF Code of corporate governance for listed companies, as revised in November 2015 (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 twelfth to fourteenth resolutions to give their opinion on the compensation and benefits due or awarded for Fiscal 2016 to each corporate officer, namely Mr. Pierre Bellon, Chairman of the Board of Directors until January 26, 2016, Ms. Sophie Bellon, Chairwoman of the Board of Directors since January 26, 2016, and Mr. Michel Landel, Chief Executive Officer. Further information on these corporate officers' compensation and benefits is provided in section 5.3 of this Registration Document.

Compensation and benefits due or awarded for Fiscal 2016 to Pierre Bellon, Chairman of the Board of Directors until January 26, 2016

Type of compensation or benefits	Amount	Comments
Director's fees	€18,500	The amount paid to each director is calculated in accordance with the Board of Directors' Internal Rules and the criteria set out in section 5.3.2 of this Registration Document.

Mr. 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, compensation for loss of office, supplemental retirement benefits or any other type of benefit.

Compensation and benefits due or awarded for Fiscal 2016 to Sophie Bellon, Chairwoman of the Board of Directors since January 26, 2016

Type of compensation or benefits	Amount	Comments
Fixed salary	€320,833	Pre-tax gross amount due for the fiscal year.
Fringe benefits	€1,183	Sophie Bellon has the use of a company car.

Ms. Sophie Bellon does not receive any of the following types of compensation or benefits: directors' fees, annual bonus, multi-year bonus, exceptional bonus, stock options, performance shares, compensation for loss of office or supplemental retirement benefits.

Compensation and benefits due or awarded for Fiscal 2016 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. The Chief Executive Officer's salary has been unchanged since January 1, 2011.
Annual bonus	€819,774	Variable compensation comprised of the bonus due for Fiscal 2016 (which will be paid during Fiscal 2017) corresponding to 83% of the fixed compensation due for the same fiscal year and travel allowances paid during Fiscal 2016 for which the amount varies depending on the countries visited and the duration of the stay. The bonus is based for 70% on quantitative targets based on the financial performance achieved by the Group for the year, 10% on an occupational health and safety objective, and for 20% on other non-financial objectives. These criteria and their achievement level are detailed in section 5.3.1.3 of this Registration Document (Compensation policy for the Group Chief Executive Officer).
Stock options and performance shares	44,000 performance shares valued at €2,313,300 based on the method used for the preparation of the consolidated financial statements	On April 27, 2016 the Board of Directors used the authorization granted in the fourteenth resolution of the January 26, 2016 Shareholders' Meeting to grant Michel Landel 44,000 performance shares (representing 5% of the total number of free shares and performance shares allocated by the Board during the fiscal year). These shares will vest only under the following circumstances: (i) for 50% of the shares, if the average annual growth in operating profit (before exceptional items and excluding currency effects) is on average at least 8% to 10% per year for four fiscal years, and (ii) for the other 50% of the shares, if Sodexo's TSR *(Total Shareholder Return)* outperforms the CAC 40 GR (Gross Total Return) index, as published by Euronext, between January 27, 2016 and the date of the Shareholders' Meeting called to approve the Fiscal 2019 financial statements. This performance condition is described in detail in section 5.3.1.3 of this Registration Document (Compensation policy for the Group Chief Executive Officer). No stock options were granted to Michel Landel during Fiscal 2016.
Compensation for loss of office	No amounts due or paid	As decided by the Board of Directors on November 6, 2008 and approved by the Shareholders' Meeting of January 19, 2009 (fifth resolution), Michel Landel is entitled to compensation subject to performance conditions 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 the Sodexo Group's consolidated operating profit 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 defined benefit retirement plan governed by article 39 of the French General Tax Code and article 137-11-1 of the French Social Security Code provides, subject to a minimum seniority of five years in this plan, for payment of a pension amounting to, for seniority in the plan of 15 years, up to 15% of his average fixed annual salary paid to him during the last three years of employment preceding his retirement, to which are added the pensions due to him under compulsory retirement plans, provided that he is employed by, or is a Corporate Officer of, the Company at the time of his retirement. The rights are financed and provisioned through annual charges which are revalued each year depending on new commitments and the balance of the account held by the insurer. Michel Landel does not acquire additional benefits with respect to this regime, but retains, as a Corporate Officer, the rights acquired prior to the dissolution of his employment contract. The cumulative liability under the plan as of August 31, 2016 was 3,729,769 euro and the charge recognized for Fiscal 2016 was 192,697 euro. Based on Michel Landel's compensation when his employment contract was rescinded, this would represent an annual pension of 140,010 euro. Consequently, on the basis of current data, the total aggregate amount of the pensions to be paid to Michel Landel – gross amounts before tax and also taking into account the pensions due to him under compulsory retirement plans – would amount to approximately 237,000 euro per year.
Other benefits	€2,150	Michel Landel has the use of a company car.

Mr. 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 (FIFTEENTH 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 26, 2016.

It would allow for the implementation of a share repurchase program capped by law at 10% of the Company's issued capital as of the date of the Shareholders' Meeting. However, shareholder's are invited to reduce this cap to 5% of the Company's issued capital as of the date of the Shareholders' Meeting, with the following characteristics:

- maximum purchase price per share: 150 euro;
- total maximum amount: 1.15 billion 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, including through the use of derivatives.

The objectives of the share repurchase program are provided in the resolutions submitted to the Shareholders' Meeting and notably include cancelling the shares by reducing the issued capital, the granting or selling of shares to employees or corporate officers in connection with any stock option plans, free share grants or employee share purchase plans, 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 in prior years, the resolution stipulates that the authorization may not be used while a public tender offer is underway. For information, following the rules introduced in the Act of March 29, 2014 ("Florange Act"), the Board of Directors decided to maintain the shareholders' right to decide whether share repurchases should be allowed in the event of a public tender offer.

As of August 31, 2016, the Company held 2% of its capital as treasury shares (refer to section 6.2.2 of this Registration Document for additional information on the use of the share repurchase program during Fiscal 2016).

POWERS TO PERFORM FORMALITIES (SIXTEENTH RESOLUTION)

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

PURPOSE AND TEXT OF THE RESOLUTIONS SUBMITTED TO THE ORDINARY SHAREHOLDERS' MEETING OF JANUARY 24, 2017

FIRST AND SECOND RESOLUTIONS: ADOPTION OF THE INDIVIDUAL COMPANY AND CONSOLIDATED FINANCIAL STATEMENTS, FISCAL 2016

Purpose

In the first and second resolutions the Board is requesting the Shareholders' Meeting to adopt the individual company financial statements of Sodexo for Fiscal 2016 presenting net income of 616 million euro and the consolidated financial statements of the Group presenting profit attributable to equity holders of the parent of 637 million euro.

First resolution

(Adoption of the individual company financial statements, Fiscal 2016)

The Shareholders' Meeting, having heard the report of the Board of Directors and the related Chairwoman's report attached thereto, and the statutory auditors' reports on the individual company financial statements and on the Chairwoman's report, adopts the individual company financial statements for the year ended August 31, 2016 as presented, presenting net income of 616 million euro.

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

Second resolution

(Adoption of the consolidated financial statements, Fiscal 2016)

The Shareholders' Meeting, having heard the report of the Board of Directors and the related Chairwoman's report attached thereto, and the statutory auditors' reports on the consolidated financial statements and on the Chairwoman's report, adopts the consolidated financial statements for the year ended August 31, 2016 as presented, presenting profit attributable to equity holders of the parent of 637 million euro.

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

THIRD RESOLUTION: APPROPRIATION OF NET INCOME AND DECLARATION OF DIVIDEND

Purpose

In the third resolution, the Board of Directors is requesting the Shareholders' Meeting's approval of the Board's recommended appropriation of net income and its proposal to distribute a dividend of 2.40 euro per share, representing an increase of 9.1% on Fiscal 2015.
Shares held in registered form since at least August 31, 2012 and which are still held in such form as of February 8, 2017, when the dividend for Fiscal 2016 becomes payable, will automatically be entitled to a 10% dividend premium, representing an additional 0.24 euro per share.
The distribution of dividends and the 10% dividend premium represent a payout ratio of 58.2%.

Third resolution

(Appropriation of net income – Declaration of dividend)

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

to allocate net income for Fiscal 2016 of	€615,915,281
plus retained earnings as of the close of Fiscal 2016 of	€977,794,947
Making a total available for distribution of	€1,593,710,228
In the following manner:	
• dividend (on the basis of 153,741,139 shares comprising the share capital as of August 31, 2016)	€368,978,734
• a 10% dividend premium (on the basis of 7,377,472 shares held in registered form as of August 31, 2016 that are eligible for the dividend premium after application of the limitation of 0.5% of capital per shareholder)	€1,770,593
• retained earnings	€1,222,960,901
TOTAL	**€1,593,710,228**

Accordingly, the Shareholders' Meeting resolves that a dividend of 2.40 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, 2012 and which are still held in such form when the dividend for Fiscal 2016 becomes payable, will automatically be entitled to a 10% dividend premium, representing an additional 0.24 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 768,705 shares per shareholder based on the Company's capital as of August 31, 2016).

The dividend and dividend premium (for eligible shares) will become payable on February 8, 2017, with a Euronext Paris ex‐ dividend date of February 6, 2017. The record date will be February 7, 2017.

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 7,377,472 shares held in registered form that are eligible for the dividend premium as of August 31, 2016 cease to be recorded in registered form between September 1, 2016 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 2015 (paid in 2016)	**Fiscal 2014** (paid in 2015)	**Fiscal 2013** (paid in 2014)
Dividend per share*	€2.20	€1.80	€1.62
Total payout	€334,962,161	€275,504,402	€247,423,253

* *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.*

FOURTH AND FIFTH RESOLUTIONS: RELATED-PARTY COMMITMENTS

Purpose

In the fourth and fifth resolutions the Board of Directors is requesting the Shareholders' Meeting to approve commitments that are subject to specific approval requirements under French company law. These requirements concern, in accordance with legal requirements, agreements and commitments entered into between a company and (i) any of its corporate officers, or (ii) a shareholder holding more than 10% of the company's voting rights, or (iii) a company in which a corporate officer of the Company holds a corporate office.

In accordance with legal requirements, related-party agreements and commitments are subject, before their conclusion, to prior approval of the Board of Directors.

The two commitments referred to in the fourth and fifth resolutions were entered into between Sodexo and Sophie Bellon and Michel Landel, respectively, and provide for Ms. Bellon and Mr. Landel to continue to be covered under supplemental health and benefit plans following the termination of their employment contracts as a result of their corporate officer positions.

These commitments are described in the statutory auditors' report on related-party agreements and commitments.

Fourth resolution

(Related-party commitment, in favor of Ms. Sophie Bellon, Chairwoman of the Board of Directors)

The Shareholders' Meeting, having heard the report of the Board of Directors and the statutory Auditors' report on related-party agreements and commitments governed by articles L.225-38 and L.225-40 to L.225-42 of the French Commercial Code, approve, in accordance with article L.225-42-1 of the French Commercial Code, the commitment given to Ms. Sophie Bellon, Chairwoman of the Board of Directors, concerning her supplemental health and benefit plan, as authorized by the Board of Directors on January 26, 2016 and as described in the statutory Auditors' report.

Fifth resolution

(Related-party commitment, in favor of Michel Landel, Chief Executive Officer)

The Shareholders' Meeting, having heard the report of the Board of Directors and the statutory Auditors' report on related-party agreements and commitments governed by articles L.225-38 and L.225-40 to L.225-42 of the French Commercial Code, approve, in accordance with article L.225-42-1 of the French Commercial Code, the commitment given to Mr. Michel Landel, Chief Executive Officer, concerning his supplemental health and benefit plan, as authorized by the Board of Directors on January 26, 2016 and as described in the statutory Auditors' report.

SIXTH TO EIGHTH RESOLUTIONS: RE-ELECTION OF TWO DIRECTORS AND ELECTION OF A NEW DIRECTOR

Purpose

The Board of Directors currently comprises fourteen members, including two directors representing employees. The directorships of Ms. Patricia Bellinger, Mr. Michel Landel and Mr. Paul Jeanbart expire at the close of this Shareholders' Meeting. Mr. Paul Jeanbart has informed the Board that he does not wish to seek re-election. Consequently, in the sixth and seventh resolutions, shareholders are invited to re-elect Ms. Patricia Bellinger and Mr. Michel Landel to the Board for a period of three years.

In addition, on the recommendation of the Nominating Committee, in the eighth resolution the Board of Directors is proposing that the shareholders elect Ms. Cécile Tandeau de Marsac to the Board for a period of three years. Ms. Tandeau de Marsac would contribute to the Board her international experience and her expertise in human resources.

If these resolutions are adopted the Board of Directors will comprise a total of fourteen members, including two directors representing employees, six independent directors, seven women and four non-French nationals.

Six resolution

(Renewal of the directorship of Ms. Patricia Bellinger)

The Shareholders' Meeting, having heard the report of the Board of Directors and noting that the directorship of Ms. Patricia Bellinger expires this day, resolves to renew her directorship for a period of three years ending at the close of the Shareholders' Meeting called to adopt the financial statements for the fiscal year ended August 31, 2019.

Seventh resolution

(Renewal of the directorship of Mr. Michel Landel)

The Shareholders' Meeting, having heard the report of the Board of Directors and noting that the directorship of Mr. Michel Landel expires this day, resolves to renew his directorship for a period of three years ending at the close of the Shareholders' Meeting called to adopt the financial statements for the fiscal year ended August 31, 2019.

Eighth resolution

(Election of Ms. Cécile Tandeau de Marsac as a director)

The Shareholders' Meeting, having heard the report of the Board of Directors, elects Ms. Cécile Tandeau de Marsac as a director for a period of three years ending at the close of the Shareholders' Meeting called to adopt the financial statements for the fiscal year ended August 31, 2019.

NINTH AND TENTH RESOLUTIONS: RE-APPOINTMENT OF JOINT AUDITOR AND APPOINTMENT OF ITS ALTERNATE AUDITOR

Purpose

The terms of PricewaterhouseCoopers Audit as auditor and Ms. Anik Chaumartin as alternate auditor expire at the close of this Shareholders' Meeting. Consequently, in the ninth and tenth resolutions, shareholders are invited to re-appoint PricewaterhouseCoopers Audit as auditor and appoint Mr. Jean-Baptiste Deschryver as its alternate auditor, both for a period of six years.

Ninth resolution

(Re-appointment of PricewaterhouseCoopers Audit as auditor)

The Shareholders' Meeting, having heard the report of the Board of Directors, renews the appointment of PricewaterhouseCoopers Audit as auditor for the statutory term of six years ending at the close of the Shareholders' Meeting called to adopt the financial statements for the fiscal year ended August 31, 2022.

Tenth resolution

(Appointment of Mr. Jean-Baptiste Deschryver as an alternate auditor)

The Shareholders' Meeting, having heard the report of the Board of Directors, appoints Jean-Baptiste Deschryver as an alternate auditor for the statutory term of six years ending at the close of the Shareholders' Meeting called to adopt the financial statements for the fiscal year ended August 31, 2022.

ELEVENTH RESOLUTION: ANNUAL DIRECTORS' FEES

Purpose

For information, at the Shareholders' Meeting of January 19, 2015, the maximum aggregate amount of directors' fees was set at 700,000 euro per fiscal year.
The preparation for and participation in Board and Committee meetings requires an increasing amount of time and personal commitment from Board members. Accordingly, shareholders are invited to approve an increase in the maximum aggregate amount of directors' fees to 5% paid to each director per fiscal year to better align with market practices.
The purpose of the eleventh resolution is to increase the maximum annual amount of directors' fees by 5% to 735,000 euro, with this amount remaining in effect until such time as the Shareholders' Meeting makes a new decision. This authorization would replace that given at the January 19, 2015 Shareholders' Meeting.

Eleventh resolution

(Annual directors' fees)

The Shareholders' Meeting, having reviewed the Report of the Board of Directors, sets at 735,000 euro the maximum aggregate amount of annual directors' fees to be paid for the current and future fiscal years, with this amount remaining in effect until such time as the Shareholders' 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.

TWELFTH TO FOURTEENTH RESOLUTIONS: OPINION ON THE COMPENSATION AND BENEFITS OF CORPORATE OFFICERS FOR FISCAL 2016 ("SAY ON PAY")

Purpose

The AFEP-MEDEF Code of corporate governance for listed companies – to which the Company refers for corporate governance matters – recommends that shareholders should be given, on a consultative basis, a say-on-pay vote in relation to corporate officers' compensation for the most recent fiscal year ended.
Consequently, in the twelfth to fourteenth resolutions, shareholders are invited to give, on a consultative basis, their opinion on the compensation and benefits due or awarded for Fiscal 2016 to Mr. Pierre Bellon, Chairman of the Board of Directors until January 26, 2016, Ms. Sophie Bellon, Chairwoman of the Board of Directors since January 26, 2016, and Mr. Michel Landel, Chief Executive Officer. All of these corporate officers' compensation and benefits as well as the Group's compensation policy are described in detail in section 5.3 of the Registration Document.

Twelfth resolution

(Opinion on the compensation and benefits due or awarded for the fiscal year ended August 31, 2016 to Mr. Pierre Bellon, Chairman of the Board of Directors until January 26, 2016)

The Shareholders' Meeting, having heard the report of the Board of Directors, votes favorably on the compensation and benefits due or awarded for the fiscal year ended August 31, 2016 to Mr. Pierre Bellon, Chairman of the Board of Directors until January 26, 2016, as described in section 5.3.1.1 of the Fiscal 2016 Registration Document and also included in the Board report.

Thirteenth resolution

(Opinion on the compensation and benefits due or awarded for the fiscal year ended August 31, 2016 to Ms. Sophie Bellon, Chairwoman of the Board of Directors since January 26, 2016)

The Shareholders' Meeting, having heard the report of the Board of Directors, votes favorably on the compensation and benefits due or awarded for the fiscal year ended August 31, 2016 to Ms. Sophie Bellon, Chairwoman of the Board of Directors since January 26, 2016, as described in section 5.3.1.2 of the Fiscal 2016 Registration Document and also included in the Board report.

Fourteenth resolution

(Opinion on the compensation and benefits due or awarded for the fiscal year ended August 31, 2016 to Mr. 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 for the fiscal year ended August 31, 2016 to Mr. Michel Landel, Chief Executive Officer, as described in section 5.3.1.3 of the Fiscal 2016 Registration Document and also included in the Board report.

FIFTEENTH RESOLUTION: AUTHORIZATION FOR THE COMPANY TO PURCHASE TREASURY SHARES

Purpose

In the fifteenth resolution shareholders are being requested to renew the authorization granted to the Board of Directors concerning the purchase of treasury shares (other than during public tender offers). Although the law permits a maximum of 10% of the Company's issued capital, shareholders are invited to decrease this limit to 5%.
The shares purchased under the program, pursuant to this resolution, would be used, inter alia, to cover free share plans and to be cancelled in order to reduce the Company's capital. As of August 31, 2016, the Company held 2% of its capital in treasury, corresponding to 3,074,444 shares, allocated to cover commitments to beneficiaries in connection with any stock option plans, free share grants or employee share purchase plans.

Fifteenth 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 acquire or arrange for the Company to acquire treasury shares in accordance with articles L.225-209 *et seq.* of the French Commercial Code, in particular for the following purposes:

- 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 or any similar plan, 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 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 with 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 allocate or sell shares to employees in connection with an employee profit sharing plan or a company or group share purchase plan (or equivalent 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 shares by reducing the issued capital, pursuant to the eleventh resolution of the Shareholders' Meeting of January 26, 2016 or to any future resolution to the same effect that may be adopted during the period in which this resolution remains valid; or
- to transfer shares as a means of exchange, payment or otherwise in connection with mergers and acquisitions; 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
- 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.

The program is also intended to permit the implementation of any market practices that may be authorized at a future date by the *Autorité des marchés financiers* and, generally, the execution of any other transaction that complies with the applicable regulations. In this case, shareholders will be notified by means of a press release.

These transactions may be effected by any method, in particular on the stock market or over-the-counter, including any financial instruments, option or by means of derivatives and by block purchase or disposal or in any ather way. The 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 5% of the Company's issued capital as of the date of the present Shareholders' Meeting (*i.e.,* as an indication, as of August 31, 2016, a maximum of 7,687,056 shares), it being stipulated that for the purposes of the present authorization, the existing 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 price paid for shares purchased under this resolution may not exceed 150 euro per share. The Shareholders' Meeting authorize the Board of Directors, in case of modification of the nominal value of shares, capital increase through incorporation of reserves, free share plans, division or consolidation of securities, distribution of reserves or any other asset, depreciation of the capital, or any other operation relating to the share capital of the Company, the authority to adjust the maximum purchase price in order to take into account of the impact of these operations on the value of share.

The Shareholders' Meeting resolves that the total amount allocated to the share purchase program may not exceed 1.15 billion 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 cancels with effect from this day any unused portion of any prior delegation to the Board of Directors having the same purpose.

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, to clarify its terms if necessary and determine its specific details, to carry out share purchases and 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.

SIXTEENTH RESOLUTION: POWERS

Purpose

The sixteenth resolution is a standard resolution conferring powers to perform all legal formalities and filings relating to the resolutions approved at the Shareholders' Meeting.

Sixteenth 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.

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 614,964,556, 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 24, 2017.

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 ……., 2017

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.

Sodexo
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QUALITY OF LIFE SERVICES