

Summary minutes

The Annual Shareholders' Meeting of Sodexo took place on Monday, December 19, 2022, at 3:30 p.m., at the Auditorium of the Seine Musicale in Boulogne-Billancourt.

The Meeting was chaired by Sophie Bellon, Chairwoman of the Board of Directors and Chief Executive Officer. Florence Négrel, Secretary of the Board of Directors, acted as secretary of the Meeting.

Bellon SA, represented by François-Xavier Bellon, and the Group employee mutual fund *FCPE Groupe Sodexo Peps*, represented by Cyril Barbier, acted as scrutineers.

Also present were Marc Rolland, Group Chief Financial Officer, as well as the majority of Board members and the representatives of the Statutory Auditors, Caroline Bruno-Diaz for KPMG and Stéphane Basset for PricewaterhouseCoopers Audit.

The agenda of this Shareholders' Meeting as well as the draft resolutions were presented in the preliminary notice of meeting published on November 9, 2022 in the French *Bulletin des Annonces Légales Obligatoires* (BALO). The final notice of meeting was published in the BALO and in a Journal of Legal Notices on November 30, 2022.

Following the publication of the preliminary notice of meeting, the Company did not receive any request for the inclusion of points or draft resolutions on the agenda.

In total, 2,717 shareholders, representing 121,774,100 shares and 190,481,626 voting rights, were present, represented or voted by correspondence, i.e. a quorum of 83.40% of the shares, and 88.32% of all voting rights.

After opening the session, Sophie Bellon first paid tribute to Pierre Bellon, founder of Sodexo and Chairman Emeritus, who passed away last January. On this occasion, she focused on his pioneering role in defining the Group's founding values, his ambitions, as well as on the Company Purpose presented at last year's Shareholders' Meeting.

Presentation of Fiscal 2022 results

Marc Rolland, Group Chief Financial Officer, then presented Sodexo's results for Fiscal 2022.

The Group ended the year with a strong increase in both Revenues and Underlying operating profit and net development. Net income Group share has returned to its pre-Covid level.

Organic revenue growth is +16.9% and underlying operating profit margin is 5%, up +170 basis points, in line with targets despite rising inflation over the year. This increase was strong in both of the Group's activities, both for On-site Services, with an increase of +160 basis points, and for Benefits & Rewards Services, an increase of +370 basis points. Cash flow was very strong during the year and the balance sheet is healthy.

In the fourth quarter, the Group recovered to the 2019 level and should exceed this level for 2023. On-site Services were at 99% of the 2019 level and Benefits & Rewards at 115%. In 2022, food services were at 87% of the 2019 level on average.

Client retention improved by +140 basis points to a record level of 94.5%. Development was up +150 basis points at 7.5%. Including cross selling services, total new signings amounted to 1.5 billion euros.

The organic revenue growth of the On-site Services activity is strong and stands at +17%; it reached +22.7% in Business & Administrations and +22% in Education. Momentum is particularly good in North America and Asia-Pacific with a gradual and steady return of consumers to the office since the end of the Omicron wave. The Sports & Leisure segment saw a significant recovery in the second half of the year as conventions in North America and tourism in Paris picked up strongly. Healthcare & Seniors achieved +4% organic growth, impacted by the end of the Covid testing centers contract in the United Kingdom.

On-site Services underlying operating profit was 926 million euros, up +90% compared to the previous year. The Underlying operating profit margin increased by +170 basis points to 4.6% due to efficient inflation management, strong volume recovery, savings from the GET efficiency program, as well as the active portfolio management carried out in recent years.

For Benefits & Rewards Services, organic growth was +14.2% reflecting strong growth in all key markets, sustained increase in face values as well as higher interest rates in Latin America and Eastern Europe. Benefits & Rewards Services Underlying operating profit was up +33.2% and the margin increased to 28.6%.

Net income Group share was multiplied by 5 to reach 695 million euros, exceeding the level of Fiscal 2019. Underlying net profit, adjusted for Other operating income and expenses net of tax, doubled compared to the previous year to reach 699 million euros. The underlying earnings per share thus amounted to 4.78€.

With regard to the Sodexo share price, the share price has gradually recovered and outperformed the CAC 40 since the beginning of 2022. It now stands at 5% of the pre-Covid level, in February 2020.

Activity of the Group

Sophie Bellon, Chairwoman and CEO, first recalled the key elements of the strong performance of Fiscal 2022 presented by Marc Rolland and on the basis of which the Board proposed the payment of a dividend of 2.40€, in line with the Group's historical distribution policy of 50% of Underlying net profit.

Sophie Bellon then moved on to the acceleration of Sodexo's transformation, and in particular the four priorities she had identified for Fiscal 2022, for which progress has been made:

- The growth in North America has been boosted with a client retention rate that reached more than 96%, the best performance over the decade, a development rate increased by 400 basis points and an increase in first-time outsourcing contract sales, accounting for 44% of new signatures over the course of the fiscal year;
- The transformation of our food model has been accelerated in a context of hybrid working. Several recent acquisitions have been completed in recent years such as The Good Eating Company, Fooditude or Nourish, developing the Group's capacity to introduce innovative high-end offers, reinforcing the Group's multi-channel offer as well as contributing to the objective to offer the best food, anytime, anywhere (click & collect, takeaway meals, delivery, connected vending machines, etc.);
- The portfolio has also been managed more actively by on the one hand, with acquisitions to strengthen Sodexo's multi-channel catering offer in a context of a hybrid workplace, and with

acquisitions in France, the Netherlands, and the United-Kingdom to develop Entegra, Sodexo's Group purchasing organization subsidiary. On the other hand, divestment has continued from activities or services that no longer fit within the Group's strategy, notably with the sale of the Lido in France and the worldwide childcare business. Sodexo now operates in 53 countries, compared with 56 a year ago and 80 in 2018.

- The organization also evolved to enhance effectiveness with the transfer of full P&L responsibility for our On-site Services to the regions and countries which are now grouped into three geographic zones (North America, Europe and Rest of the World). The Sodexo Leadership Team now comprises 11 members.

The markets in which the Group operates are very attractive and growing, while outsourcing is on the rise: the Food Services market represents 240 billion euros globally, 53% self-operated, and the Facilities Management Services market represents 380 billion euros, of which 51% is self-operated. The strategy of refocusing and accelerating through 2025 presented at the beginning of November aims to seize these opportunities and generate sustainable and profitable growth, as well as create value for shareholders and all Group stakeholders.

Sodexo's ambition to be the world leader in sustainable food and valued experiences at every moment in life (learn, work, heal and play) is based on three pillars:

- Refocusing on Food Services thanks to the acceleration of advanced food models and being more selective in Facilities Management with services that complement and enhance the experience while adding value to our customers and consumers;
- Accelerating Benefits & Rewards Services profitable growth: by accelerating in Meal & Food markets while augmenting its core business. The implementation of a specific governance process allows it to accelerate its development while addressing the specific challenges associated with its competitive environment. For the first time, Benefits & Rewards Services presented its own guidance, targeting, for Fiscal 2023, an organic revenue growth between +12 and +15% and an Underlying operating profit margin around 30%, and for Fiscal 2024 and 2025, low double-digit organic revenue growth and an Underlying operating profit margin above 30% in Fiscal 2025.
- Strengthening our impact as market maker in sustainability. In line with our mission and purpose, having a positive impact on the planet and people is at the core of Sodexo's business. Sodexo has announced the launch of a process with SBTi to formalize its 'science-based' 2040 Net Zero commitment, as well as the extension of the deployment of its WasteWatch program to 85% of its food service sites by 2025 vs 46% in Fiscal 2022.

The strategy of refocusing and accelerating is supported by three levers: investments in Tech & Data, Commercial Excellence and Supply Chain Power.

For Fiscal 2023, inflation management will continue to be a key challenge for Sodexo teams. The Group expects organic revenue growth between +8 and +10% and an underlying operating margin close to 5.5% at constant rates.

For Fiscal 2024 and 2025, the Group aims for organic revenue growth of +6 to +8% and an underlying operating margin above 6% in Fiscal 2025.

Sophie Bellon then discussed the governance developments that took place during the year with her appointment as Chief Executive Officer in addition to her office of Chairwoman of the Board of Directors and that of Luc Messier, as independent Lead Director. The renewal of his directorship was submitted to the vote of this Meeting, as well as those of Véronique Laury and

Cécile Tandeau de Marsac. The appointment of Patrice de Talhouët was also put to a vote as a new member of the Board of Directors.

Other interventions and presentations

The following individuals also spoke during the Shareholders' Meeting:

- Luc Messier, independent Lead Director, presented to the Meeting the purpose and the summary of his mission since his appointment in March 2022. On this occasion, a video of Sodexo's corporate governance during Fiscal 2022, including the composition and activity of the Board of Directors and its Committees, was shown.
- Patrice de Talhouët introduced himself to the shareholders, his appointment as Director having been proposed to the vote of the Shareholders' Meeting;
- Cécile Tandeau de Marsac, Chairwoman of the Compensation Committee, presented the compensation elements paid or awarded to Sophie Bellon, Chairwoman and CEO, and the Directors, as well as the proposed compensation policies for Fiscal 2023;
- Caroline Bruno-Diaz, from KPMG, presented the auditors' reports on the financial statements and consolidated financial statements for Fiscal 2022 as well as the special report on the related party agreements and the report on the financial resolution proposed to the shareholders' vote.

Q&A session

As usual, shareholders had been given the opportunity to send written questions to the Chairwoman and CEO as from the date of the convening of the Meeting. The Company received no written questions from shareholders.

Before the Meeting, the Investor Relations team also asked the members of the Shareholder Club to submit any questions. These ideas were included in the presentations of Sophie Bellon and Marc Rolland.

A chat facility was also made available to shareholders during the Meeting, to allow those online to ask questions but there were no questions.

The live Q&A session with shareholders who were present at the Seine Musicale is summarized below:

Question: Why did you sell Le Lido?

Answer: The sale of Le Lido is part of the more active portfolio management of Sodexo Live! which has a strong growth strategy and of which Le Lido was no longer part of. Investments have therefore been refocused on the development of food services and brands, such as Lenôtre, Bateaux Parisiens, Batobus or Yachts de Paris as well as brands present in the United States.

Question: Does Sodexo have an activity in Senior homes?

Answer: The Group has a strong presence in France in activities for seniors and with certain Senior home chains. Several offers have been developed in this segment, including a food offer bringing together the collaboration of a chef, doctors and nutritionists. The Group is very vigilant about what is being done in this area, the quality of our offers and the satisfaction of seniors and their families.

Question: What are Sodexo's ambitions in China?

Answer: Sodexo has been present in China for more than 25 years through fast-growing, profitable Food and Facilities Management Services. With a minority stake in Meican, a local food tech player, the ambition is to reinforce innovation of Sodexo's Food offerings.

Question: What synergies are expected following the strengthening of the partnership with the Ardent Health Services hospital chain in the United States?

Answer: Sodexo had already worked with the Ardent Group and at the end of Fiscal 2022 concluded a global contract for an annual amount of 100 million euros for food, disinfection, hygiene and cleaning services. This is a good development of the offer in the United States and proof of the confidence of our clients.

Question: After the launch of the mobile app «Everyday» in the United States, does an equivalent exist or is one expected in Europe?

Answer: The «Everyday» app addresses the desire of consumers to receive offers through new channels. This app helps us to establish a direct link with consumers, to better understand their expectations, respond more rapidly and efficiently and to better anticipate their needs. The app started in Corporate Services in the United States before expanding to Universities.

In France, the «SoHappy!» app has been developed on a very large number of sites, in companies, primary, secondary and high schools, and aims to offer a multi-channel hybrid offer.

Question: How do you intend to distribute the value-added to the various stakeholders by 2025?

Answer: Sodexo has always considered that the Company has three very important stakeholders who are first clients, then employees, and shareholders. While everyone may have conflicting expectations, the Group believes that the best way to reconcile these expectations is profitable growth.

Question: Has digitalization made it possible to develop tools to adapt more quickly and compensate for inflation?

Answer: Digitalization brings a different way of working as well as more direct access to the Group's consumers and employees. The use of data on product swaps, for example, ensures better purchasing and management of the choice of certain products according to defined criteria, inflation being one of them. The digitalization of tools is a way to work more efficiently on inflation, but also in many other areas.

Question: How do you keep employees engaged? How is it measured and what are the results today?

Answer: The period is critical in all businesses and that is why the Group remained mobilized during the Fiscal year, notably by strengthening the HR teams, continuing to invest in training and ensuring workplace safety. A training program for managers started in France this year and is currently being developed at Group level. A budget has been dedicated to allow, for example, employees based in the United States to have longer maternity leave as well as paternity leave.

Sodexo's regular employee engagement survey measures this commitment, it was at 78.3% in 2021.

Question: What are the impacts of inflation on On-site Services and on the Benefits & Rewards Services?

Answer: Benefits & Rewards Services clients are reasonable and conscious of the need for changes in face value, and, in some countries are also used to seeing face values increase regularly, up to twice a year.

For On-site Services activities, contracts have indexation clauses, applied at least once a year or provide for negotiations on inflation. A gap may exist between the reference period for the calculation of tariff and the evolution of the indices or renegotiations. It is therefore important to conduct negotiations and challenge indices more frequently when inflation is higher than in periods where inflation is low. Operational mitigation plans bridge the timing gap between cost inflation and price increases.

Question: How are Facilities Management services selected?

Answer: Throughout Covid, starting in February 2020 and into Fiscal 2021, the food services revenues fell by up to 30% while the Facilities Management Services were more resilient. Today, the balance of 60% for food and 40% for Facilities Management activities has been restored. Strategic analysis conducted two years ago identified the competitive environment and the margin, by segment or country. This has resulted in being much more selective, for example, in the education segment. In healthcare or for strategic contracts, the objective is to bring value to our customers through Facilities Management Services.

Question: What is Sodexo's position regarding the development of territorial food plans that affect school canteens?

Answer: Sodexo has always adapted to changes in regulations, including those concerning school canteens. The Group is also very advanced in proposing organic and local products for the Schools segment, which is a demanding segment and on which we are the most innovative. It is often these innovations that allow us to progress on other segments such as Corporate, healthcare or seniors.

Voting on resolutions

The Combined Shareholders' Meeting approved all the resolutions proposed by the Board of Directors and especially:

- Setting the dividend at €2.40 per share. The ex-dividend date of the coupon is December 23, 2022, and the dividend will be paid on December 28, 2022.
- The reappointment of Véronique Laury, Luc Messier and Cécile Tandeau de Marsac as Directors, for a period of 3 years.
- The appointment of Patrice de Talhouët as new Director for a period of 3 years.
- The appointment of Ernst & Young Audit as statutory auditor.
- The approval of all the resolutions related to compensation.
- The share buyback program.

The detailed voting results are available in the « Finance – Shareholders – Shareholders Meetings » section of the Sodexo website where the replay of this Meeting is also available, in French and in English.

Before closing the Meeting, Sophie Bellon thanked the shareholders for their participation in the Meeting and for their support throughout the crisis.

The next Shareholders' Meeting will take place in December 2023.
