

### 3.2.9 Report by one of the Statutory Auditors appointed as an independent third party, on the consolidated non-financial performance statement in the Management Report

*This is a free English translation of the Statutory Auditors' report issued in French and it is provided solely for the convenience of English-speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.*

#### Sodexo S.A.

Head office: 255, quai de la Bataille-de-Stalingrad  
92130 Issy-les-Moulineaux

For the year ended August 31, 2018

To the shareholders,

In our capacity as an independent third party of Sodexo S.A., certified by the French Accreditation Committee (*Comité Français d'Accréditation* or COFRAC) under number 3-1049<sup>(1)</sup>, we hereby report to you on the consolidated extra-financial statement for the year ended August 31, 2018, (hereinafter the "Statement"), included in the Group Management Report, in accordance with the legal and regulatory provisions of Articles L.225-102-1, R.225-105 and R.225-105-1 of the French Commercial Code (*Code de commerce*).

#### Company's responsibility

It is the Board of Directors's responsibility to prepare a Statement in accordance with the legal and regulatory provisions, including a presentation of the business model, a description of the main extra-financial risks, a presentation of policies applied to mitigate these risks and the outcomes of those policies, including key performance indicators.

The Statement has been prepared applying the procedures of the company, (hereinafter the "Guidelines"), the most significant aspects of which are presented in the Statement (or available on the website or on request, etc.).

#### Independence and quality control

Our independence is defined by the provisions of Article L.822-11-3 of the French Commercial Code (*Code de commerce*) and the French Code of Ethics (*Code de déontologie*) for statutory auditors. Moreover, we have implemented a quality control system which includes documented policies and procedures to ensure compliance with applicable ethical rules, professional standards, laws and regulations.

#### Statutory Auditor's responsibility

On the basis of our work, it is our responsibility to express an opinion of limited assurance about whether:

- the Statement complies with the provisions of Article R.225-105 of the French Commercial Code (*Code de commerce*);
- the information provided (hereinafter the "Information") is fairly presented in accordance with Article R.225-105-I<sup>(2)</sup> and II of the French Commercial Code (*Code de commerce*) concerning appropriate due diligence processes and policy outcomes including the key performance indicators on the main risks;

It is our responsibility to express, at the request of the company and outside of the scope of certification, reasonable assurance that information selected by the Company and identified by the symbol V in chapter 3 of the Management Report has been prepared, in all material respects, in accordance with the Guidelines.

However, it is not our responsibility to issue an opinion on:

- the company's compliance with any other applicable legal provisions, especially with those in accordance with the Duty of Vigilance, with the fight against corruption and with the fiscal fraud;
- the compliance of products and services with applicable regulations.

### Conclusion on the fairness of the CSR Information

#### Nature and scope of our work

We performed our work described below in accordance with the articles A. 225-1 and the ones following, of the French Commercial Code, defining the conditions under which the independent third party performs its engagement, and with the professional guidance issued by the French Institute of Statutory Auditors (*Compagnie nationale des commissaires aux comptes* or CNCC) relating to this engagement, and with ISAE 3000 (International standard on assurance engagements other than audits or reviews of historical financial information).

1 For which the scope is available at [www.cofrac.fr](http://www.cofrac.fr).

2 Refer to the list of key indicators in Appendix 1 of this report.

We conducted work to form an opinion on the Statement's compliance with legal and regulatory provisions and the fair presentation of the Information therein:

- we gained an understanding of the activity of all companies in the consolidation scope, of the Entity's exposure to the main social and environmental risks relating to the business activity and, if applicable, of its effects on human rights and the fight against corruption, including any related policies and their outcomes;
- we assessed the appropriateness of the Guidelines in terms of their relevance, completeness, reliability, neutrality and clarity, by taking into consideration, where relevant, the sector's best practices;
- we verified that the Statement covers every category of information required under Article L.225-102-1, Paragraph III concerning social and environmental matters as well as respect for human rights, the fight against corruption and against fiscal fraud;
- we verified that the Statement presents the business model and the main risks relating to the Entity's business activity of all companies in the consolidation scope, including – if relevant and proportionate – risks created by business relationships, its products or services, in accordance with disclosures required under Article R.225-105-I, and the policies, appropriate due diligence processes and outcomes, including key performance indicators;
- we verified that the Statement presents disclosures required under article R.225-105-II if they are relevant given the main risks or policies presented;
- we obtained an understanding of the process for identifying, prioritizing and validating main risks;
- we enquired about the existence of internal control and risk management procedures implemented by the company;
- we verified that the Statement covers all companies in the consolidation scope in accordance with Article L.233-16 within the limits specified in the Statement;
- we assessed the data collection process implemented by the entity to ensure the completeness and fair presentation of the policy outcomes and key performance indicators that must be mentioned in the Statement;
- for key performance indicators and a selection of other quantitative outcomes<sup>(1)</sup> that we considered the most important, we set up:
  - analytical procedures to verify that data collected are correctly consolidated and that any changes to the data are consistent,
  - tests of details based on sampling to verify that definitions and procedures are correctly applied and to reconcile data with supporting documents. The work was carried out with a selection of entities contributing to the report<sup>(2)</sup> and represents between 15 to 84% of consolidated data of key performance indicators and outcomes selected for these tests;
- we referred to documentary sources and conducted interviews to corroborate the appropriate due diligence processes that we deemed the most important<sup>(3)</sup> (organization, policies, actions, qualitative outcomes);
- we gained an understanding of the overall consistency of the Statement based on our understanding of the Company.

We believe that the sampling methods and sample sizes we have used, based on our professional judgement, are sufficient to provide a basis for our limited assurance opinion. A higher level of assurance would have required us to carry out more extensive procedures.

### Nature and scope of our work

Our work drew on the skills of nine individuals.

To assist us in conducting our work, we called on our firm's sustainable development and CSR specialists. We conducted ten interviews with the individuals responsible for preparing the Statement.

### Conclusion

Based on our work, we have no material misstatements to report that would call into question the Statement's compliance with the applicable regulatory provisions, or the fair presentation of the information, taken as a whole, in accordance with the Guidelines.

1 Refer to the list of key indicators in Appendix 1 of this report.

2 Entities selected in the context of legal limited assurance:  
- Sodexo On-Site Services: Sodexo France, Sodexo Finland, Sodexo USA;  
- Sodexo Benefits & Rewards: Sodexo Pass France;

Complementary entities selected under reasonable assurance, outside the scope of accreditation;  
- On-Site Services: Sodexo UK & Ireland, Sodexo Luxembourg, Sodexo Spain.

3 Refer to the list of key indicators in Appendix 1 of this report.

## Reasonable assurance on a selection of CSR Information

### Nature and scope of the work

For the information selected by the Group and identified by the symbol ✓, our audit consisted of work of the same nature as described in paragraph "Nature and scope of our work" above for CSR information considered the most important, but in more depth, particularly regarding the number of tests.

The selected sample represents between 44% and 63% of the information identified by the symbol ✓ published.

We consider that this work enables us to express a conclusion of reasonable assurance for the information selected by the Group and identified by the symbol ✓.

### Conclusion

In our opinion, the information selected by the Group and identified by the symbol ✓ is fairly presented, in all material respects, in compliance with the Guidelines.

French original signed by:

Paris-La Défense, November 5, 2018

**KPMG SA**

Philippe Arnaud  
*Partner*  
*Sustainability Services*

Hervé Chopin  
*Partner*  
*Audit*