

## Reply to a question received prior to the Shareholders' Meeting

Question from Unigestion SA :

An institutional investor, Unigestion SA, asked the Board of Directors to reconsider the proposal to re-elect Patricia Bellinger to the Board of Directors. Unigestion considers that after her re-election the composition of Sodexo's Board of Directors will no longer comply with the recommendations of the Afep-Medef Code with respect to board member independence.

Sodexo's reply:

For controlled companies like Sodexo (Bellon SA holds nearly 55 % of the exercisable voting rights), the Afep-Medef Code requires that one-third of board members be independent. If all of the resolutions are adopted, four out of twelve board members meet the Afep-Medef Code independence requirements. Patricia Bellinger, who is American, makes an important contribution to the Board of Directors; she is an expert in human resources topics and in particular, diversity. She has considerable business experience and currently works in academia. The Board considers that the advantages of keeping her on the Board significantly outweigh any lack of independence which could be attributed to her according to the Afep-Medef Code, given that the composition of the Board will continue to be in compliance with the Code.