

Sodexo - Results of the adjourned meetings in relation to the solicitation of consents of the bondholders

Issy-les-Moulineaux, August 8, 2023

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION DIRECTLY OR INDIRECTLY IN ANY JURISDICTION OR TO ANY PERSON LOCATED OR RESIDENT IN ANY JURISDICTION WHERE IT IS UNLAWFUL TO RELEASE, PUBLISH OR DISTRIBUTE THIS ANNOUNCEMENT.

Neither this announcement nor the Consent Solicitation Memorandum constitutes an invitation to participate in the Consent Solicitation in any jurisdiction in which, or to any person to or from whom, it is unlawful to make such invitation or for there to be such participation under applicable securities laws or regulations. The distribution of this announcement or of the Consent Solicitation Memorandum in certain jurisdictions may be restricted by law or regulations. Persons into whose possession this announcement or the Consent Solicitation Memorandum comes are required by the Issuer (as defined below), Citigroup Global Markets Limited, HSBC Continental Europe and J.P. Morgan SE (the "Solicitation Agents"), D.F. King (the "Information and Tabulation Agent") and Citibank, N.A. and BNP Paribas (the "Fiscal Agents") to inform themselves about, and to observe, any such restrictions.

Sodexo hereby announces the results of the adjourned meetings in relation to the solicitation of consents of the holders of bonds listed below launched on July 3, 2023 in the context of the proposed spin-off by the Issuer of its Benefits & Rewards Services ("BRS") branch¹.

Terms and conditions of the consent solicitations are set out in the Consent Solicitation Memorandum dated July 3, 2023, as amended, and relevant notices of meeting distributed to the bondholders in the manner specified in the terms and conditions of such bonds.

Sodexo bonds	ISIN / Common Code	Results
EUR 500,000,000 0.500 per cent. Bonds due 17 January 2024	ISIN: XS2203995910 Common Code: 220399591	Approved
EUR 800,000,000 0.750 per cent. Bonds due 14 April 2027	ISIN: XS1505132602 Common Code: 150513260	Approved
EUR 500,000,000 1.000 per cent. Bonds due 17 July 2028	ISIN: XS2203996132 Common Code: 220399613	Approved
EUR 800,000,000 1.000 per cent. Bonds due 27 April 2029	ISIN: XS2163333656 Common Code: 216333365	Approved

DISCLAIMER

By participating in the Consent Solicitation and attending, and/or submitting Voting Instructions or approving a proxy in relation to the Meeting, the Bondholders will be deemed to have made and given the representations, warranties and undertakings set out in the Consent Solicitation Memorandum.

In particular, the Proposal is not being made to Bondholders who are persons resident or located in any jurisdiction in which the making of the Proposal would not be in compliance with the securities laws of such jurisdictions.

¹ See Sodexo press release dated July 3, 2023 available on its website (www.sodexo.com).

Neither the Consent Solicitation Memorandum nor this announcement constitutes an invitation to participate in the Consent Solicitation in any jurisdiction in which, or to any person to whom, it is unlawful to make such invitation or for there to be such participation under applicable securities laws or regulations. The distribution of the Consent Solicitation Memorandum and this announcement in certain jurisdictions may be restricted by laws or regulations.

Persons into whose possession the Consent Solicitation Memorandum and this announcement comes are required by each of the Issuer, the Solicitation Agents, the Fiscal Agents, and the Information and Tabulation Agent to inform themselves about, and to observe, any such restrictions. None of the Issuer, the Solicitation Agents, the Fiscal Agents or the Information and Tabulation Agent will incur any liability for its own failure or the failure of any other person or persons to comply with the provisions of any such restrictions.

Neither the Consent Solicitation Memorandum nor this announcement is an offer of securities for sale in the United States or to any U.S. person. Securities may not be offered or sold in the United States absent registration or an exemption from registration. The Bonds have not been, and will not be, registered under the Securities Act, or the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons, unless an exemption from the registration requirements of the Securities Act is available.

*For the purpose of the Consent Solicitation Memorandum and this announcement, “**United States**” means the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia. Terms used in this paragraph have the meaning given to them by the Securities Act.*

*In addition, the communication of the Consent Solicitation Memorandum, this announcement and any other documents or materials relating to the Proposal is not being made, and such documents and/or materials have not been approved, by an authorized person for the purposes of section 21 of the Financial Services and Markets Act 2000 (“**FSMA**”). Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. Such documents and/or materials are only directed at and may only be communicated to (1) any person within Article 43(2) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, which includes a creditor or member of the Issuer, and (2) to any other persons to whom these documents and/or materials may lawfully be communicated in circumstances where section 21(1) of the FSMA does not apply.*

About Sodexo

Founded in Marseille in 1966 by Pierre Bellon, Sodexo is the global leader in sustainable food and valued experiences at every moment in life: learn, work, heal and play. Operating in 53 countries, our 422,000 employees serve 100 million consumers each day. The Sodexo Group stands out for its independence and its founding family shareholding, its responsible business model and its portfolio of activities including Food Services, Facilities Management Services and Employee Benefit Solutions. This diversified offer meets all the challenges of everyday life with a dual goal: to improve the quality of life of our employees and those we serve, and contribute to the economic, social and environmental progress in the communities where we operate. For Sodexo, growth and social commitment go hand in hand. Our purpose is to create a better everyday for everyone to build a better life for all.

Sodexo is included in the CAC Next 20, CAC 40 ESG, CAC SBT 1.5, FTSE 4 Good and DJSI indices.

Key figures

- 21.1 billion euros in Fiscal 2022 consolidated revenues
- 422,000 employees as at August 31, 2022
- #2 France-based private employer worldwide
- 53 countries
- 100 million consumers served daily
- 13.7 billion euros in market capitalization (as at August 7, 2023)

Contacts

Analysts and Investors

Virginia Jeanson
+33 1 57 75 80 56
virginia.jeanson@sodexo.com

Media

Mathieu Scaravetti
+33 6 28 62 21 91
mathieu.scaravetti@sodexo.com