



# Leader in sustainable food Designer of valued experiences

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Sodexo is committed to the practice of Integrated Reporting, based on the recommendations of the International Integrated Reporting Council (IIRC) and the Group's roadmap for corporate responsibility, Better Tomorrow 2025. Managers from various departments within the Group took part in a series of workshops to cocreate the report, ensuring there is a common perspective on Sodexo's overall economic, social and environmental performance. This Fiscal 2024 Integrated Report draws on information from the Universal Registration Document in which it is published.



This is a translation into English of the Universal Registration Document of the Company issued in French and available on the website of the Issuer.

The Universal Registration Document was filed on November 5, 2024 with the AMF, as competent authority under Regulation (EU) 2017/1129, without prior approval pursuant to Article 9 of the said regulation.

The Universal Registration Document may be used for the purposes of a public offering of securities or admission of securities to trading on a regulated market if completed by a securities note and, if applicable, a summary and any amendments to the Universal Registration Document. The whole document is approved by the AMF in accordance with Regulation (EU) 2017/1129.

This Document is a reproduction of the official version of the Universal Registration Document including the 2024 Annual Financial Report prepared in accordance with the European Single Electronic Format (ESEF) and filed with the AMF, available on Sodexo's website, [www.sodexo.com](http://www.sodexo.com), and on the AMF website, [www.amf-france.org](http://www.amf-france.org)

# The world leader in sustainable food and valued experiences, at every moment in life.

Founded in Marseille in 1966 by Pierre Bellon, Sodexo has developed a unique responsible business model and an integrated service offering that creates value for all its stakeholders.

Since its creation, Sodexo's founding mission has positioned the company as a pioneer to meet the challenges of everyday life.

The Group stands out for its independence, its founding family shareholding and its business model. Through its two activities of Food and Facilities Management services, it strives to be the world leader in sustainable food and valued experiences.

## Key figures as of August 31, 2024

**23.8 billion euros**

consolidated revenues

**423,000**

employees

**27,000**

client sites

**#1**

France-based private  
employer worldwide\*

**45**

countries

**80 million**

consumers served daily

**11.9 billion euros**

in market capitalization

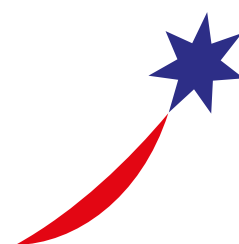
**82.5%**

employee engagement rate

Listed on the **CAC Next 20**,  
**Bloomberg France 40**,  
**CAC 40 ESG**, **CAC SBT 1.5**,  
**FTSE 4 Good** and **DJSI**.

Source Sodexo

\* 2024 Forbes Global 2000 ranking



**“In 2024, we took major steps to simplify the Group and laid a strong strategic foundation for a future that will create value for all our stakeholders.**



**Sophie Bellon,  
Chairwoman of the Board  
and Chief Executive Officer**

**When I stepped into the role of Group's CEO three years ago, I shared my ambition for Sodexo to become the world leader in sustainable food and valued experiences and initiated the Group's transformation journey to accelerate its profitable and responsible growth. 2024 has been a year of tremendous progress in implementing our strategic plan, and memorable in many ways.**

We are particularly proud of our contribution to the Paris 2024 Olympic and Paralympic Games. This extraordinary event was a logistical, culinary and human feat, demonstrating our expertise in delivering quality food service on a very large scale, with up to 40,000 meals served every day.

Our employees dedicated their passion and creativity into creating an exceptional experience for all our guests, showcasing our expertise.

During this fiscal year, we took decisive steps to simplify and refocus our business. Accelerating Pluxee's profitable growth was one of the top priorities announced in 2022. The spin-off and listing of Pluxee represents a defining transaction that makes us more agile and strengthens our strategic focus. Additionally, the recent sale of Sofinsod – Sodexo's cross-shareholding in Bellon SA – clarifies Sodexo's ownership structure and makes it more transparent.

Sodexo is now well equipped to seize the opportunities in a global market estimated at more than 600 billion euros.

As part of our strategy, our first pillar is to refocus on Food services while pursuing targeted growth in Facilities Management services. We rebalanced our business portfolio with Food services now accounting for 66% of Sodexo's revenues.

We are making significant strides in developing our food brands. *Modern Recipe*, *The Good Eating Company* and *Kitchen Works* are redefining the culinary experiences we provide, reinforcing the modernity and attractiveness of our offering while enabling us to be more efficient and competitive. Today, 37% of Food service revenues are generated by these branded offers.

We continue to transform our production models, with the rollout of next-generation culinary workshops that combine culinary excellence, efficiency and sustainability. This year, *Prêt-à-Cuisiner* was inaugurated in France based on the *Colina* model in Chile, while *MasterKitchen* in India is already producing more than 45,000 meals a day. In the United States, our largest market, we enhanced our *InReach* convenience offering with five acquisitions in Fiscal 2024.

With respect to Facilities Management services, we take pride in helping our clients improve their employees' experience at their sites by offering additional services that enhance the food experience (reception, concierge service, space planning, etc.) and by providing high value-added services tailored to their environments (smart buildings, sustainable energy management, etc.). The renewal of our contracts with global strategic accounts is a testament to the key role we play in creating appealing working environments for clients, while also contributing to their operational efficiency and their own sustainability commitments.



The second pillar of our strategy aims to ramp up and accelerate our sustainability impact.

At Sodexo, we firmly believe that food is one of the most powerful levers to reduce the environmental impact of human activities. As a global player, we have a responsibility to encourage production practices and eating habits that are healthy and respect the planet and communities. Our thousands of chefs worldwide play a pivotal role in this transition, serving as both creators of flavors and ambassadors of new, virtuous culinary practices. Training them, developing their expertise and valuing the role they play in offering more responsible food choices is central to what we do. What makes food particularly special is that it is deeply rooted in cultural identities. Incorporating this multicultural dimension is crucial for building inclusive and sustainable solutions. As such, the first International Sustainable Food Barometer, published by Sodexo in late 2023, provided valuable lessons to better understand obstacles to healthy, sustainable food and develop ways to overcome them. It strengthened our commitment to taking concrete action in delivering solutions tailored to our clients' needs. We embrace this challenge day after day with ambition and conviction.

Because reducing our carbon footprint across our value chain remains a top priority, this year we continued collaborating with our suppliers, teams and clients to optimize energy consumption, offer low-carbon meals and scale up our food waste prevention initiatives. Our waste reduction program, WasteWatch, enabled us to achieve an average waste reduction of -41%. Additionally, our carbon emissions are down by -2.5% (vs. 2023, absolute scopes 1, 2 and 3).

We have made significant progress in implementing our holistic approach to having a positive impact on people and the planet. For the second consecutive year, we achieved record-high performance in Health and Safety at work. The support we provide to our on-site employees, a key driver of employee attraction and retention, is also a high priority, as illustrated by the rollout of our global employee benefits program Vita, which will be effective in 60% of the countries in which we operate by the end of 2024. We are also advancing our efforts in terms of Diversity, Equity and Inclusion, an area in which Sodexo has long excelled and continues to challenge itself to make further progress. For example, 41% of the company's Senior Executives are women.

A key differentiator for our clients and a unique feature of the Group since it was created, our environmental, social and societal commitments make Sodexo an attractive employer for talents. These commitments also regularly earn us recognition from various institutions. As an example, in 2024 Sodexo was the only company in its sector included among the global leaders in the CDP Climate Change A list. We were also ranked among the 2024 "World's Most Ethical Companies<sup>®</sup>" by Ethisphere.

Our strategic pillars are underpinned by key growth levers. We are making progress in transforming our supply chain, with a disciplined approach to streamlining our catalog. We invested over 600 million euros in Fiscal 2024 in technology, digital initiatives and data to strengthen our direct relationship with consumers (demonstrated by a 25% annual increase in active users on our digital apps) and to embed artificial intelligence in our operations.

We are also expanding our centers of expertise and innovation to support growth across all our countries.

Thanks to all this progress, Sodexo has once again delivered a strong performance this year, reporting revenues of 23.8 billion euros, with organic revenue growth up +7.9%, and an operating margin of 4.7%, an increase of 40 basis points. Our commercial development achieved a significant milestone, reaching a record 1.9 billion euros and we are committed to achieving a client retention performance of 96% over the long term. We returned to our pre-Pluxee spin-off financial position, reducing our net debt and increasing our financial leverage, thereby demonstrating our business model's ability to generate liquidity.

None of these results would have been possible without the exceptional commitment of our teams around the world. I warmly thank all of Sodexo's 423,000 employees for their dedicated service spirit, team spirit and spirit of progress in a complex and demanding environment. Every day in every school, university, company, institution, hospital, stadium and hospitality venues where they work, our employees embody our values, share their passion and expertise, and strive to serve our consumers better.

We have made great progress over the past year. 2025 will be a pivotal year in which we will demonstrate our ability to fulfill the commitments made in 2022 and affirm our determination to transform Sodexo. Our new 2028 strategic plan will be a combination of continuity and acceleration.

I am confident that the solid foundations we have laid, coupled with our values and our commitment to innovation and sustainability, will empower us to seize the opportunities that lie ahead. These elements will shape the future chapters of Sodexo's history, which we will write by harnessing on the talents of tomorrow.

Thank you to our employees for their exceptional commitment, and to our clients, shareholders and partners for their trust and continued support.

**Sodexo is pursuing its transformation with determination by enhancing operational excellence and reaffirming its commitments to innovation and sustainability."**



# 1

## Integrated Report

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# Profile

Operating in 45 countries, Sodexo draws on the know-how and expertise of its employees at over 27,000 client sites, improving the lives of 80 million consumers every day.

# The women and men at Sodexo: the embodiment of the Group's mission and values

Since 1966, guided by a founding mission, strong values and an entrepreneurial spirit, the women and men at Sodexo have served their clients and consumers. Sodexo is one of the largest employers in the world. The Group's continued growth is a result of the professionalism, commitment, and performance of diverse teams. Ethical and responsible business conduct is a fundamental pillar of Sodexo's commitments, essential to its success and the basis of the trust placed in it by its stakeholders.

## Our mission

**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.**

## Our values



### Service spirit

Clients and consumers are at the center of everything we do.



### Team spirit

Each person's skills combine with other team members' knowledge to help ensure Sodexo's success.



### Spirit of progress

Understanding one's successes as well as one's failures is fundamental to continuous improvement.



## Ethics and compliance: central to the Group's governance and commitments

Sodexo is built on strong ethical principles that guide its development and contribute to its reputation. These principles are the cornerstone of the Group's culture, business model and policies on compliance, innovation, corporate responsibility, sponsorship, human rights and diversity, equity and inclusion. The Group's leaders and employees must respect and apply all applicable rules and standards according to the principles of our Code of conduct, whether it is fighting corruption, providing accurate financial reports or protecting confidentiality.



### LOYALTY

Being a service company means making trust central to relationships with all stakeholders. Sodexo is built on a solid foundation of loyalty to its clients, employees and shareholders, and on honest and open relationships with them.



### RESPECT FOR PEOPLE

People are central to our business. Sodexo is committed to acting in favor of equal opportunity, regardless of ethnicity, age, gender, beliefs, religion or sexual orientation. Ensuring an inclusive workplace means treating each individual with respect, dignity and consideration.



### TRANSPARENCY

This is one of Sodexo's key principles that applies consistently to all stakeholders: clients, consumers, employees, shareholders and the general public. We ensure that everyone is informed in a clear and precise manner about our products, services, commitments and performance.



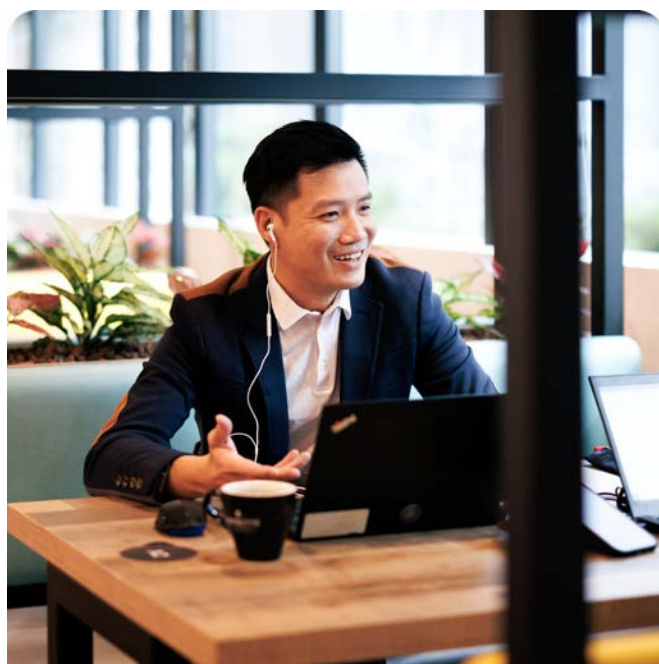
### INTEGRITY

We condemn any practices that are not based on honesty, integrity and fairness, regardless of where our company operates in the world. We make our position clear to our clients, suppliers and employees, and expect them to reject corrupt and unfair practices.

# Our activities for sustainable food and valued experiences

## Our Food and Facilities Management services

Through its two activities, Sodexo contributes to enhancing the moments that punctuate everyone's daily lives, ensuring a positive impact on people's health and well-being, on its clients' performance, as well as on its own ecosystem.



### Food services to make nutrition and taste available to all

Expert in food service, Sodexo offers healthy, balanced and varied meals every day, inspired by the latest culinary trends. In addition to traditional on-site Food services, Sodexo is currently transforming its service offering to provide solutions adapted to each environment to meet its clients' and consumers' needs and expectations. This adaptable, multi-channel offering, available at all times, incorporates many digital innovations and meets strict criteria in terms of commitment to responsible practices.



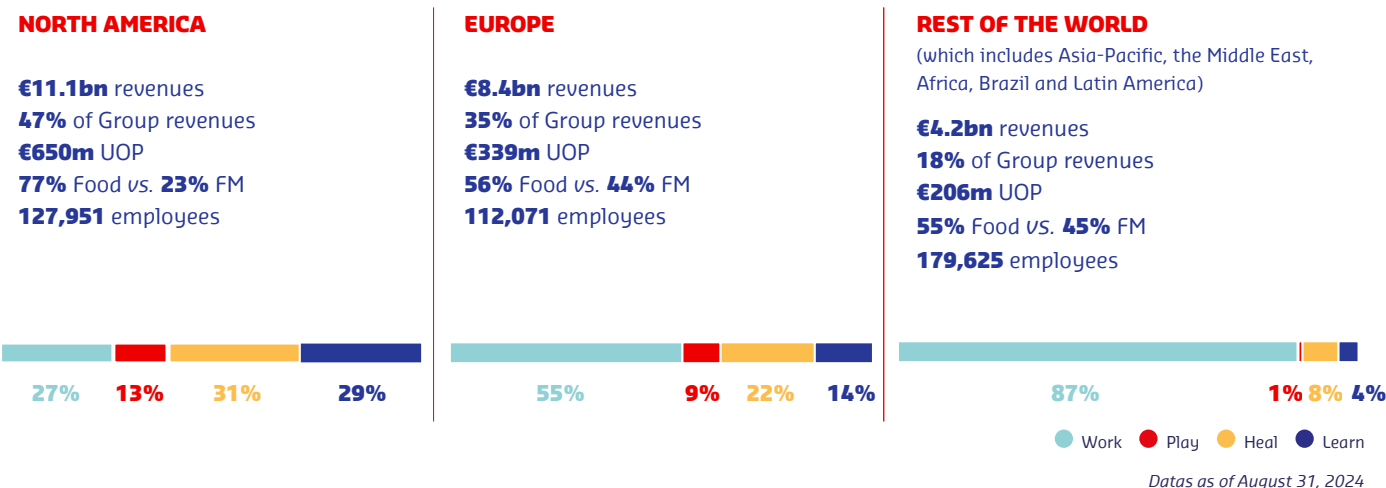
### Facilities Management services for increased efficiency and performance

Our expertise combines reception, hospitality and cleaning services (soft FM) and infrastructure maintenance services (hard FM). This two-fold expertise enables us to optimize the consumer experience by improving their satisfaction and well-being while also ensuring an optimal use of our resources, as well as those of our clients. As a trusted partner, Sodexo supports its clients by offering proven, expert technological solutions that put efficiency and sustainability at the heart of everyday challenges.



## Our geographic organization

Since October 2022, operational accountability for our activities has been transferred to regions and countries, grouped into three geographical areas, to ensure more empowerment and faster-decision-making and response times at a local level to best meet the needs of clients and consumers.



## Our market environments



### WORK Business & Administrations

**48%** of Group revenues

Sodexo creates positive work experiences that boost the engagement, well-being and productivity of its clients' employees. Through its services and its ecosystem of solutions adapted to different types of sites (offices, production sites, extreme environments, etc.), Sodexo supports companies and public institutions in designing and operating welcoming food experiences and work environments.



### HEAL Healthcare & Seniors

**24%** of Group revenues

Sodexo offers high value-added services throughout the care continuum, in clinics, hospitals or retirement homes: patient, resident and employee nutrition, retail, health technology maintenance, cleaning and infection control, serving easier and more personalized care pathways and contributing to the proper functioning of healthcare establishments.



### PLAY

**9%** of Group revenues

Sodexo Live! offers its clients a collection of tailor-made food, venue marketing and event ticketing services, in cultural destinations, stadiums and arenas, conference and convention centers, airport lounges and international events, helping to transform consumer experiences into unforgettable memories.



### LEARN Schools & Universities

**19%** of Group revenues

Sodexo supports institutions in their provision of a fulfilling attractive educational environment in schools and on campuses. The Group offers Food services, which contribute to the nutritional education of younger generations, as well as Facilities Management services and supports its clients with their infrastructure design and renovation projects.

# A sustainable value-creation model

## Our strengths

### A FAMILY-OWNED GROUP SINCE 1966, DRIVEN BY A FOUNDING MISSION

We 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.

A founding family shareholding, which guarantees a long-term vision with 42.8% of Sodexo's capital and 58% of the exercisable voting rights held by Bellon SA.

### A GLOBAL PLAYER WITH A LOCAL PRESENCE

- **27,000** sites in 45 countries
- **80 million** consumers
- Strong food brands
- An estimated market potential of **620 billion euros**

### COMMITTED, DIVERSE EMPLOYEES

- **423,467** employees
- **82.5%** engagement rate
- **53%** of employees are women
- **41%** of the Group's Senior Executives are women

### A SUSTAINABLE, RESPONSIBLE APPROACH

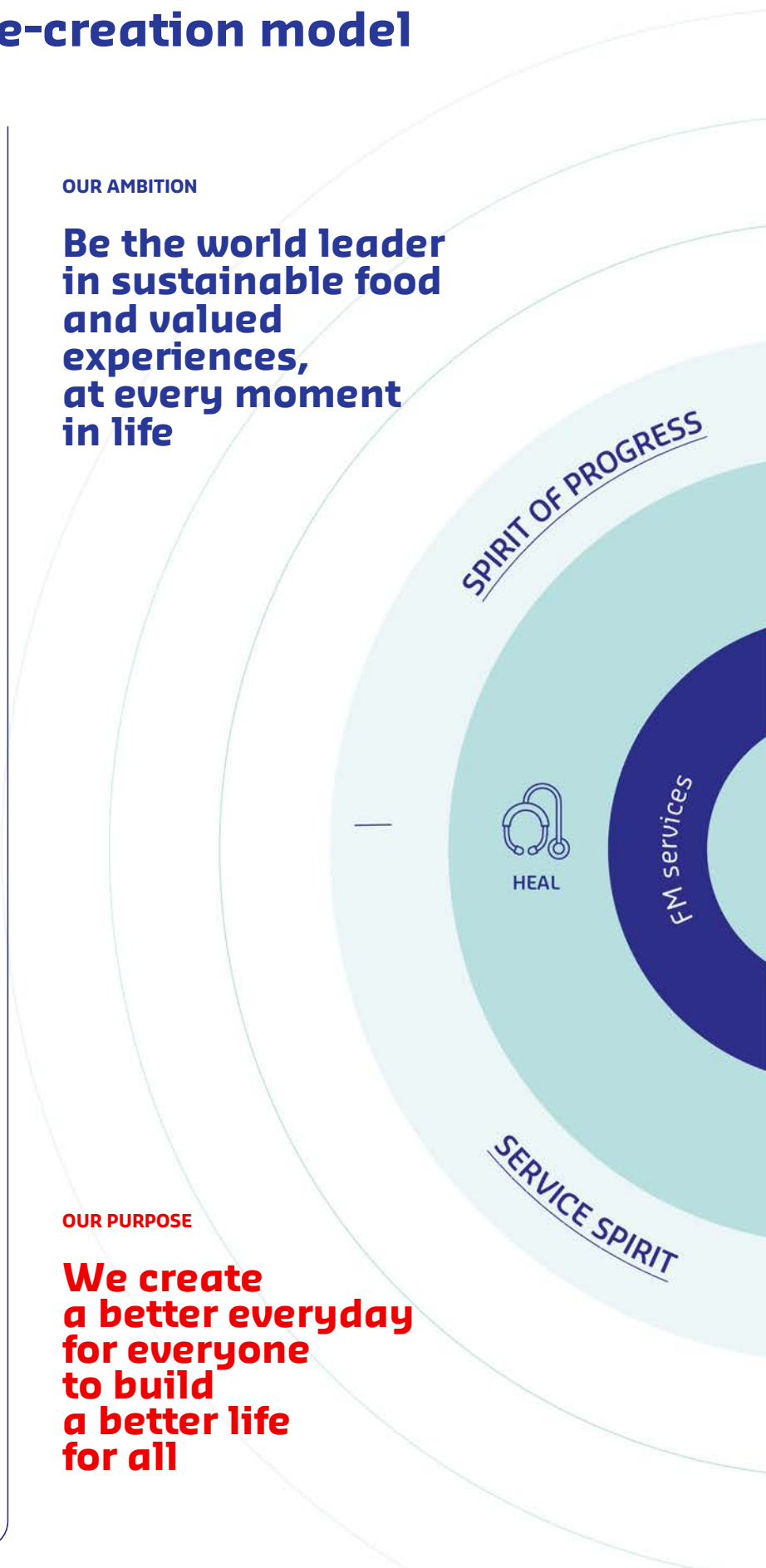
- Ethics and integrity at the core of our model
- Innovation insight gained from daily feedback from consumers and clients
- **Over 38 billion euros** in annual purchasing power
- **6,144** dietitians employed by Sodexo
- An ecosystem of committed stakeholders

## OUR AMBITION

**Be the world leader  
in sustainable food  
and valued  
experiences,  
at every moment  
in life**

## OUR PURPOSE

**We create  
a better everyday  
for everyone  
to build  
a better life  
for all**





Key figures as of August 31, 2024.

For more information, see Chapters 2 and 3 of the Universal Registration Document.

## Our value creation

### PEOPLE

#### Talent

- **#1** France-based private employer worldwide
- **81.5%** Employee Retention Rate
- **0.47** Lost Time Injury Rate (LTIR)

#### Clients and consumers

- **94.2%** Client Retention
- **95.5%** of our consumers are offered healthy lifestyle options

#### Communities

- **2.5 billion euros** spend with SMEs
- **92.5 million** Stop Hunger beneficiaries (since 2015)
- **8.7 million euros** invested in programs to empower women who are taking action against hunger in their communities (since 2015)

### PLANET

#### Climate

- **-29.7%** reduction in carbon emissions (vs. Fiscal 2017, absolute scopes 1 and 2)
- **76.9%** of Sodexo sites around the world have deployed the WasteWatch program with an average **-40.7%** reduction in food waste
- **73%** renewable electricity in Sodexo direct operations

#### Biodiversity

- **100%** certified sustainable palm oil
- **83.9%** of seafood purchases from responsible sources

### PROFIT

- **23.8 billion euros** in consolidated revenues (+7.9% organic growth)
- **1,109 million euros** in Underlying operating profit (+13.7% vs. Fiscal 2023)
- **11.9 billion euros** in market capitalization
- **2.65 euros** ordinary dividend per share proposed for the fiscal year, in addition to the special interim dividend of 6.24 euros per share paid in August

# A long-term vision ensured through founding family shareholding

Sodexo's independence is ensured through the shareholding of the family of Pierre Bellon, founder of the Company. This family-held control ensures a long-term vision and is one of the keys to Sodexo's success. As of August 31, 2024, Bellon SA held 42.8% of Sodexo's capital and 58% of the exercisable voting rights.

In June 2015, Mr. and Mrs. Pierre Bellon and their children entered into a 50-year agreement that prevents the direct descendants of Sodexo's founder from freely disposing of their shares in Bellon SA. Bellon SA does not intend to sell its shareholding in Sodexo to third parties.

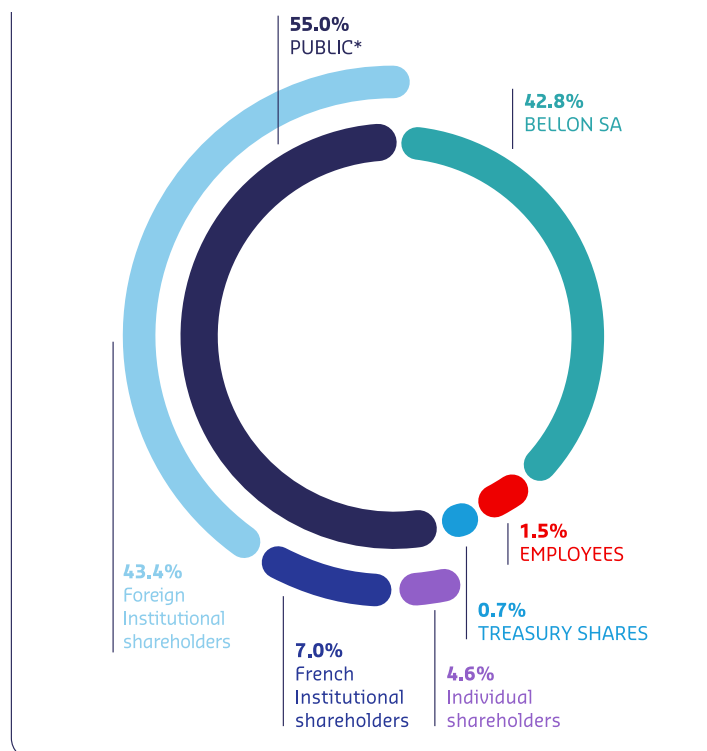
Sodexo's sustained commitment to developing a successful offering, nurturing lasting client relationships and building a truly international organization reflects Bellon SA's long-term vision.

To ensure this independence, a service agreement was concluded in 1991 between Sodexo and Bellon SA, and its last renewal was approved at the Shareholders Meeting on December 14, 2021, for a five-year period, to consolidate the position of Bellon SA as the Group's managing holding company.

In Fiscal 2024, Sodexo has proceeded with the sale of Sofinsod to Bellon SA for 918 million euros, enabling the simplification of its shareholding structure and the monetization of an illiquid asset, Sofinsod being the holding company which held a 19.6% stake in Bellon SA. The proceeds of the sale were distributed in full to Sodexo's shareholders through a special interim dividend of 6.24 euros per share.

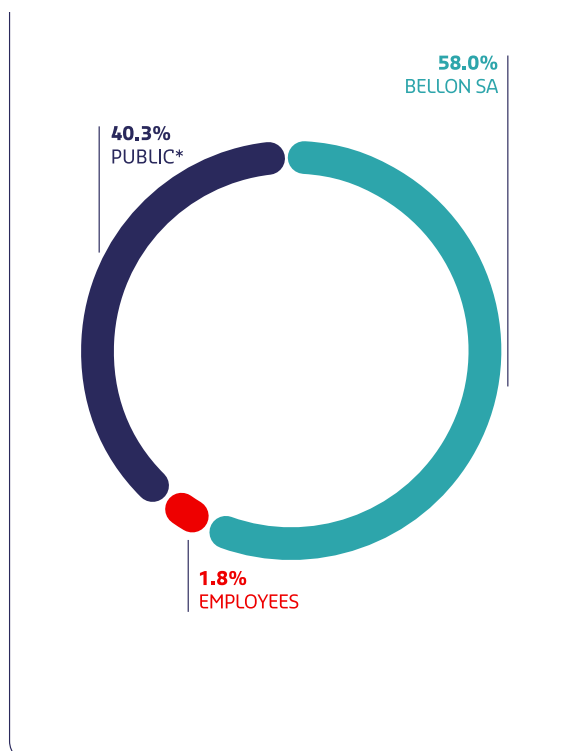
## CAPITAL STRUCTURE

As of August 31, 2024



## DISTRIBUTION OF EXERCISABLE VOTING RIGHT

As of August 31, 2024



Source : Nasdaq.

\* Number of shares held as of June 30, 2024.



# Risk management at the core of our activities

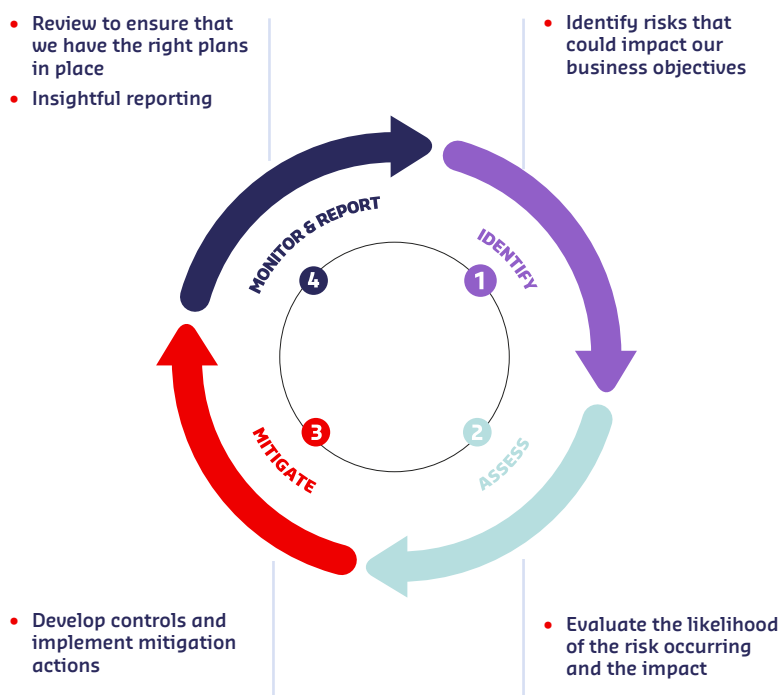
Sodexo operates in a constantly changing environment and is exposed to risks that, should they occur, could have an adverse effect on its activities, financial situation and reputation. In order to make the best business decisions, protect its assets and support its strategic priorities, the Group has a proactive approach to anticipate and manage these risks.

## Our risk management approach

Sodexo has put a well-defined process in place for identifying, assessing and managing risks at different levels within the organization, from its employees working in the field to its leaders (see diagram).

Measures to manage the risks identified are implemented at site, country, regional or global level depending on their nature. The progress of these action plans is monitored and reported to senior management on a regular basis.

Operational managers are assisted by transversal support functions, which define the procedures and standards and provide tools and processes to help manage risks. Internal Audit carries out an independent assessment of risk management and makes recommendations for improvement. Overall responsibility for the robustness of risk management procedures lies with the Sodexo Leadership Team, while the Board of Directors and the Audit Committee provide risk oversight, ensuring that procedures are functioning effectively.



## Main risks

Each year, a risk profile is established based on the risk assessments performed by senior management with regard to the main entities, and also on interviews with senior executives. The risks considered to be the most significant for Sodexo as of August 31, 2024, are presented in this table.

This risk profile remains the same as last year.

		MEDIUM LEVEL	HIGH LEVEL
CLIENTS/ CONSUMERS	Client retention		
	Changing consumer expectations and behaviors		
	Bidding risks		
	Competition		
OPERATIONS	Client contract execution, including inflation management		
	Technology and information security		
PEOPLE	Talent retention and development		
	Staff shortages and recruitment		
CORPORATE RESPONSIBILITY	Food, services and workplace safety		
	Sodexo environmental impact		
EXTERNAL ENVIRONMENT	Compliance with laws and regulations		
	Climate disruption exposure		

# Profitable and responsible growth over the long term

Since 1966, Sodexo's mission has been 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. These foundations have enabled the Group to achieve sustainable and profitable growth which provides continuous development opportunities to its employees.

## 1966

Sodexo founded by Pierre Bellon.

## 1967

First multi-service contract for the management of CNES (French Space Agency) in Guyana.

## 1975

Opening of Food services in schools and hospitals.

## 1976

1<sup>st</sup> meal voucher.

## 1983

Initial public offering on the Paris Stock Exchange.

## 1987

The Group is structured in line with its internationalization with the emergence of client segments.

## 1992

Creation of the Sodexo Management Institute.

## 1995

Acquisitions of Gardner Merchant (UK) and Partena (Sweden).

## 1996

Creation of Stop Hunger.

## 1998

Creation of the European Works Council.

## 1998-2001

Acquisition of Marriott Management Services (U.S.).

## 2000-2005

Launch of new Facilities Management, vouchers and card services.

## 2004

Sodexo's commitment to business integrity and ethics with the publication of its Code of conduct.

## 2000-2010

Rapid international expansion: acquisitions of Sogeres and Score (France), Wood Dining Services, Circles, Zehnacker (Germany), RKHS Group (India), VR (Brazil).

## 2009

Implementation of the first corporate responsibility roadmap, Better Tomorrow.

## 2010-2020

Development of integrated services, particularly for key global accounts.

## 2016

Appointment of Sophie Bellon as Chairwoman of the Board of Directors.

## 2017

Renewal of corporate responsibility commitments (Better Tomorrow 2025).

## 2018

Sodexo becomes a leader in the Sports & Leisure segment globally with the acquisition of Centerplate.

## 2019

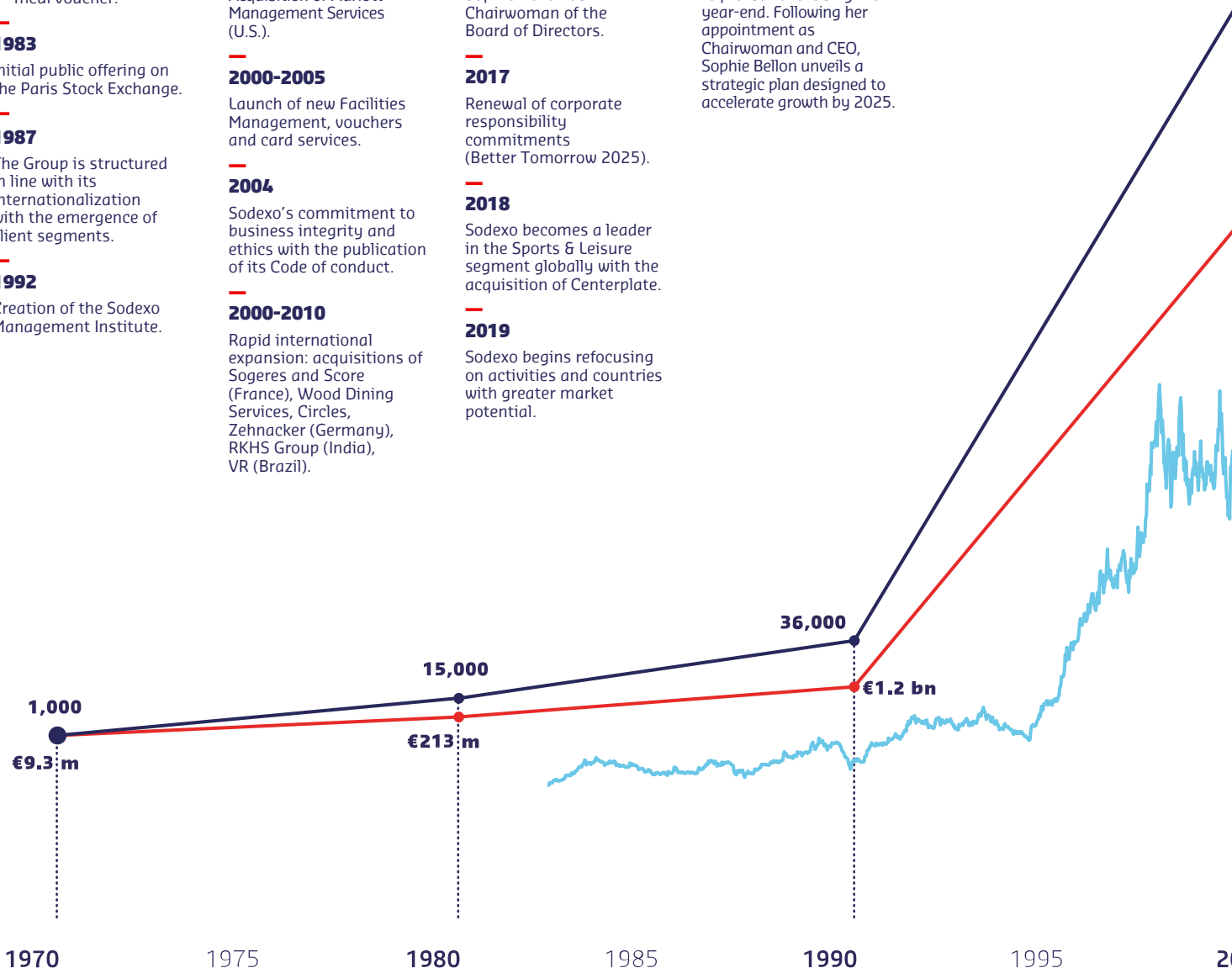
Sodexo begins refocusing on activities and countries with greater market potential.

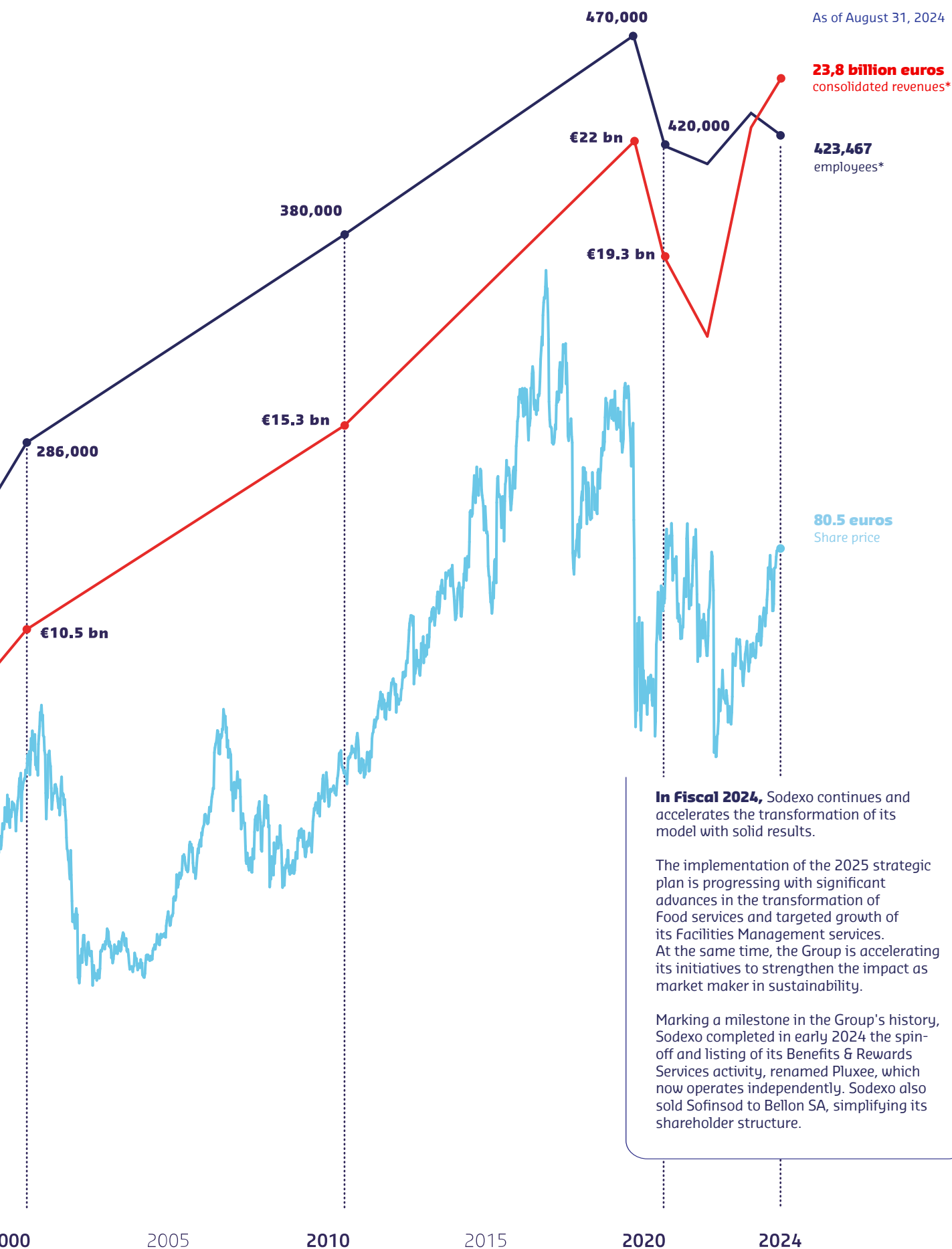
## 2020

Due to the Covid-19 pandemic, Sodexo faces an unprecedented decline in business, significantly impacting its financial performance, share value and workforce. Nevertheless, the Group demonstrates its resilience and the relevance of its business model.

## 2022

Sodexo's activity returns to pre-Covid levels by the year-end. Following her appointment as Chairwoman and CEO, Sophie Bellon unveils a strategic plan designed to accelerate growth by 2025.





**In Fiscal 2024,** Sodexo continues and accelerates the transformation of its model with solid results.

The implementation of the 2025 strategic plan is progressing with significant advances in the transformation of Food services and targeted growth of its Facilities Management services. At the same time, the Group is accelerating its initiatives to strengthen the impact as market maker in sustainability.

Marking a milestone in the Group's history, Sodexo completed in early 2024 the spin-off and listing of its Benefits & Rewards Services activity, renamed Pluxee, which now operates independently. Sodexo also sold Sofinsod to Bellon SA, simplifying its shareholder structure.

\* Data prior to Fiscal 2023 includes the Pluxee business.  
Note: stock market price evolution data since 1983 has been restated post-spin-off.

# An independent Board of Directors

Ensuring a long-term vision, the Sodexo Board of Directors determines the Group's strategic orientations and ensures their implementation, taking into account the social and environmental challenges of its activity. It oversees the management of both financial and non-financial aspects and ensures the quality of information provided to shareholders and the market.

Sodexo's Board of Directors reflects the specific features of its shareholding structure while safeguarding the interests of all its stakeholders. Directors are chosen for their skills, experience and knowledge of strategic issues faced by the markets in which the Group operates. The Board also ensures balance in terms of international diversity and exposure. Given the diversity of its profiles and expertise, the Board is able to fully carry out its role of planning and strategically guiding Sodexo's development.

To make decisions, the Board of Directors relies on the work of specialized committees, responsible for formulating recommendations. Each committee is chaired by an Independent Director.

Through constructive and open dialogue with the Leadership Team and regular meetings with management, Directors are in touch with Sodexo's economic reality and fully informed of all the company's activities, performance and challenges.

## Board of Directors

As of August 31, 2024

FAMILY DIRECTORS	 <b>Sophie Bellon</b> Chairwoman and Chief Executive Officer	 <b>François-Xavier Bellon</b> Chairman of the Management Board of Bellon SA	 <b>Nathalie Bellon-Szabo</b> Chief Executive Officer, Sodexo Live! worldwide	NON-INDEPENDENT DIRECTOR	 <b>Patrice de Talhouët</b> Managing Director, Bellon SA		
	 <b>Luc Messier</b> Lead Independent Director, President of Reus Technologies LLC	 <b>Jean-Baptiste Chasseloup de Chatillon</b> Chief Executive Officer, Apprentis d'Auteuil	 <b>Federico J. González Tejera</b> Chairman and CEO, Louvre Hotels Group and Executive Vice-Chairman, Radisson Hotel Group		 <b>Gilles Pélisson</b> President of Lyfe Institut and Unifrance	 <b>Véronique Laury</b> Independent Director	 <b>Cécile Tandeau de Marsac</b> Independent Director
	 <b>Philippe Besson</b> Head of Projects and Sponsorship, Sodexo France	 <b>Cathy Martin</b> Regional Manager, Sodexo Canada	<ul style="list-style-type: none"><li> Audit Committee member</li><li> Nominating Committee member</li><li> Compensation Committee member</li><li> Sustainability Committee member</li><li> Chairman/Chairwoman of a specialized committee</li></ul>				
During the Shareholders Meeting of December 17, 2024, the renewals of François-Xavier Bellon and Jean-Baptiste Chasseloup de Chatillon's mandates will be proposed to the shareholders vote.							

For more information on Sodexo's governance, see Chapter 7 of the Universal Registration Document.



## Board's activity during the year

During Fiscal 2024, the Board of Directors met 13 times, with an attendance rate of 97%. Its main activities focused on:

### Group activities, strategy and financial management

- Systematic review of the Group's financial and non-financial performances;
- Monitoring of the Group's strategy and performance, including:
  - the implementation of the spin-off and listing of Pluxee;
  - the sale of Sofinsod to Bellon SA and the decision to pay an special interim dividend.
- Review of risks and strategic opportunities, and analysis of market developments and the competitive environment.

### Corporate Governance

- Renewal of the term of office of the Chairwoman and CEO and maintaining of the Lead Director function.

- Engagement with shareholders, investors and proxy advisors.
- Decision to create a Sustainability Committee, adoption of its charter and definition of its composition.
- Evaluation of the functioning and organization of the Board of Directors.

### Compensation, human resources and diversity policies

- Setting the compensation of corporate officers for Fiscal 2023 and deliberation on the compensation policy for Fiscal 2024.
- Adjustment of the free shares and performance shares plans due to the Pluxee spin-off project.
- Information and discussion on the Group's HR policy and 2024 projects.

### CREATION OF A SUSTAINABILITY COMMITTEE

To strengthen Sodexo's commitment to sustainable and ethical business practices, the Board of Directors has decided to create a Sustainability Committee as of October 2024.

This new specialized committee of the Board of Directors plays a pivotal role in the governance of Sodexo's sustainability initiatives and their alignment with the long-term business goals. It is chaired by an independent Director and is composed of 7 members of Sodexo's Board of Directors with expertise in sustainable development, ethics and corporate governance.

## Key figures

As of August 31, 2024

### A RESPONSIBLE COMPENSATION POLICY

In the interests of Sodexo and its stakeholders, and in accordance with its values, the Board of Directors is committed to proposing a responsible compensation policy that supports performance and achieves Sodexo's long-term strategy. This policy complies with the recommendations of the AFEP-MEDEF Code and is based on external surveys carried out with the assistance of independent consulting firms to ensure consistency with the practice of our reference markets.

In order to take into account the impact of the Pluxee spin-off, the peer groups used to position the amount and structure of the Chief Executive Officer's compensation were reviewed during the financial year. The revised peer groups enabled to define Sophie Bellon's compensation policy for Fiscal 2025, that will be submitted to the shareholders' *ex-ante* vote at the Shareholders Meeting of December 17, 2024 (see Chapter 7 for more information).

- The compensation structure is unchanged compared with Fiscal 2024; it is composed of an annual fixed compensation, rewarding the responsibilities attached to this type of corporate office, an annual variable compensation equal to 120% of the fixed

remuneration if objectives are achieved, and a long-term compensation in the sole form of performance shares, representing up to a maximum of 150% of the fixed and annual variable.

- The variable compensation is structured to achieve a balance between short and long-term performance to promote the Group's development for the benefit of all its stakeholders. It aims at strengthening the Executive Officer's motivation, while aligning her interests with those of the shareholders and the social interest of the Company.
- The Chairwoman and Chief Executive Officer also benefits from a company car, a supplementary pension plan open to the Group's main senior executives, and life and healthcare expense plans under the same conditions as those applicable to employees of the Group's French entities.
- The Chairwoman and Chief Executive Officer does not receive any other compensation allocated for her term of office as a director of Sodexo S.A.

**12**  
members

**97%**  
average  
attendance

**40%**  
women\*

**4**  
nationalities

**60%**  
Independent  
Directors\*

**4 years**  
on average in  
office for  
Independent  
Directors

**2**  
Directors  
representing  
employees

**59.5 years**  
average age

\*Excluding Directors representing employees.

# A committed Leadership Team

The Sodexo Leadership Team implements the strategy established by the Board of Directors and oversees Sodexo's operations worldwide. Fully mobilized to implement the 2025 strategic plan, this team combines cross-functional expertise and skills representative of all of the Group's activities and geographic areas.

Chaired by Sophie Bellon, Chairwoman and Chief Executive Officer, the Sodexo Leadership Team is made up of 12 people who head Functional Departments and Operational Divisions (Geographic Zones and Sodexo Live!).

Its organization reflects a twofold challenge: continue to implement the 2025 strategy while laying the foundations of the longer-term ambition, in line with Sodexo's mission and by adapting to an ever-changing world.

This agile, responsive team works to implement a unique global strategy, taking into account local operational realities, drawing on the teams' strong entrepreneurial spirit.

## Geographic Zones

By transferring operational accountability to regions and countries starting in October 2022, Sodexo ensures more empowerment and faster decision-making and response times at a local level to best meet the needs of clients and consumers.

Each Geographic Zone is headed by a Zone President with full P&L responsibility for the subsidiaries in that market.

Sodexo's activities are grouped into three geographic zones:

- North America;
- Europe;
- Rest of the World, which includes Asia-Pacific, the Middle East, Africa, Brazil and Latin America.

## Sodexo Live!

Sodexo Live!, whose performance is consolidated within the three geographic zones, has a specific business model and global organization, and retains responsibility for implementing its ambitious growth strategy.

## Functional Departments

Several specialized Functional Departments lend their expertise and support to the Operational Divisions.

- The "Growth and Commercial" Department is structured to maximize the value of client segmentation and supply chain, and reap the benefits of this throughout the organization, supporting local teams in business development and client retention.
- The "Strategy and Services Innovation" Department ensures that the 2025 strategic plan is implemented in all areas, in both Food and Facilities Management services, based on the various strategic initiatives, the associated investments and solid performance management.
- Because technology, data and digital factors are playing an increasingly central role in the way Sodexo does business today, the "Tech, Data & Digital" Department is also represented on the Leadership Team to enable Sodexo to accelerate its transformation in these areas and meet the needs of clients and consumers, while strengthening its social and environmental contribution.
- The support functions of the General Secretary, Finance, Human Resources and Impact Departments round out the expertise and skills of this leadership team.

## Key figures

As of August 31, 2024

**12**

members

**50%**

women

**25%**

non-French

**4**

nationalities  
(FR/U.S./AUS/IN)

**55 years**

average age

**19 years**

average seniority

## Sodexo Leadership Team

As of August 31, 2024



**Sophie Bellon**

Chairwoman of the Board  
and Chief Executive Officer



**Nathalie  
Bellon-Szabo**

Chief Executive  
Officer, Sodexo  
Live! worldwide



**Johnpaul  
Dimech**

President  
APMEA, Brazil &  
Latin America



**Alice  
Guéhennec**

Group Chief  
Tech, Data &  
Digital Officer



**Sarosh  
Mistry**

President  
North America



**Sunil  
Nayak**

President  
Europe



**Anna  
Notarianni**

Group Chief  
Impact Officer



**Marc  
Plumart**

Chief Growth &  
Commercial  
Officer



**Marc  
Rolland**

Group General  
Secretary



**Alexandra  
Serizay**

Chief Strategy &  
Services  
Innovation  
Officer



**Sébastien  
de Tramasure**

Group Chief  
Financial Officer



**Annick  
de Vanssay**

Group Chief  
Human  
Resources  
Officer

For more  
information  
on Sodexo's  
governance,  
see Chapter 7  
of the Universal  
Registration  
Document and  
[www.sodexo.com](http://www.sodexo.com)









# Strategy & performance

Capitalizing on solid foundations and operating in attractive, growing markets, Sodexo accelerated its transformation in Fiscal 2024 and continued to implement its 2025 strategy.

# Operating in a growth market with strong tailwinds

Sodexo always pays close attention to the world's major transformations with a view to understanding them, in order to better adapt. In a highly competitive environment, analyzing demographic, social, environmental, economic and technological changes allows Sodexo to fine-tune its strategy and to seize many opportunities for future growth.

## Attractive and growing markets

Source: Sodexo



**Food services:**  
a 240 billion euros market,  
53% self-operated



**Facilities Management services:**  
a 380 billion euros market,  
51% self-operated

**North America:** a competitive and high-potential market

**Europe:** growth supported by innovation and the societal value of activities

**Rest of the World:** high growth and development potential

## Favorable market trends

**Exacerbated complexity for organizations to manage some services directly:**

- high inflation;
- post-pandemic context;
- labour availability;
- hybrid working.

### War for talent

The experience offered to employees, an essential driver for employer attractiveness and their social role.

**Growing awareness of climate change challenges** and in particular the role of the food chain and resource management.

### Site attractiveness

to better compete for employees, students and patients.

## Market growth drivers

Increased demand for **outsourcing**.

Growing demand for **responsible food and sustainable services**.

Continued demand for **holistic experiences** to improve the comfort of individuals and places.

Growing appetite for **premium offers**, to improve attractiveness.

## Market expectations



# Pursuing the implementation of the 2025 strategic plan

Capitalizing on solid foundations and operating in high-potential growth markets, Sodexo continues to implement its 2025 strategic plan, built around two pillars and supported by three key drivers of growth.

**Our ambition: be the world leader in sustainable food and valued experiences**



Sodexo continues to transform its traditional Food services models.

In its main markets, the Group is developing a modern, sustainable food service offering, boosting the deployment of its commercial brands while continuing to invest in its digital ecosystem.

## 2025 Outlook

Organic revenue growth between

**+5.5% and +6.5%**

Underlying operating profit margin up

**+30 to +40 bps**  
(at constant rates)



# Accelerating the transformation of Food services

A key player in the Food services market, its historic business, Sodexo offers a wide range of services every day to provide everyone with a food experience that meets their needs and expectations: a flexible, personalized, responsible and digital offering.



Attuned to the latest market trends and the growing expectations of clients and consumers, Sodexo continues to adapt its traditional Food services and develop new models that offer consumers genuine experiences. This transformation helps accelerate the Group's growth.

To achieve this, Sodexo is rolling out its branded offers on a large scale, with positioning aimed at a wider or more premium audience, in an effort to generate more than 50% of revenues from branded offers by 2025.

Sodexo continues to accelerate the deployment of advanced food models to address fast-changing consumer needs and behaviors: multi-channel, hybrid, anytime, anywhere. Through more investments in convenience, aggregation and off-site production options, both organically and through acquisitions, these models will represent 10% of Food revenues by 2025.

Sodexo has a strong ambition in terms of off-site production with the development of next-generation culinary workshops. These units will enable to optimize production, making it more flexible in order to improve the taste, quality and sustainability of dishes thanks to robotization, team training, optimized supply chain and reduced food waste.

## Key figures for Fiscal 2024

### New production and distribution models

**5%**

of Food revenues

### Branded offers

**37%**

of Food revenues

## Upgrade of **existing offers**



## Enhanced **on-site experience...**

### RESTAURANT AND GRAB & GO SERVICES



## ... completed by **Advanced Food Models**

### CONVENIENCE



### AGGREGATION



### ON-SITE FOOD DELIVERY





# Targeted growth in Facilities Management services

In a fragmented market, Sodexo is implementing a targeted growth strategy to developing its Facilities Management services, focusing particularly on complementarity with Food services to create quality experiences for consumers and support its clients' operational efficiency.

Through these services, Sodexo plays a key role for its clients to strengthen the attractiveness of their sites, their employer policies, or to operate their buildings and equipment in a more optimal and sustainable manner. These Facilities Management services are at the heart of the value proposition and fully contribute to the experience offered to employees of major national and international accounts.

Sodexo's expertise is structured around services for occupants that enhance the food experience (hospitality, cleaning, concierge services, space design, etc.) and high value-added

services adapted to each market environment (maintenance and management of smart buildings, production units, data centers, laboratories, etc.).

Sodexo is also continuing its efforts to optimize its operations, for example with the development of Command centers. These generate value through the pooling of resources, the development of expertise and specific innovations such as sustainable energy management. Sodexo thus ensures optimal execution, consistency and reliability in the implementation and quality of service delivered on its clients' sites.

## DELIVERING VALUE TO CLIENTS AND CONSUMERS THROUGH AN EXPANDED SERVICE OFFERING

### ENRICHING THE FOOD EXPERIENCE WITH GUEST SERVICES

- **Occupant Experience Services**

Hospitality, reception, concierge, indoor comfort and air quality management

- **Attractiveness of spaces**

Dynamic cleaning, design and advisory services on management and modularity of spaces

- **Sustainable Working Environment**

Energy & water resources management, Net Zero trajectory

### DEVELOPING HIGH-VALUE SERVICES DESIGNED FOR EACH ENVIRONMENT

Work

Heal

Learn

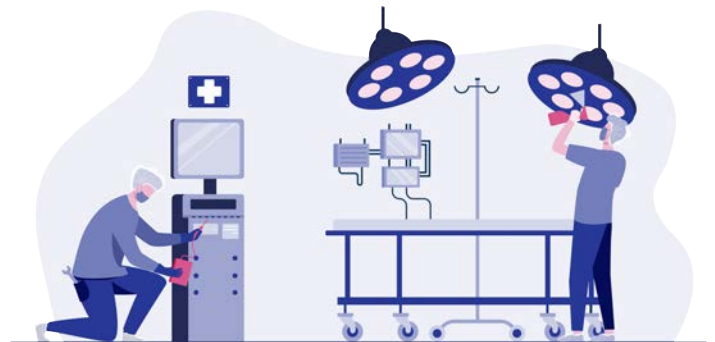
Play

- **Smart buildings** (offices, production units)

- **Installations in sensitive environments** (data centers, etc.)

- **Cutting-edge technologies** for laboratories and healthcare environments

- **Infection prevention solutions**



# Key growth enablers

To support the implementation of its strategy and the transformation of its activities, Sodexo is continuing its investments by focusing on three key growth enablers.



## TECH & DATA

A major driver of growth, Sodexo's investments are designed to improve the quality of IT infrastructures, digital & data to create a solid and secure foundation.

The aim is twofold: firstly, to constantly optimize business processes and applications, and secondly, to strengthen the direct relationship with consumers,

By 2025, Sodexo aims to have 5 million active consumers on its digital ecosystems.



## COMMERCIAL EXCELLENCE

Commercial excellence is driven by Sodexo's deep commitment to retaining clients thanks to a best-in-class selling machine. To do so, Sodexo has been reinforcing implementation of its rigorous client retention program Clients for Life to continuously improve client retention.

This disciplined approach is based on strengthening contract monitoring mechanisms fueled by a long-term view of the client lifecycle and solid incentive plans for the Sodexo teams.

Commercial excellence is supported by an end-to-end sales process with a strong tech stack in which the Group is continuing to invest. Sodexo is also stepping up its targeting with better-quality contracts, and opportunities in particular first-time outsourcing.



## SUPPLY CHAIN POWER

Against a backdrop of global pressure on supply chains and inflation, Sodexo is pursuing its efforts and investments in supply chain management, through a balanced approach, with strong commitments in terms of compliance and the development of local, inclusive and responsible supplies.

Sodexo aims to buy 2 billion euros a year from SMEs by 2025, by promoting collaboration to co-construct strong and innovative offers.



Sodexo also continues to develop its Group Purchasing Organization – Entegra Procurement Services® – in the United States and Europe, as both a profit center and a means of increasing its purchasing power, with the target of doubling its 2021 revenues by 2025.

For over 25 years, Entegra has helped players in the hospitality (hotels, restaurants, leisure), healthcare and medical and social care sectors with their procurement and operational needs. Thanks to its network of suppliers and distributors, its purchasing power of more than 38 billion euros, and its expertise in performance management, Entegra is able to offer procurement, advisory and performance management solutions that allow these companies to achieve long-term savings.

Serving clients in 12 countries across North America and Europe, Entegra has grown significantly in recent years through both organic growth and recent acquisitions, which include CHR HA and Ami 2 in France, Procent in the Netherlands and Beacon in the UK. In Fiscal 2024, Entegra has won the contract for Choice Hotels in the U.S. and Crown Commercial Services in the UK, amongst others, and is also launching an all-new Entegra PurchasingIQ digital platform.

# Choosing responsible growth

Anchored in the Group's DNA since its creation in 1966, corporate responsibility is a cornerstone of Sodexo's mission and operations. Particularly innovative at the time, this vision and the associated commitments progressed as the company has developed. The holistic approach to corporate responsibility, which takes into account social, societal and environmental impacts, enables the Group to address the key challenges of its activity.

## Being an employer of choice around the world

Working at Sodexo is more than a job; it's a chance to be part of something greater because the everyday actions of 423,000 employees have a big impact. Each one belongs to a company that allows them to act with purpose and thrive in their own way.

As a company of women and men dedicated to people, Sodexo is one of the largest employers in the world and the largest France-based private employer worldwide. Since its creation, Sodexo's mission has been to improve the quality of life of its employees with the conviction that having the right talent everywhere is an essential lever for sustainable and profitable growth. From the beginning, Sodexo's passionate and committed teams have been its most valuable assets and have made, and will continue to make, a difference to serve 80 million consumers every day.

*"People are central to our corporate strategy. Our Employer Value Proposition provides us with the framework to act and improve our employee experience in a spirit of progress. We are proud to have launched social innovations that set us apart in the talent market and positively impact our team engagement and retention. In the current job market environment, our values, our corporate culture and our ambition, in line with society's expectations, are key to attracting new talent and creating quality experiences for our clients and consumers worldwide."*



**Annick de Vanssay,**  
Group Chief Human Resources Officer

Sodexo has defined, on a global scale, the pillars of its Employer Value Proposition on which initiatives that have a positive impact for employees and set it apart from its competitors are built.



### Belong to a team

Sodexo employees belong to a company that values them for who they are; where everyone is treated fairly, with respect, and can be themselves; where their ideas and opinions matter; a work environment where they feel good; a productive environment that creates value for everyone.



### Act with purpose

Sodexo employees are motivated to make a difference through their everyday actions. They have the ability to put a smile on the faces of consumers and the opportunity to support people in their local community. Beyond their daily activities, they play a major role in implementing initiatives with a positive impact.



### Thrive in your own way

Sodexo provides its employees what they need to perform at their best; the tools to do their job well; the opportunity to learn new skills and discover their potential; and a culture where their health, safety and well-being are number one.

## AN ACTIVE DIVERSITY, EQUITY AND INCLUSION POLICY

Wherever the Group operates, it is committed to offering an inclusive environment where everyone can fit in and thrive in their work. Sodexo focuses its efforts on five key aspects (people with disabilities, gender equality, culture and origins, sexual orientation and gender identity, and generations) and endeavors to strengthen the culture of inclusion at all levels. These values, which guide the women and men at Sodexo, are experienced and embodied every day through contact with clients and consumers.



## PRIORITY ON EMPLOYEE HEALTH AND SAFETY

The Group promotes a daily culture of safety, health and well-being, supported by team spirit, where employees feel comfortable reporting dangerous behavior and expect to be listened to if they feel they do not have the appropriate training, equipment, know-how or environment to do their work safely.

From assistant cooks to managers, over 423,000 employees demonstrate each day that they make a difference, by embodying the company's values and constantly endeavoring to improve its services, building lasting relations with clients and consumers, creating close-knit teams where all identities are respected and being ready at all times to share their cooking or office know-how.



Read employee testimonials.

*"My work environment is safe, my colleagues have become my second family, and I've had the chance to get a university education, something I've dreamed about for so long."*



**Denise Berrios Cadiz,**  
Food Service Assistant,  
Rancagua, Chile

*"At Sodexo, my disability doesn't prevent me from managing a team or working efficiently."*



**Ümit Demirci,**  
Site Manager,  
Bursa, Türkiye



## An ambitious and global project facing the climate emergency

Choosing responsible growth means acting daily to serve clients and consumers, in a way that is safer, healthier and more respectful of the environment.

Since the creation of Sodexo, corporate responsibility has been central to its approach and mission. Pioneer in terms of sustainability, Sodexo is the first food services company to commit to reaching Net Zero by 2040 globally (scopes 1, 2 and 3), confirming its leadership in its sector when it comes to fighting climate change.

In line with its ambition, Sodexo is going even further by committing to a gradual and profound transformation of its activities and by mobilizing its entire ecosystem around four drivers: sustainable supply chain, low-carbon meals, responsible use of energy and the fight against food waste.

*“The ongoing actions and efforts of our teams are accelerating the transition to more sustainable food across the world, reducing our emissions and supporting our clients’ carbon trajectories. This endeavor requires a long-term vision. It changes our perspective: it is about deciding to act and implement the benefits of more sustainable food by drawing inspiration from new flavors and new practices. By acting now, we lay the foundations for a more desirable future, which is motivating for everyone.”*



**Anna Notarianni,**  
Group Chief Impact Officer

### Our four levers to reduce carbon emissions:



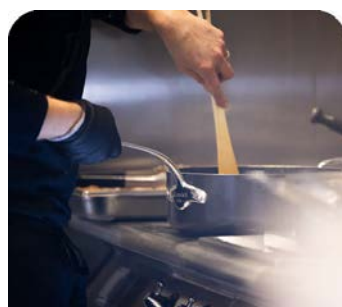
#### Products

The Group is promoting local and sustainable farming practices and supporting its suppliers’ efforts to reduce their carbon emissions, in particular by setting up a global deforestation- and conversion-free supply chain by 2030 and continuing to give priority to the development of local sourcing and short supply chains.



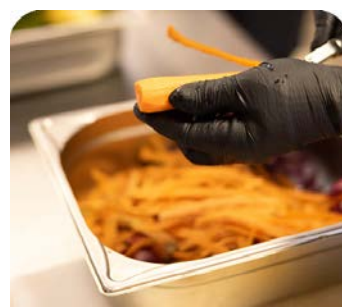
#### Cooking

Sodexo has developed a definition of a “low-carbon” meal, as one whose production generates 0.9kg CO<sub>2</sub>e or less. Drawing on the passion and expertise of its teams, Sodexo is designing new recipes to ensure that 70% of its main dishes can be labelled “low-carbon” by 2030.



#### Energy

Sodexo’s efforts to reduce emissions generated by its operations have a direct impact on its clients’ emissions. Sodexo supports them in optimizing on-site energy use through less energy-intensive preparation methods and training on-site teams on these issues by 2027. The Group is also committed to achieving 100% renewable electricity in its direct operations by 2025.

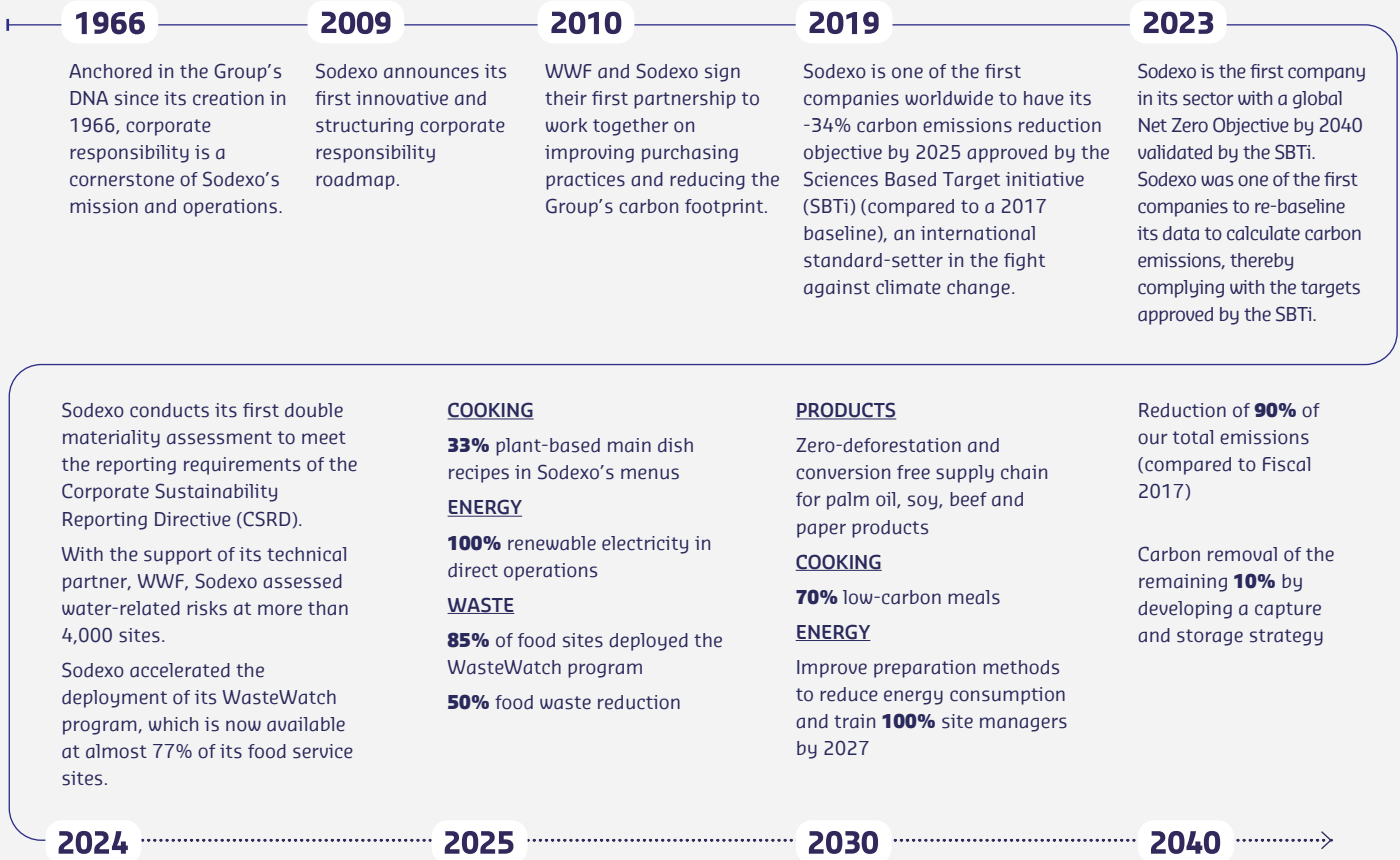


#### Waste

To reduce food waste, Sodexo is intensifying its efforts by expanding the deployment of its WasteWatch program to 85% of its food service sites by 2025 and, to mobilize international institutions, governments and businesses more widely, by maintaining its involvement as a founding member of the International Food Waste Coalition (IFWC) and as a member of the Champions 12.3 coalition.



## Sodexo's climate ambition

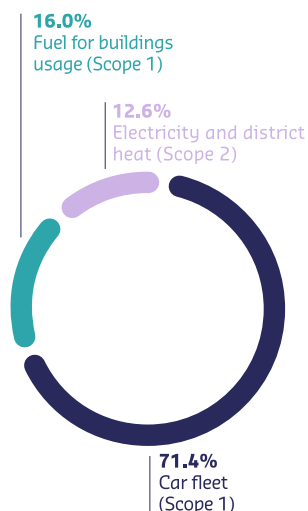


## Sodexo carbon footprint

### DIRECT GREENHOUSE GAS EMISSIONS

Scopes 1 & 2 (representing 1% of total emissions).

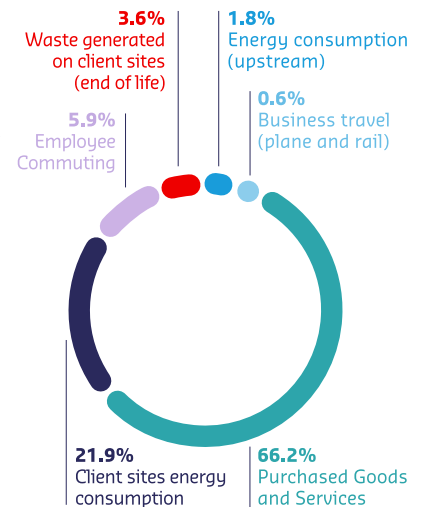
Scopes 1 and 2 pertain to the company's direct emissions and indirect emissions linked to the production of the energy used by the company.



### INDIRECT GREENHOUSE GAS EMISSIONS

Scope 3 (representing 99% of total emissions).

Scope 3 includes indirect emissions from the value chain: upstream and downstream of Sodexo's activity. It includes the emissions of the various stakeholders (suppliers, consumers, service providers, etc.).



# Summary of performance and strategic moves

Capitalizing on solid foundations and operating in attractive and growing markets, the Group continued the implementation of its 2025 strategic plan and accelerated the transformation of its business model during Fiscal 2024.

## Simplification and streamlining of Sodexo

Fiscal 2024 has been a transformative year focused on simplification and streamlining. The Group took decisive steps to refocus the company, highlighted by the spin-off of Pluxee and the simplification of the shareholding structure. These moves follow previous initiatives to rationalize the portfolio and reorganize the operational structure.

### Pluxee spin-off

The Pluxee spin-off was successfully concluded with the detachment and first listing of Pluxee shares on Euronext Paris on February 1, 2024, and the delivery of the Pluxee shares to shareholders on February 5, 2024. The resolution proposed by the Board of Directors to approve the exceptional distribution in kind of one Pluxee share for every Sodexo share held was adopted at 99.96% during the Shareholders Meeting held on January 30, 2024. Following the Pluxee spin-off, Sodexo is now a pure player in Food and Facilities Management services.

### Simplification of the ownership structure

On August 23, 2024, Sodexo sold its 19.6% stake in Bellon SA, via its subsidiary Sofinsod, to Bellon SA for 918 million euros, enabling the simplification of Sodexo's shareholder structure. This transaction allowed Sodexo to unwind the cross-holding and monetize an illiquid and undervalued asset. The sale proceeds were distributed in full to Sodexo shareholders in the form of a special interim dividend of 6.24 euros per share at the end of August 2024.

### Portfolio management

- **Homecare Disposal:** Sodexo sold its worldwide Homecare division including subsidiaries in the U.S., UK, Ireland, France, Scandinavian countries and Brazil at the end of October 2023. This sale marked another significant step forward in the implementation of the 2025 strategic plan, to focus on delivering sustainable food and valued experiences to clients and consumers.
- **InReach development:** Sodexo has expanded its multi-channel food offerings in the United States, through five strategic bolt-on acquisitions during the year. By developing InReach, Sodexo is providing its traditional sites with a strong tech platform and a complementary portfolio of services, including micro markets, pantry, office coffee and vending, and further increasing the company's footprint in the region.
- **China expansion:** in April 2024, Sodexo completed the acquisition of the Compass Mainland China business. Since entering the Chinese market in 1995, a market with undeniable long term growth potential, this acquisition strengthens Sodexo's position in Food services, enhancing its presence and service offerings in Mainland China with contracts in the corporate, education, and healthcare environments.

### SODEXO SHARE DATA SHEET

- Main listing place:  
Euronext Paris - A Compartment
- ISIN code: FR0000121220
- Mnemonic code: SW
- Main index : CAC Next 20, SBF 120, CAC 40 ESG, CAC 40 1.5, Euronext 100, CAC All Share, FTSE4Good, ESG 80, and the Dow Jones Sustainability Index.
- Euronext listing date:  
March 2, 1983
- S&P rating stable at BBB+/A-2

### KEY INDICATORS (as of August 31, 2024)

- Total number of shares:  
**147,454,887 shares**
- Closing price:  
**80.5 euros**
- Market capitalization:  
**11.9 billion euros**
- Sodexo share price trend during Fiscal 2024:  
**+16.4%**
- CAC 40 trend during Fiscal 2024:  
**+4.5%**
- Underlying earnings per share:  
**5.29 euros**
- Ordinary dividend per share, submitted for approval at the Shareholders Meeting of December 17, 2024:  
**2.65 euros**  
(as well as the special interim dividend of 6.24 euros paid in August).

For more information, see chapter 3 of the Universal Registration Document.

# A year of strong Financial delivery

Fiscal 2024 consolidated revenues reached 23.8 billion euros, up +5.1% year-on-year, driven by organic growth of +7.9%, offset somewhat by a net contribution from acquisitions and disposals of -1.0% mainly linked to the sale of the Homecare activities in October and a negative currency impact of -1.8%.

Organic growth of +7.9% was driven by 4% of pricing and close to 4% of new volumes, including the net new contribution. Pricing decelerated progressively during the year, and volume growth slowed as the Covid recovery in volumes came to an end. The year benefited from two major sporting events with the Rugby World Cup in the first quarter and the Olympics in the fourth quarter.

Food services organic growth, at +9.3%, outperformed FM services, at +5.5%. Food services now represent 66% of Group revenues.

Underlying operating profit was 1.1 billion euros, up +13.7%, and the Underlying operating margin was 4.7%, up +40 bps, driven by the operating leverage from higher revenue, rigorous inflation management and enhanced on-site productivity. Net profit from continuing activities was up +31.8% to 738 million euros. Underlying net profit from continuing activities, adjusted for Other Operating income and expenses net of tax and for exceptional tax, amounted to 775 million euros, up +17.6%.

During Fiscal 2024, the Group also successfully improved its financial position, generating 661 million euros in free cash flow, resulting in a reduction in financial leverage to 1.7x compared to 2.2x at the end of the previous fiscal year, aligning within the target range.

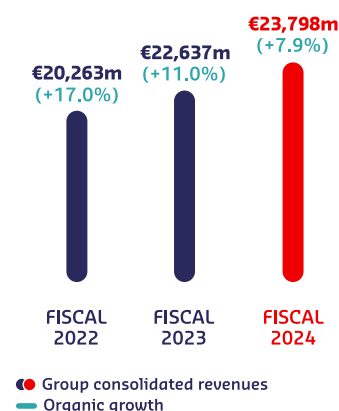
Net new business signed during the year was positive, at 1.6%, lower than the previous year, at 2.2%, but still well above pre-Covid levels and at better terms and margins than the previous year. New development was 7.4%, with a record year in signings, exceeding 1.9 billion euros including cross-selling, and client retention was 94.2%.

*"In Fiscal 2024, Sodexo delivered a strong set of numbers, at the top-end of our guidance, achieving organic growth of +7.9% and a 40 bps improvement in margins. This was driven by effective inflation management, positive net new business, a standout year for Sodexo Live! and strong operating leverage from productivity gains, supply chain momentum and cost reduction. As a result, Underlying net income from continuing activities surged by +17.6%. In addition, we have delivered on our commitment to reduce the net debt ratio to below 2.0x following the spin-off."*

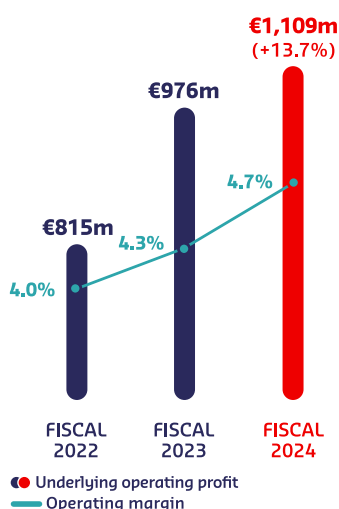


**Sébastien de Tramasure,**  
Group Chief Financial Officer

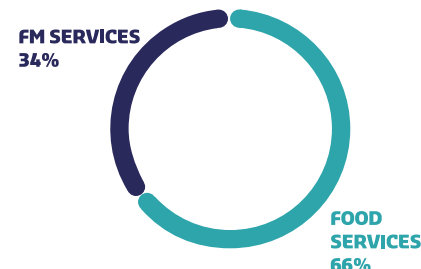
## EVOLUTION OF CONSOLIDATED REVENUES AND ORGANIC GROWTH



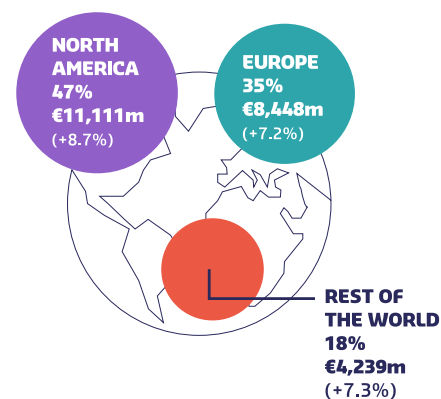
## EVOLUTION OF UNDERLYING OPERATING PROFIT AND OPERATING MARGIN



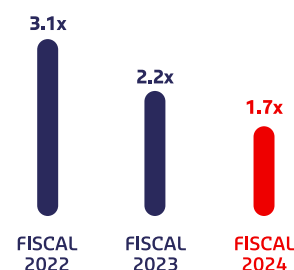
## Revenues by activity (Fiscal 2024)



## Revenues by Zone (Fiscal 2024)



## NET DEBT TO EBITDA RATIO



Historical figures are restated to exclude Pluxee.

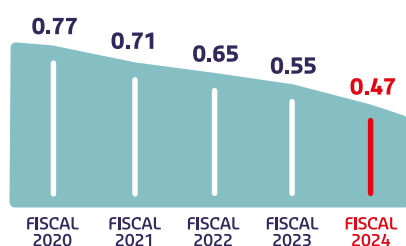
## Sustainability performance

In Fiscal 2024, Sodexo's solid financial performance was accompanied by continued progress on sustainability commitments.

### People

#### Ensuring the safety of employees

With the commitment of everyone at all levels of the company, Sodexo records a new performance in safety. By the end of Fiscal 2024, Sodexo achieved a Lost Time Injury Rate (LTIR) of 0.47, the lowest rate ever recorded, down -14.5% compared to Fiscal 2023.



#### Improving the quality of life and advancing employees

Sodexo encourages each of its talents to progress, to develop a career plan and to take advantage of the multiple professional opportunities, due to the diversity of its activities and professions.

**86.9%**

retention rate  
for site managers

**11.8 hours**

of training per employee  
on average

**10.7%**

of on-site managers promoted internally

#### Ensuring a diverse workforce and inclusive culture

Sodexo is committed to providing an inclusive environment throughout the world and continues its long-standing commitment to increasing the number of women in its teams.

**53%**

of women among  
total workforce

**41%**

of women among Group  
Senior Executives

**+11%**

of disabled employees  
(vs. Fiscal 2023)

### Planet

In line with its ambition to become the world leader in sustainable food and quality experiences, Sodexo has been committed to reducing carbon emissions linked to its activities since 2017. Today, Sodexo is mobilizing its entire ecosystem to reduce the Group's carbon footprint.

**-29.4%**

reduction in carbon emissions  
scope 1 and 2  
(vs. 2017\*)

**-16.3%**

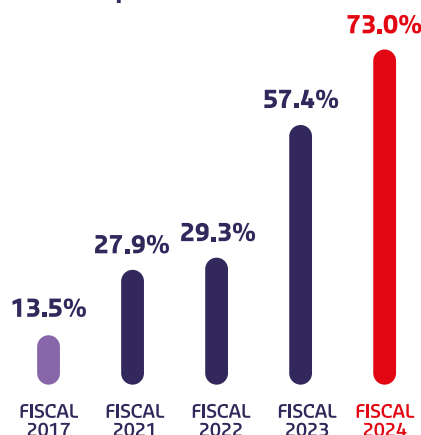
reduction in carbon emissions  
scope 3  
(vs. 2017\*)

**-2.5%**

reduction in carbon emissions  
scope 1, 2 and 3  
(vs. 2023\*)

During Fiscal 2024, Sodexo continued its efforts to optimize energy use, promote local and sustainable agricultural practices and support its suppliers in reducing their carbon emissions. The Group also significantly accelerated the deployment of its WasteWatch program, a deployment dynamic accompanied by an increase in performance in reducing food waste.

#### Share of renewable electricity on direct operations



#### Fight against food waste

**76.9%**

of WasteWatch sites  
deployment coverage \*\*  
(+19.9 points vs. Fiscal 2023)

**-40.7%**

of food waste reduction on average  
in these sites

#### Responsible sourcing

**2.5 billion euros**

spend with SME suppliers

**100%**

of certified sustainable palm oil

**83.9%**

of sustainable fish and seafood  
(in kg)

For more information, see chapter 2  
of the Universal Registration Document.

\* in absolute value

\*\* as a percentage of Group Raw Material Cost.



# **sodexo** ★ The world leader in sustainable food and valued experiences

**€23,798m**

Solid growth in  
REVENUES  
(+5.1% vs. Fiscal 2023)

**€1,109m**

Improvement of the  
UNDERLYING OPERATING  
PROFIT  
(+13.7% vs. Fiscal 2023)

**4.7%**

Improvement of the  
UNDERLYING OPERATING  
MARGIN  
(+40 bps vs. Fiscal 2023)

**€2.65**

ORDINARY DIVIDEND  
per share

## **RESPONSIBLE LEADER**

Only company in its sector  
to be A scored in  
CDP Climate ranking

## **TOP EMPLOYER**

423,000 employees and  
#1 France-based private  
employer worldwide

## **ETHICAL COMPANY**

Notably recognized among  
the "World's Most Ethical  
Companies®" by the  
Ethisphere Institute

## **PIONEER OF DIVERSITY, EQUITY AND INCLUSION**

Notably recognized by  
Equileap ranking, Workplace  
Pride Global Benchmark and  
Disability Equality Index®

## **DATA PROTECTION GUARANTEE**

First company in its sector  
to obtain approval of the  
Binding Corporate Rules

(Figures as of August 31, 2024)







A man and a woman are seated at a table in a restaurant, smiling and engaged in conversation. The woman, on the left, has long brown hair and is wearing a dark denim shirt. The man, on the right, has dark hair and is wearing a light blue button-down shirt over a white t-shirt. They are both looking towards each other. The table is set with various dishes, including a bowl of salad, a plate of pasta, and a glass of water. The background is a bright, out-of-focus view of a modern building and greenery.

# Impact

**In response to market developments, Sodexo is accelerating its transformation and multiplying initiatives to improve the experience of its clients and consumers and strengthen the positive impact of its activities.**



Because food is not only a means of sustenance but also a human bond, a matter of individual and collective health, and a social issue, Sodexo has the means and the responsibility to drive behavioral change and contribute to the essential food transition. By listening to its clients and consumers and mobilizing its chefs, teams, suppliers and its entire ecosystem, Sodexo is moving from conviction to action to transform dietary practices, by providing accessible offers that are good for one's health, good for the planet and simply good, with the aim of making sustainability desirable.

# Sustainable



Find out the results  
of the 2023 survey  
here

## #Analyze

### **Sodexo launches the first International Sustainable Food Barometer.**

As a privileged observer of the changes in people's behaviors, expectations and aspirations, Sodexo launched an International Sustainable Food Barometer with the aim of identifying concrete obstacles and levers to induce changes in eating habits.

Conducted in 2023 with Harris Interactive among more than 5,000 people in Brazil, France, the United Kingdom and the United States, this exclusive study highlighted the near-universal awareness of the urgent need to change eating habits and the positive perception of this change. However, the survey revealed a gap between aspirations and actual behaviors, with the awareness of the feeling of urgency coming up against entrenched eating habits, the barrier of sustainable food prices, and primarily individual concerns.

These results are a call for action. By sharing them with its entire sector, Sodexo affirms its position as a pioneer and a leader of a global movement to accelerate the shift towards sustainable eating habits.



**70%**

of "low carbon"  
main dishes  
by 2030

## #Create

**Sodexo is gradually transforming its offering by developing sustainable, healthy and desirable recipes.**

Throughout the world, Sodexo's experts are rethinking the recipes offered to consumers. The goal is to rebalance the portion of plant-based proteins in food while maintaining the nutritional qualities and taste of recipes.

With guidances from its partner WWF, Sodexo has developed its definition of a "low-carbon" meal, one whose production generates 0.9kg CO<sub>2</sub>e or less. Based on this definition, chefs and dietitians work hand-in-hand to develop tasty menus that encourage new eating habits while also contributing to the client's environmental ambitions.

In an effort to be transparent and measure its environmental commitments, Sodexo works with external partners such as Eaternity to assess the impact of its recipes on the planet by calculating carbon emissions based on the products used.

To support this transformation, Sodexo mobilizes its supplier ecosystem. The Group has collaborated notably with Unilever Food Solutions to develop 25 sustainable recipes now available worldwide, including a "sweet potato falafel wrap with marinated carrots and kale aioli" and "green spelt risotto with spinach and green peas".



## #Animate

**Sodexo mobilizes its community of chefs around sustainable culinary innovation and taste.**

To animate its community of chefs and celebrate their talents, Sodexo hosts an international culinary innovation competition that focuses on developing and promoting tasty creations with low carbon emissions.

As part of this "Sustainable Chef Challenge", chefs are required to create sustainable dishes that highlight flavor, nutrition, health and well-being, source products responsibly and avoid food waste.

In 2023, more than 230 chefs from 18 countries took up the challenge. During the international finale, the 2023 Culinary Experience Grand Prizes were awarded to Sharon McConnell (Northern Ireland) for her "Pistachio Crusted Celeriac Steak" and "Vegan Chocolate Mousse with Dates and Nuts" and Ricardo Machado (Brazil) for his "Sautéed banana peel medallion with sweet potatoes" and "Banana and Coconut Mash".



See [sodexo.com](https://www.sodexo.com) to find out the winners of the 2024 "Cook for Change! The Sustainable Chef Challenge"

*"We are very thankful to have had the opportunity to work with such talented people, united by a common purpose: paving the way for environmentally, friendly and flavorful food."*



**Sharon McConnell & Ricardo Machado, winners of the 2023 edition of the Sustainable Chef Challenge**







## #Involve

### Make Sodexo employees ambassadors of sustainable food.

To achieve its goals of sustainable transformation at a global level, the Group relies on the training of its teams, particularly through Sodexo Academy.

To support change at every level of the company, Sodexo offers a Sustainable Culinary Masterclass designed to raise awareness and train the support functions and on-site teams (chefs, site managers, operations and logistics managers, teams responsible for commercial development and sales, training, etc.).

During this training, participants learn about sustainable food and how to design balanced meals that encourage changes in eating habits for the benefit of individuals and the planet.

Launched in Europe in 2023 before being rolled out worldwide, this Sustainable Culinary Masterclass has created positive momentum within the teams and generated many ideas to win over even more consumers and help them change their food choices.

*"As soon as the program was launched in Belgium, those participating in the course were enthusiastic and had many ideas for incorporating these concerns into their day-to-day work. Our chefs are the catalysts for change, but they are not alone. They are backed by an army of ambassadors on the ground who are going to convince our clients to adapt our food service offerings to consumers' new expectations."*



**Caroline Aelvoet,**  
Managing Director, Sodexo Belgium

## #Collaborate

### To act sustainably, Sodexo involves its supplier ecosystem.

Since its creation, Sodexo has made its supply chain an essential link in its efforts for sustainable and responsible growth. The Group promotes sustainable supply practices and the development of local sourcing.

To support the sustainable transformation of its menus and build relationships that benefit everyone, Sodexo chooses suppliers – both large companies and SMEs – that share its commitment, supports them and gets them on board with its requirements throughout the process, from production and transformation to transport and delivery.

For instance, Sodexo's Impact+ program in France helps SMEs with their development. Thanks to this support, *Coopérative Bio d'Ile-de-France* has been able to reintroduce organic durum wheat in the region, that is fair for the 17 producers involved, which Sodexo's chefs now include in their recipes.

In the United Kingdom, the Sodexo mentorship program for SMEs enabled textile supplier Thomas Kneale & Co to move forward in its own Net Zero strategy by reducing its carbon emissions, as well as those of Sodexo. To expand its local sourcing of fruit and vegetables in Brazil, Sodexo has entered into agreements with small producers to ensure financial stability and support for their development.

**2.5**  
billion euros  
spent with SMEs  
in Fiscal 2024





## #Transform

**With the trust of its clients, Sodexo contributes to consumers' health and well-being with delicious and sustainable meals.**

Committed to reducing its carbon emissions, New York City's public hospital system (NYC Health + Hospitals) relied on Sodexo's expertise to implement a plant-based meal plan in 2019 for the patients and staff at its 11 facilities.

Building on the success of "Meatless Mondays", the NYC H+H team, supported by Sodexo, expanded the initiative in 2022 by offering plant-based menus by default every day of the week.

To meet this challenge, Sodexo's team, including chefs and dietitians, undertook an in-depth culinary creation process to develop varied, tasty, low-carbon recipes tailored to the extremely diverse expectations of the New York population.

In March 2024, Sodexo and its client have celebrated more than 1.2 million plant-based meals in 2 years, with a patient satisfaction rate of over 90% and a massive reduction in the client's carbon emissions of 36% over one year. This initiative is increasingly attracting the attention of policymakers.

*"NYC Health + Hospitals is taking a significant step forward in acknowledging the role of plant-based food in patient care. Access to culturally diverse, nutritious food in our hospitals helps introduce healthy diets and habits that patients can maintain once discharged. With the assistance of the Sodexo Food and Nutrition team, the city is educating patients about the benefits of plant-powered diets and strategies to implement them in their daily lives empowering New Yorkers to make healthier food choices"*

**Kate MacKenzie,**  
**Executive Director of**  
**New York City's**  
**Mayor's Office**  
**of Food Policy**



## #Encourage

**On U.S. campuses, Sodexo is democratizing plant-based options.**

Firmly convinced of the environmental and physical benefits of high-quality food, younger generations, and especially Gen Z, are demanding new food offerings on college campuses. In Fiscal 2024, Sodexo's teams introduced new initiatives to meet this growing demand and contribute to the goal of reducing the Group's carbon emissions.

Sodexo has partnered with researchers from Boston College and the Food for Climate League, with support from the Better Food Foundation, to conduct a study on the implementation of the "DefaultVeg" program at three pilot college dining halls. As a result, the rate at which consumers chose the default plant-based options rose by 58.3% without impacting their satisfaction level.

In light of this, the Group announced the large-scale rollout of its DefaultVeg program on nearly 400 campuses that are home to 1 million students and pledged to have 50% plant-based menus at its universities in the United States by 2025.

*"DefaultVeg is proving that plant-based eating is both popular and powerful with Gen Z. And this new rigorous study demonstrates that most students happily choose plant-based meals over other options when we make the choice easy and delicious. Sodexo's expansion of this strategy is going to have a real impact on the health of students and the planet."*



**Jennifer Channin, Executive Director**  
**of the Better Food Foundation**



**Designing and operating quality, attractive workplaces that prioritize the safety and well-being of employees and visitors and help create positive consumer experiences: this is the approach that Sodexo takes regarding the overall management of its clients' facilities.**

**Building on its expertise and its range of Food and Facilities Management services, Sodexo is the trusted partner for managing sites in various environments and contributes to the operational efficiency and performance of its clients, particularly in terms of reducing the environmental impact.**

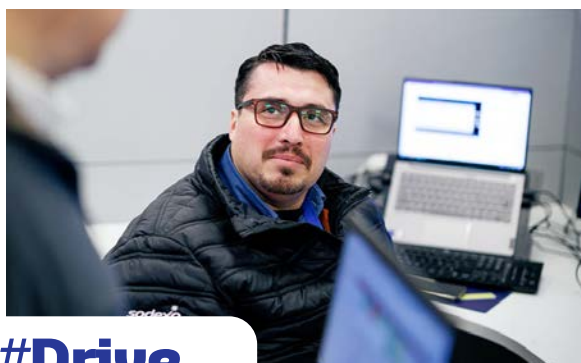
# Attractive

## #Delight

### **Sodexo's expertise in creating valued experiences.**

For the past 10 years, a world leader in high-end spirits has relied on Sodexo's expertise to offer its employees and visitors a unique experience at its 60 sites in the United Kingdom and Ireland. This commitment is on full display at the company's head office, where users enjoy a level of service equivalent to that of a luxury hotel, with high-end reception, well-being and concierge services, as well as an array of food options and refreshments provided through the Kitchen Works brand.

This client's high sustainability objectives and social commitments are also supported by Sodexo, which applies its expertise in the fight against food waste with WasteWatch, the use of non-polluting cleaning products, reusable tableware and LED lighting, the sale of socially responsible coffee, and so on. In addition to this high-profile location, the same exceptional services are guaranteed at 100% of the sites and 100% of the time thanks to the very high standards of the 575 Sodexo employees at both the offices and production sites.



## #Drive

### Technology for efficiency and performance.

Using innovative technologies, the Sodexo teams ensure that equipment is maintained effectively and that its life cycle and performance are constantly optimized.

For example, connected objects are used to monitor, automate and control building systems in real time to improve occupant comfort and performances.

Data analytics, another key component, provides valuable information about energy use patterns, equipment performance and occupant behavior. This information allows proactive maintenance, predictive analytics and informed decision-making.

In addition, automation and remote monitoring contribute to efficiency and convenience. Automation controls building operations based on predefined rules, while monitoring, via Sodexo command centers, allows a fast response to issues or emergencies.

For example, with its dynamic cleaning service, Sodexo improves cleaning efficiency by monitoring occupancy, cleanliness of spaces and availability of consumables in real time in order to proactively allocate staff and supplies. At the site of a leader in fast moving consumer goods, a dynamic cleaning test resulted in a nearly 5% reduction in labor requirements, while improving the cleanliness of living and working environments.

## #Optimize

### Sodexo deploys its expertise to contribute to its clients' sustainable performance.

Thanks to its recognized expertise in the management of energy and resource consumption, Sodexo takes action on a global scale to reduce the carbon impact of its activities and those of its clients.

The Group continues to roll out its WasteWatch program in an effort to halve food waste by 2025, thereby reducing its clients' waste management.

For example, Sodexo has implemented a global strategy at the headquarters of Cox Enterprises, one of its clients in the United States, to limit the site's environmental impact via WasteWatch. This strategy is paying off, with a massive 92% reduction in waste, earning the company the distinction of Zero Waste Business by Zero Waste USA.

Sodexo continues to offer its clients comprehensive energy management that allows them to optimize their sites. For one of its clients in the food processing and packaging sector, Sodexo analyzed the energy consumption of the client's sites in order to propose tailored solutions such as optimization of heating, ventilation and air-conditioning, lighting and energy monitoring projects. These actions led to an annual reduction of 21.14 GWh, representing a saving of almost 2.9 million euros and of 7,727 tons of carbon emissions.



# 76.9%

of Sodexo food sites around the world have deployed the WasteWatch program with an average -40.7% reduction in food waste

*"We are extremely proud of reaching our Zero Waste goal. Together with the support and expertise of our valued partner Sodexo, we have shown that it is possible to stay focused on a long-term sustainability goal that creates positive impact for our business, our communities and our planet."*



**Meredith Lindvall,**  
Assistant Vice President of Waste,  
Water & Nature-Biodiversity,  
Cox Enterprises



Sodexo's brand portfolio is a key driver of profitable and sustainable growth, able to meet consumer expectations in all geographical areas, stimulating preferences and improving satisfaction for all. In line with its 2025 strategic plan, Sodexo continues its targeted investments by developing brands in line with consumer trends and uses, adapted to any type of environment.



# Desirable



Discover more  
brands on  
sodexo.com

## KITCHEN WORKS.



### Making eating well easy

- Nutritious, tasty, responsible and affordable food
- Dining spaces designed for energizing, socializing, and relaxing at work
- Services available 24/7, day and night

*Kitchen Works* meets the evolving needs of production sites by offering a unique, continuous dining experience. No compromise cuisine: nutritious, affordable and delicious, served in a modern and welcoming environment where everyone can make the most of a well-deserved break.

Every day, *Kitchen Works* provides fresh, on-site prepared dishes to break the routine and nourish both body and mind, all the while being environmentally friendly.

From protein-based dishes to comforting recipes and specialties from around the world, *Kitchen Works* offers a diverse, easy-going, and inclusive vision of good eating at the fairest price.

A generous, positive, and vibrant dining experience that also promotes well-being in spaces designed for socializing as well as relaxation.

**Nearly 1,000** client sites,  
in 13 countries.  
**+45%** growth in sales compared  
to Fiscal 2023.

## modern recipe



### All day food for modern living

- Everyday delicious and healthy food
- Memorable workplace experiences
- Responsible, sustainable and accessible food

*Modern Recipe* is designed to meet the diverse needs of employees, by bringing together the ingredients that matter the most in corporate food services.

Healthy, delicious, sustainable and accessible food, all served in comfortable settings with that 'taken care of feeling' any time of day.

This special recipe is the combination of a sincere interest in promoting health and well-being in the workplace and an unwavering commitment to offering teams a welcome of the highest hospitality standards.

**More than 400** Modern Recipe  
Corporate dining in 13 countries.  
**+30%** growth in sales compared  
to Fiscal 2023.

## THE good eating CO.



### Discover new depths of delicious

- Inviting environments and exceptional hospitality
- Dishes prepared by chefs with a twist on classic favorites
- Responsible, sustainable sourcing

*The Good Eating Company* invites guests to pause from the workday and delight in a culinary adventure, discovering new flavors, curated food experiences, and delicious moments together. The teams and passionate chefs are committed to offering a simple cuisine made exceptionally well by creating food experiences that put a twist on the ordinary, inviting guests to discover new depths of delicious everyday. Everything is achieved with the utmost care and respect for people and the environment, carefully selecting fresh ingredients based on seasonality, sustainability and a commitment to local communities.

**More than 100** clients served across  
the United Kingdom, Ireland, USA  
and Canada.  
**+15%** growth in sales compared  
to Fiscal 2023



New food production models, contactless or within-reach food service solutions, personalized services and smart technology... Sodexo fully leverages its innovation culture to make a difference in its markets by improving its performance and that of its clients, while adapting its offerings to consumers' needs and expectations.

# Innovative

## #Complement

### Technology in support of food.

Sodexo is expanding its food services offering to make hot dishes available 24/7 to consumers at select locations with specific needs.

Since May 2024, employees, visitors and patients at Tübingen university hospital in Germany have had access to a new food service offering. In addition to the site's six cafeterias and corporate restaurants, Sodexo now offers a robotic kitchen from the startup GoodBytz outside opening hours.

With just a few clicks on a touch screen, consumers can select from five recipes prepared in a matter of seconds by this robotic cook capable of producing up to 150 dishes per hour.

At the same time, in the United States Sodexo has partnered with Automated Retail Technologies for the rollout of automated food kiosks across the country. By leveraging Just Baked technology, consumers can order cinnamon rolls, White Castle cheeseburgers, bao buns or hot sandwiches on demand in a few seconds.

## #Reinvent

**A step ahead of the market, Sodexo is developing new food production models for a sweeping transformation.**

In France, Sodexo has launched *Prêt-à-cuisiner* (Ready to cook), an innovative model that responds to the transformation of the market and meets the expectations of its clients, consumers and on-site cooks and teams.

Introduced in Chile, where it has proven its worth in terms of culinary excellence, efficiency and sustainability, this new operating model relies on upstream preparation facilities.

Chefs and their teams at client sites receive fresh, in-season products that are delivered peeled, cut or precooked and with no additives or preservatives to retain the authenticity of their flavor and their nutritional qualities. This means that all their creativity is freed up to cook, season and plate products according to the recipes of the day. The teams are also more available to take care of consumers and provide them with better service.

In addition to improving production flexibility based on the number of guests, this virtuous model helps to reduce food waste (-36% compared with traditional cooking), water and energy consumption at the site (-25% of energy consumed per meal) and maintenance costs. It also lowers the risk of accidents (-90%) and the amount of space occupied at the site.

This new model, in place in France at two production centers in Rungis and Combs-la-Ville with a production capacity of 55,000 meals per day, is already being used for a dozen clients in the Paris area, with consumer satisfaction up 13 points, and will be rolled out gradually at more than 150 sites in France throughout 2025.

Sodexo has also launched *MasterKitchen* in India, with off-site, multi-client kitchens capable of producing 45,000 healthy, fresh and delicious meals a day.



Target of  
**500**  
million euros  
in revenue by 2025



## #Develop

**Sodexo continues the expansion of InReach, its convenience offering in North America.**

The fast-growing convenience services market in the United States, valued at 30 billion dollars, is an important part of Sodexo's transformation strategy. This self-serve food solutions model, built on a robust technology platform, adds another element to Sodexo's range of Food services and meets the needs of certain clients and consumers.

From micro-markets to smart vending machines, InReach offers a personalized flexible Food service that is available any time and is adapted to all workplaces.

In addition to organic growth, InReach has completed numerous acquisitions. Since 2023, InReach has acquired A.H. Management, which covers the Midwest, Illinois and Wisconsin, Chicago and Milwaukee, K&R Vending Services, which serves Philadelphia, New Jersey, Delaware and Maryland, Five Star Food Services, present in major cities in the Southeast and Midwest, Legend Food Services in Maryland, Connecticut, New York and Virginia, and Capitol Vending and Coffee, based in the Austin and San Antonio areas.



To find out more,  
scan this QR code.

**inreach**



## #Optimize

### Sodexo leverages artificial intelligence to improve its operations and the consumer experience.

By harnessing the power of data and new technology efficiently and responsibly, Sodexo provides its teams with advanced analytics and management tools to deliver optimal services to its clients and consumers.

Among the solutions developed, 4Site is able to better understand and anticipate consumer behavior by analyzing their satisfaction and the performance and sustainability of the offerings, and can adapt the services offered to clients at 750 sites accordingly.

The culinary and operational teams also use AI to generate seasonal menus and create customized recipes tailored to clients' specific constraints and requests.

Other solutions allow the on-site teams to better predict staffing requirements and manage their procurement and production based on the number of guests, thereby reducing food waste.



For instance, PowerChef, which is already deployed at over 500 sites, can estimate the number of guests with more than 85% accuracy. The Pricing tool also helps Sodexo offer fair pricing for all the Group's clients. Fully integrated into the business process, AI provides the ability to set the right price for the right product at some 1,000 sites in the U.S., the UK & Ireland and France. In addition, Sodexo optimizes its supply logistics with its smart solution for managing its purchasing catalogues. With its Product Swap solution, the Group can also identify opportunities to swap products based on their availability, the recipes and commercial constraints.



## #Freeup

### To create new food experiences, Sodexo inaugurated "contactless" stores.

At T-Mobile Park baseball Stadium in Seattle in the United States and at American Express Stadium in Brighton in the UK, managed by Sodexo Live!, consumers now just need to enter the fully automated retail area by scanning their payment method, choose their products from the wide selection offered, then simply exit to finalize their purchase.

No more waiting at checkouts, everything is smooth and fast! In France, more than 2,000 spectators at the 2024 Roland-Garros tennis tournament also enjoyed the first autonomous experience in the tournament's history.

Far from being reserved only for sporting events, contactless stores are also being rolled out at companies, universities and hospitals. In Brazil, Sodexo is expanding its autonomous *NoPonto* micro-markets, open 24/7, currently available in 60 companies and schools across the country. Every day, over 250 students and teachers at the *Colégio Bandeirantes de São Paulo* can select from a diverse range of food choices with a fast, efficient buying process, on a self-service basis or via the Sodexo app. It is also along these lines that Sodexo has rethought the micro-market concept in the United States with *Eat>NOW*, currently in place at companies and on college campuses in the U.S.

## #Decarbonize

### Sodexo's on-site carbon emissions tracking expertise made available to its clients.

Sodexo's technology combined with the data collected by its teams enables it to accurately measure the environmental impact of the Group's activities at its clients' sites. By working together with its clients, Sodexo can identify and implement solutions to reduce its carbon emissions and those of its clients.

At over 6,400 sites worldwide, the SEA (Site Engagement Assessment) allows managers to measure their environmental performance. As part of this tool, a specific module was created to quantify the carbon footprint generated by Food services.

This Site Carbon Footprint module provides site managers with a detailed report and recommendations for best sustainability practices. Sodexo employees are able to identify activities with a high carbon impact, whether in terms of energy and water consumption, procurement of food products or waste management. By sharing the results with clients, they can then implement a common concrete action plan to sustainably reduce emissions.



## #Facilitate

### Tailored mobile apps for an easier consumer experience.

To develop smooth, increasingly more flexible and personalized processes, Sodexo deploys a modular digital solution capable of integrating essential day-to-day employee services, including Sodexo digital services and partner apps.

# +25%

active users  
on Apps

Food service, ordering, health and well-being, requests for services, room and office booking, visitor reception, site browsing... everything is now possible via a unique solution tailored to the needs of clients and their employees.

For example, in North America and the UK, the Everyday app facilitates remote ordering, contactless payment and meal delivery, all of which are important options for ensuring user retention. In Brazil, we:digitek offers students and employees an opportunity to shop online at its partner restaurants. European consumers enjoy the same freedom with the Qnips solution, and those in China with Meican, which sells food products through contactless payment in over 100 cities. In India, no fewer than 735 HungerBox digital cafeterias serve more than 10 million orders per month to over one million users.



Day after day, Sodexo's 423,000 employees are in direct contact with millions of consumers and clients, as well as suppliers and partners. That is why the Group is committed to supporting them and helping them thrive on a daily basis, by taking care of them, ensuring their safety and well-being at work in an inclusive environment, helping them acquire new skills, and encouraging their involvement, productivity and innovativeness.

Driven by core values and ethical principles that guide its actions, the Group creates the conditions for a meaningful employee experience, allowing its employees to fully contribute to its positive impact on their communities.

# Committed

## #Support

**Sodexo continues to roll out Vita, its global employee benefits program.**



Taking care of its employees when it matters most. This is the vision behind Vita, a fair and inclusive employee benefits program created by Sodexo in 2023, and the first of its kind in the sector, which provides a core set of financial and social protections and personal support. Each employee\* is entitled to parental leave, a life insurance benefit, paid care leave and personal assistance, including in the form of psychological support (free of charge, anonymous and available 24/7).

In Fiscal 2024, the roll-out of this program was stepped up. It is now 100% available, particularly for employees in France and a number of European countries, and in the United Kingdom, China, Canada and Australia.

The rollout also continues in the United States where, since January 2024, a replacement income benefit is paid to employees\* temporarily unable to work because of sickness, maternity or following an accident. In addition, in compliance with Federal laws, a Family Care Leave is now offered, enabling full-time employees to use up to five sick days to take care of a family member.

Sodexo is pursuing its ambitious goal of offering this industry-first program in at least 60% of the countries in which the Group operates by the end of 2024.

\*subject to seniority within the company

## #Train

**Through Sodexo Academy, the Group guarantees a training base for all its employees.**

As a leading global employer and a company made up of women and men dedicated to serving people, Sodexo has laid the groundwork of a learning company that enables movement up the social ladder since its creation. Since 2022, the Group has reaffirmed its values through its employer promise and the creation of Sodexo Academy, bringing together all those involved in training, ensuring a solid foundation of skills shared by everyone worldwide, and supporting employees in their career development. From on-site employees to senior leaders, Sodexo creates conditions that allow them to do their best and provide opportunities to acquire new skills.

Within this centralized platform, Sodexo's core training courses, along with job-specific courses and management training, have been developed to meet both individual and company needs. For instance, the Operations Academy, currently being rolled out internationally, consists of an onboarding course for the on-site teams to help them acquire key skills and deliver high-quality services to clients and consumers, while also addressing workplace health and safety issues.

Through the Food Academy, Sodexo is also deploying its Sustainable Culinary Masterclass to raise awareness and train the support functions and on-site teams about sustainable food issues (see page 42).

With the internal promotion rate at 3.8% for employees and 10.7% for managers on sites for Fiscal 2024, Sodexo Academy has demonstrated its real impact on employee development. It now has new ambitions, such as the creation of skills passports for employees that have received training and the expansion of personalized training courses.



# 11.8 hours

of training offered to employees on average in Fiscal 2024



## #Drive

**Taking care of themselves to take care of others.**

To help its leaders develop impactful leadership practices, generate their teams' trust and commitment, build their loyalty and improve their performance, Sodexo is continuing the large-scale rollout of its training program focused on Empathetic and Collaborative Leadership.

Launched in France and gradually deployed in all the countries in which the Group operates, this program encourages managers to take care of themselves, cultivate empathy and active listening, give and receive feedback and strengthen connections in new hybrid working methods. This innovative program also includes training in the development of collaborative practices to solve problems and design innovative solutions.

Sodexo's goal is to ensure that all leaders receive training and disseminate these common practices in order to support the company's performance. The program has already been offered to nearly 3,500 leaders worldwide since its launch in 2021.



## #Thrive

**Promote a culture of diversity, equity and inclusion across its ecosystem.**

Sodexo, which believes in the benefits of diversity, equity and inclusion for businesses and their positive impact on individuals and communities, is constantly looking for new ways to support and promote this vision, both internally and with its clients, suppliers and partners. Sodexo's advances are regularly recognized by leading organizations, as evidenced by its top ranking in the Award for the Feminization of Corporate Management of SBF120 companies in France and its Advocate status and score of 99.7% in the Workplace Pride Global Benchmark 2024, which recognizes the companies most committed to LGBTIQ+ inclusion.

The day-to-day actions taken by Sodexo employees to promote an inclusive workplace where everyone is respected also make the Group a key ally for its clients and partners.



**41%**

of the Group's Senior Executives are women

To raise awareness of the importance of diversity and cultural intelligence in increasing companies' competitiveness, in May 2024 Sodexo held a virtual conference open to all its stakeholders. The event was a success, attracting 500 participants, including over 100 clients and suppliers, who benefited from the vision of Sodexo experts and the advice of David Livermore, renowned sociologist and professor at Boston University.

Sodexo also enables its clients to benefit from close ties with local organizations, such as *SodexoMagic*, its joint venture in the United States committed to empowering the communities Sodexo serves, creating opportunities by hiring locally and buying goods and services from minority-and women-owned businesses.



**+15,000**

Sodexo managers have participated in workshops since September 2023

## #Protect

**Make health and safety a collective and individual priority.**

Sodexo is committed to providing all its employees with a secure working environment that ensures their health and safety. To do so, the Group takes a "Zero Accident" approach, which aims to embed accident prevention into the corporate culture and make it a personal value for every employee.

The leaders are seen as the primary players in spreading this Zero Accident culture. Sodexo therefore offers them special training to make them aware of their role and ensure they are equipped to act effectively on a daily basis.

Following these workshops, all managers have the necessary tools to engage, educate and empower their teams. In this way, Sodexo makes its managers real "influencers" in the "Zero Accident" approach so that every day is safe.

# A social and solidarity impact with Stop Hunger

Since 1996 and the creation of Stop Hunger by Sodexo employees in the United States, the Group has been a key player in the fight against food insecurity and in supporting communities. Stop Hunger, Sodexo's unique philanthropic cause, supported by thousands of Sodexo stakeholders including employees, clients, suppliers, and consumers, aims to sustainably alleviate hunger amongst the most vulnerable.



## 28

Sodexo clients participated in the Servathon in 2024

## #Mobilize

### Leveraging collective energy for a world free from hunger.

For more than 18 years, the Servathon has been an annual meeting of volunteers who support Stop Hunger. Once again, between April and June of this year, over 2,800 volunteers in 35 countries collected food and raised funds for local food banks, associations and NGOs to help those most

in need to permanently escape hunger. This global initiative mobilizes the entire Sodexo ecosystem, including the Group's employees, consumers, clients and partners. This mobilization intensifies every year, with new clients and partners teaming up with Stop Hunger for this solidarity campaign that benefited more than 556,000 people in 2024.

## #Empower

### Women for Zero Hunger, Stop Hunger's signature women's empowerment program.

Women play a major role in the fight against hunger and food insecurity in their communities. In 2024, in partnership with Women in Africa (WIA) and supported by Sodexo, Stop Hunger launched the second edition of Women for Zero Hunger to support women empowerment projects in Africa.

From more than 600 applications received, the panel of experts, including representatives of Women In Africa, Sodexo, Stop Hunger and partners such as Unilever Food Solutions and the Pomona Group, selected three winners. The Woman Farmer Foundation works to empower Swazi women and young people through sustainable and climate-resilient agriculture. Mama Pesa in Kenya has developed a mobile app and a platform that promotes financial inclusion by enabling women to access fast, simple financing for farming and food production tools. The Woman of Age Foundation offers women the Hydro-coop, an innovative and sustainable chicken coop designed to combat food insecurity in South Africa. These three associations will benefit from financial assistance and a personalized coaching and mentoring program offered by experts and business leaders from the Sodexo ecosystem.

*"Being a member of the 2024 'Women for Zero Hunger' panel was the highlight of my year. The passion, dedication and will of everyone involved in these projects is truly inspiring and offers new hope for a better world."*



**Arnaud Leleu,**  
Sales Managing  
Director, Unilever  
Food Solutions

## 55

women empowerment projects supported by Stop Hunger in 2024



## #Give

### The 2024 Stop Hunger dinner celebrated the inseparable link between humanity and the planet.

On April 24, 2024, the 8<sup>th</sup> Stop Hunger global fundraising dinner brought together more than 600 donors, volunteers and partners around the theme "Humanity and Planet: Forever Connected for a Future Without Hunger". The evening celebrated and recognized those who fight against food insecurity in their communities every day

through sustainable projects which protect the planet. Thanks to the incredible support of donors, a record sum of 1,170,000 euros was raised. The funds will go directly to food aid and women empowerment initiatives, in partnership with a large network of NGOs and institutions such as Restos du Cœur and the World Food Programme (WFP), which celebrated in 2024, 20 years and 10 years of collaboration with Stop Hunger, respectively.



A partner in all challenges, Sodexo Live! fulfills its promise to showcase cultural, sports and event venues and create unforgettable emotions through its hospitality and the creativity of its chefs.



# Memorable

## #Le goût de l'exploit

**The Paris 2024 Olympic and Paralympic Games, an extraordinary operational challenge.**

Thanks to its unique know-how and a level of mobilization to match the event, Sodexo Live! took on the challenge of offering its food services to the largest sporting event in the world.

For nearly two months, Sodexo Live! offered athletes from around the world meals tailored to high-level sports and diverse dietary habits and needs, all the while showcasing French cuisine and in line with the environmental and social ambition of the Paris 2024 Olympic Games Organizing Committee. In addition to the restaurant in the Athletes Village, Sodexo Live! welcomed athletes at six "Grab&Go" food service spots.

Same challenge at the competition sites, where athletes, as well as spectators, volunteers, journalists and members of the organization, were offered new on-site and to-go food services.

The common thread among all these offerings was healthy, delicious and creative food that added to the fun and excitement of the events!

*"With Sodexo Live!, Paris 2024 opted for expertise to offer athletes the very best food service. Eating well is of course essential for strong performance, but it is also synonymous with the fun of getting together and having a conversation around a meal. With Sodexo, which is firmly committed to CSR issues, we share the same desire to offer more environmentally and socially responsible Games."*



**Tony Estanguet,**  
**President of Paris 2024**

### SODEXO LIVE! ACTIVITIES AT THE HEART OF THE EVENT

Sodexo Live! is proud of its contribution to the opening ceremony, an unforgettable event for the community and the sports world, mobilizing 22 boats from its *Batobus*, *Bateaux Parisiens* and *Yachts de Paris* fleet. The *Cachemire*, the first fully converted electric cruise boat, opened the parade with the Greek Olympic delegation on board, while *Yachts de Paris*'s majestic *Paquebot*, the largest event boat in Paris, had the honor of closing the parade with the French delegation. This pride was also shared by the MICE activities, which were also involved in welcoming the partners of Paris 2024 and some of the National Olympic Committees, and by *Lenôtre*, which provided hospitality services at key venues of the Games.



## #Culinary feat

Offer athletes and supporters from around the world a memorable experience that combines performance, fun, culinary discovery and sustainability.

### 40,000 meals a day served in the world's largest restaurant

The main restaurant, located in the heart of the Olympic and Paralympic Village, hosted the 15,000 athletes from 206 Olympic delegations and 182 Paralympic delegations 24/7, from breakfast to dinner. As many as 40,000 meals were served every day by the Sodexo Live! teams around four culinary themes: France, world cuisine, Africa-Caribbean and Asia.

To meet this challenge, 500 recipes were developed by the Sodexo teams and Executive Chef Charles Guillo, working closely with Paris 2024, its Athletes' Commission and sports nutrition experts, before being approved by the International Olympic Committee. For nearly two months, with the support of 29 Sodexo chefs from all over the world, the high-level athletes were able to enjoy a culinary experience commensurate with the event, with a choice of 40 different main dishes each day tailored to the dietary needs and habits of the various delegations.



### Signature recipes to put enjoyment and France's culinary heritage in the spotlight

To help athletes discover or rediscover French culinary excellence, Sodexo Live! Executive Chefs Charles Guillo and Stéphane Chicheri partnered with three world-renowned chefs, Akrame Benallal, Amandine Chaignot and Alexandre Mazzia. In Grab & Go XXL, designed as a food court in the heart of the Village, these chefs put their personality and high standards at the service of the athletes, who had the chance to savor their signature recipes during tasting workshops, including Akrame Benallal's "Chicken tandir" and Amandine Chaignot's "Poached egg croissant, artichoke cream and goats cheese and truffle". The Sodexo Live! teams also offered an extremely popular baking workshop, where up to 600 baguettes were made each day.



### Providing Food services at the competition venues

In Paris, Versailles, Lyon and Marseille, spectators from all over the world had a chance to explore a wide-ranging selection of sweet and savory products, 60% of which were plant-based, a first for an event of this kind, at more than 200 points of sale at 14 Olympic Games venues and 8 Paralympic Games venues. The Sodexo Live! teams also focused on designing and operating the food service areas used by the athletes, volunteers, Paris 2024 teams and French and international media at the various competition venues.



### An active contribution to the Paris 2024 environmental ambition

Sodexo Live! is proud to have contributed to the course set by the Paris 2024 Olympic and Paralympic Games Organizing Committee to ensure more responsible Games. By leveraging the Group's best practices, Sodexo Live! endeavored to adopt a responsible and local procurement policy, with 100% seasonal products, 80% of French origin and 25% from local farms (less than 250km away). The teams also put uneaten food to good use by making daily donations to food aid organizations and transforming bio-waste into compost or biogas. In addition, the Group optimized the use of facilities by making the most of existing structures as well as equipment and furniture that could be used after the event.

## #Human feat

Key to the success of Paris 2024, employees fully trained and ready for a unique experience!

### A special recruitment effort to take on the challenge of the Games

To meet the challenge of the Paris 2024 Games, Sodexo Live! enlisted 6,000 people to work at the Athletes' Village and at the various competition venues throughout the country. Over 800 Sodexo employees in France, invited during an initial internal recruitment phase, were eager to participate in this global event. To complete its team, Sodexo Live! then launched an important external recruitment campaign for all food service professions (cooking, service, hospitality, logistics, etc.) and mobilized all its networks (partner schools, *CFA des Chefs*, partners working with the disabled or unemployed, etc.) with a firm desire to share social skills, team spirit and a service-oriented approach with the Paris 2024 teams and people from all parts of the world.

**6,000**

employees mobilized

**15%**

of employees recruited are from priority areas or unemployed



### Employee training and support for a memorable experience

Sodexo Live! took the unique opportunity to showcase its know-how by allowing employees to gain experience in the hospitality, service and catering professions. Those involved took part in a special training program designed to meet the logistical challenges and needs of athletes and the general public at an event of such magnitude. To ensure that everything was ready on day one, Sodexo Academy was able to develop and deliver a series of training courses thanks to e-learning modules available via a mobile app and an unprecedented effort on the part of the human resources teams. Having been trained in food hygiene and safety, service quality and logistics, these employees now represent a substantial hiring pool for the hospitality and food service sector.

#### DIGITAL CERTIFICATIONS TO RECOGNIZE SKILLS

To keep the Olympic spirit and heritage alive, Sodexo Live! worked with Paris 2024 to create Open Badges, a system for recognizing and showcasing the skills acquired by its employees and volunteers during Paris 2024 as a way to boost their employability and promote a culture of continuous learning and engagement.



## #Sporting feat

### An extended contribution with the support of Timothée Adolphe

Sodexo Live! is proud to have supported blind sprinter Timothée Adolphe, European and world champion in the 400m, European runner-up in the 100m and silver medalist at the 2020 Tokyo Games, in his participation in the Paris 2024 Paralympic Games. To encourage him throughout his preparation and during his trials, Sodexo Live! created a club of employees/supporters around the "white cheetah" and congratulate Timothée and his guides, Jeffrey Lami and Charles Renard, for winning silver medals in the 400m and 100m T11 during Paris 2024.

*"As a committed athlete, it's important for me to find meaning in my partnership with Sodexo Live!. My work with Sodexo employees has always been an opportunity for very enriching meetings and discussions around disability and inclusion, but also around the quest for performance and teamwork."*



**Timothée Adolphe**



# Sodexo Live!, creating memorable moments all over the world

Sodexo Live! also attributes its steady growth to the expertise of its 40,000 employees and to its personalized food service, venue marketing and hospitality solutions offered at 500 cultural, sports and event venues.



Around  
**160**  
lounges worldwide and  
some 35 million  
passengers served  
each year

## An enhanced presence in airport lounges for premium services

In the United States, Asia and Europe, Sodexo Live! offers its services in passenger lounges of major international airlines such as Delta Air Lines, British Airways, American Airlines, Emirates, Cathay Pacific and Virgin Atlantic, as well as to financial institutions (American Express, Chase) wishing to strengthen the loyalty of their premium customers by offering them an exclusive experience in their lounges.

In Fiscal 2024, Sodexo Live! continued its rapid expansion in this market and is pleased to have won several major contracts, including a multi-year food services contract for 23 American Airlines lounges in North America. The contract includes key sites such as airports in Charlotte, Miami, Philadelphia and New York, where nearly 500 employees serve passengers in the airline's Admirals Club lounges and Flagship Lounges daily.



## Enhancing the experience of visitors to stadiums, arenas and convention centers

A partner of the Tour de France for over 30 years, the French open for 36 years, the prestigious Royal Ascot meeting in the United Kingdom and 15 Super Bowl in the United States, Sodexo Live! is a major player in the global sporting events market. Its growth ambitions have also been achieved in recent years thanks to the trust placed in it by a number of new clients and the renewal of long-standing contracts.

In the United States, which represents around 60% of its revenue, Sodexo Live! was selected by the BNP Paribas Open in Indian Wells to provide food services and became the exclusive supplier for the new Titans Nissan Stadium in Nashville. In 2024, Formula 1 fans were again able to select from an incredible variety of menus celebrating local culinary culture and minorities at the Miami Grand Prix organized around Hard Rock Stadium run by the company. Leader in convention center food service in North America, Sodexo Live! also continues to develop in this market by catering to visitors to the San Diego Convention Center and to the CES at the Las Vegas Convention Center.

At the same time, in France, the *Maison du Handball*, the *Centre National du Football* of Clairefontaine and the *Centre National du Rugby*, along with Nottingham Forest Football Club in the UK, have chosen to place or renew their trust in Sodexo Live! to provide Food and Hospitality services at their sites.



## Proven know-how for exceptional venues and cultural destinations

Sodexo Live! creates a personalized offering for each of its clients that reflects each site's core business to raise its profile and ensure its performance.

In Paris, the *Musée National de la Marine*, which reopened in late 2023, enlisted Sodexo Live! to market its event activities with areas that offer an exceptional view of the Trocadéro gardens and the Eiffel Tower, an iconic monument where the Sodexo Live! teams also apply their culinary expertise. At the helm of "Madame Brasserie", Chef Thierry Marx offers healthy, creative cuisine, while on the top floor, Chef Frédéric Anton shows off his talent at *Le Jules Verne* restaurant, where in 2024 he garnered his second Michelin star, a recognition that adds to the list of awards of this legendary Sodexo Live! chef. He is also the head chef at 3-star restaurant *Le Pré Catelan*, where Lenôtre's contract was renewed for 18 years, and at Don Juan II, the only Michelin-star cruise boat in Paris.

Around the world, the service-orientated approach and the culinary and event expertise of the Sodexo Live! teams continue to appeal to clients and consumers, as illustrated by the renewed trust of the Royal Botanic Garden in Edinburgh, Scotland for an additional five years. In the United States, millions of visitors at leading cultural institutions enjoy Sodexo Live! services, such as the National Gallery of Art in Washington DC and the iconic Hollywood Bowl in Los Angeles.







# 2

## Corporate responsibility at Sodexo

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## 2.1 Better Tomorrow 2025




Since its creation in 1966, corporate responsibility is central to Sodexo's action and is part of its mission to improve the quality of life of its employees and all those it serves, while contributing to economic and social development and environmental protection in the communities where the Group operates. Sodexo employees, clients, suppliers, consumers and shareholders expect the Group growth to have a positive global impact.

Today, choosing to grow responsibly means continuing to work for a safer, healthier, and more equitable environment. With the aim to be the world leader in sustainable food and valued experiences, Sodexo's employees are committed to providing sustainable, tasty, healthy and desirable meals for

its consumers, while having a positive impact on communities and the planet. Better Tomorrow 2025 roadmap guides Sodexo's actions and drives progress of the most important social, societal and environmental matters for the Group.

All Better Tomorrow 2025 commitments are aligned with the recommendations of the United Nations Sustainable Development Goals (SDGs). The SDGs set worldwide goals in 17 key areas that governments, corporations and society must take into account in order to make the world a more equitable, fair and sustainable place by 2030.

### 9 commitments and objectives by 2025

	<b>IMPACT ON INDIVIDUALS</b>	<b>IMPACT ON COMMUNITIES</b>	<b>IMPACT ON THE ENVIRONMENT</b>
 <b>ROLE AS AN EMPLOYER</b>	<p>Improve the quality of life of employees, safely</p> <p>80% employee engagement rate</p>	<p>Ensure a diverse workforce and inclusive culture that reflects and enriches the communities Sodexo serves</p> <p>100% of employees work in countries that have gender balance in their management populations</p>	<p>Foster a culture of environmental responsibility within workforces and workspaces</p> <p>100% of on-site management &amp; senior leaders are trained on sustainable practices by 2025</p>
 <b>ROLE AS A SERVICE PROVIDER</b>	<p>Provide and encourage consumers to access healthy lifestyle choices</p> <p>100% of consumers are offered healthy lifestyle options every day</p>	<p>Promote local development and fair, inclusive and sustainable business practices</p> <p>2 billion euros spend with SME<sup>(1)</sup> suppliers</p>	<p>Source responsibly and provide management services that reduce carbon emissions</p> <p>34% reduction of carbon emissions <sup>(2)</sup></p>
 <b>ROLE AS A CORPORATE CITIZEN</b>	<p>Act sustainably for a hunger-free world</p> <p>100 million Stop Hunger beneficiaries <sup>(3)</sup></p>	<p>Drive diversity and inclusion as a catalyst for societal change</p> <p>180,000 women in communities empowered<sup>(3)</sup></p>	<p>Champion sustainable resource usage</p> <p>50% reduction in our food waste</p>

(1) Small and Medium Enterprises.

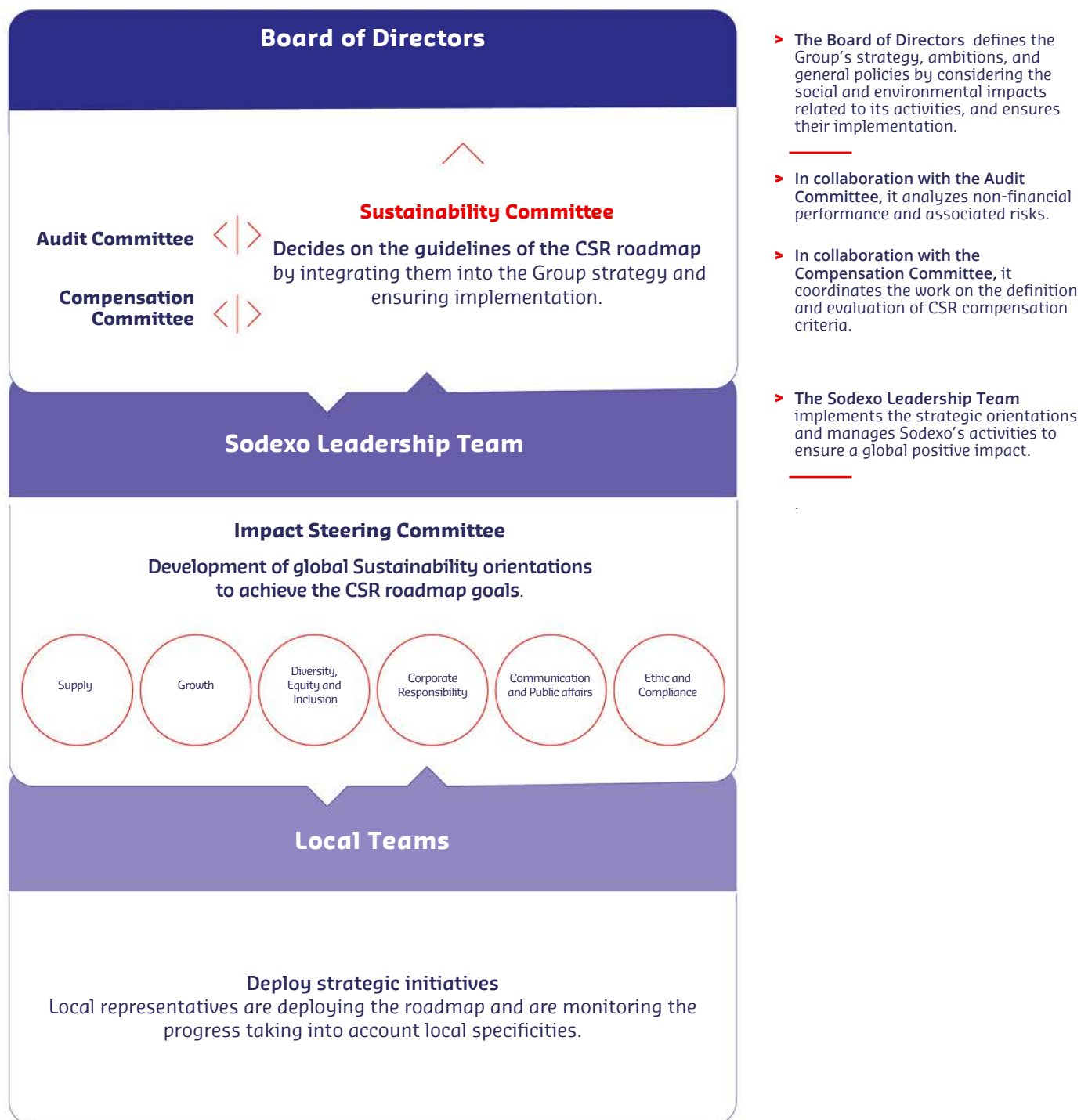
(2) Absolute reduction in Scope 1, Scope 2 and Scope 3 carbon emissions, compared to a 2017 baseline.

(3) Cumulative number since 2015.



# Sustainability governance

This year, the Board of Directors decided to create a Board Sustainability Committee to play a pivotal role in the governance of Sodexo's sustainability initiatives and their alignment with the long-term financial trajectory. This Committee is composed of 7 Sodexo's Board of Directors, with expertise in sustainability, ethics, and corporate governance.



# Stakeholder engagement








Sodexo's 423,000 employees across 45 countries serve over 80 million consumers at every moment in life: learn, work, heal and play. This provides Sodexo with a major opportunity to interact with all its stakeholders. When engaging its stakeholders, Sodexo does it transparently, in compliance with the laws, regulations, and company policies that govern us.



## Building sustainable relationships with all stakeholders

Sodexo's success as an employer, a service provider, and a corporate citizen depends on its capacity to build lasting relationships with its stakeholders.

Through its expertise, Sodexo is fully mobilized to respond to the multiple challenges and needs of consumers, employees and businesses, suppliers and organizations.

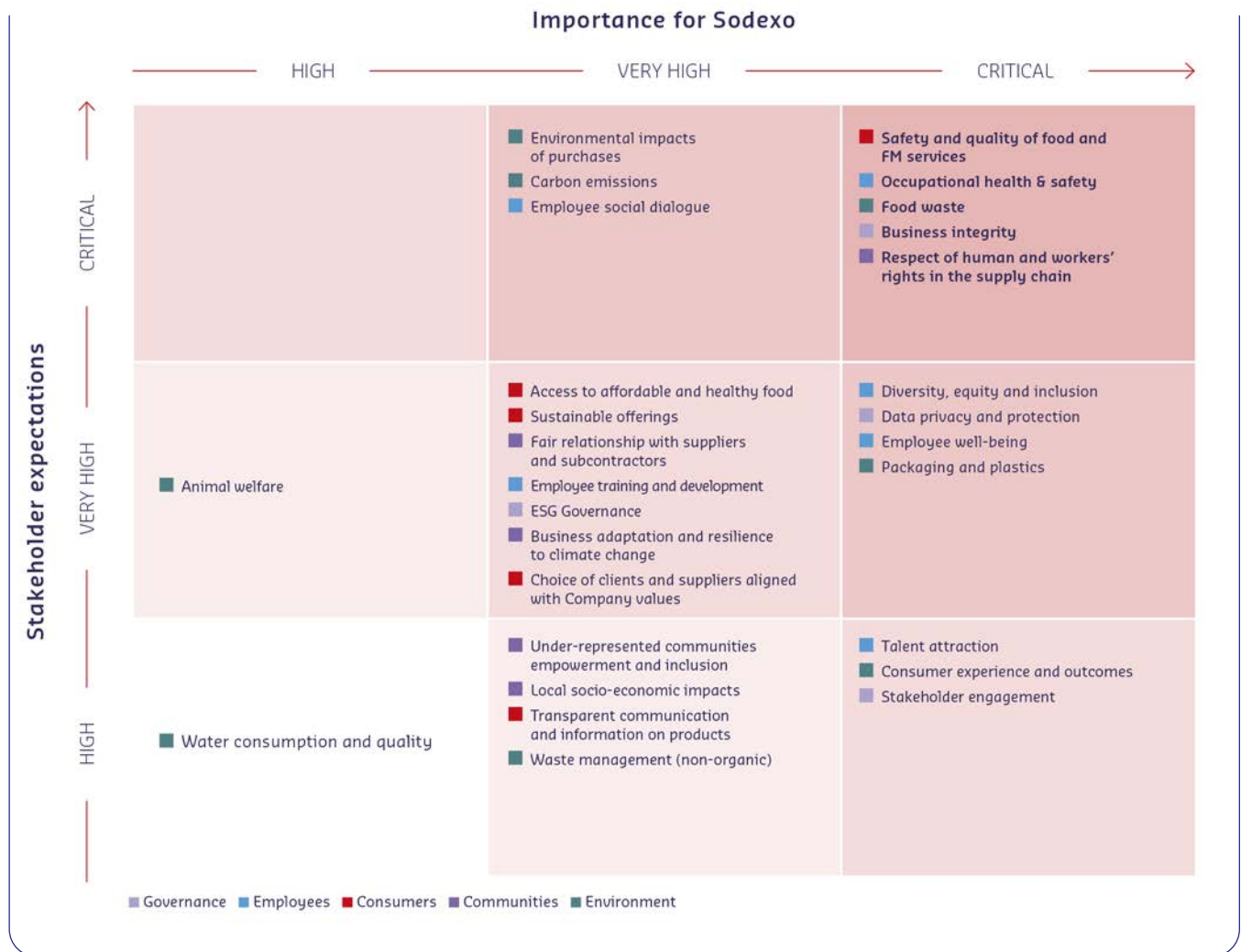
STAKEHOLDERS	ENGAGEMENTS	ACTIONS AND RESULTS
	Offer jobs and training that foster professional development and internal promotion.	<b>82.5%*</b> of employees are engaged.
	Provide a wide range of services to the same client and have a direct impact on strategic aspects of its activities, such as employee engagement, competitiveness and attractiveness of the organization.	<b>80 million</b> consumers every day.
	Influencing food choices towards a more balanced, healthy and sustainable diet by sharing educational, precise and accessible information.	<b>95.5%</b> of consumers are offered healthy lifestyle choices.
	Building relationships that benefit everyone. Meet demanding standards in terms of quality, working conditions, business integrity and respect for the environment.	<b>98.3%</b> of purchases are with contracted suppliers having signed the Sodexo Supplier Code of conduct.
	Expand NGO ecosystem to meet challenges such as: <ul style="list-style-type: none"> <li>• respect for human rights;</li> <li>• continuous improvement of working conditions;</li> <li>• promoting diversity, equity and inclusion;</li> <li>• reducing carbon emissions;</li> <li>• improving nutrition;</li> <li>• the fight against food waste;</li> <li>• the work towards a hunger-free world, by going beyond food aid and focusing on women empowerment.</li> </ul>	<p>Sodexo maintains long-term <b>productive relationships with</b>:</p> <ul style="list-style-type: none"> <li>• the Organization for Economic Co-operation and Development (OECD);</li> <li>• the World Wildlife Fund (WWF);</li> <li>• the International Labour Organization (ILO);</li> <li>• the United Nations;</li> <li>• the Global Sustainable Seafood Initiative (GSSI);</li> <li>• the Seafood Task Force; and</li> <li>• the Restos du Cœur and the World Food Programme (WFP).</li> </ul> <p>Sodexo is also bound by <b>an international framework agreement with the International Union of Food workers (IUF)</b>.</p> <p>Sodexo <b>initiated the creation of</b>:</p> <ul style="list-style-type: none"> <li>• the International Food Waste Coalition (IFWC);</li> <li>• the Global Coalition for Animal Welfare (GCAW).</li> </ul>
	Give confidence to institutional and individual shareholders through the presence of the Bellon family in the share capital of the Group, a guarantee of financial independence and stability. Provide accurate and timely information on Sodexo performance.	<p>Sodexo is included in the following indices:</p> <ul style="list-style-type: none"> <li>• CAC Next 20</li> <li>• ESG Euronext CAC 40;</li> <li>• 1.5 Euronext CAC 40;</li> <li>• World Dow Jones Sustainability (DJSI) ;</li> <li>• Vigeo Eiris ;</li> <li>• FTSE4Good.</li> </ul>
	Sodexo ensures good cooperation with public authorities to enable them to better understand the model and specificities of service companies and in particular catering, and thus participates in the development of effective and fair regulation. These missions are carried out in compliance with the regulations of each country where Sodexo operates, those specific to the European Union (registration in the Transparency Register of the European Commission and the European Parliament) and in accordance with the Sodexo's "Group Public affairs" policy.	Sodexo interacts transparently with public authorities and provides insight on subjects such as sustainable food or public markets.

\* Engagement Survey conducted in 2023.



# Materiality Matrix

Sodexo recognizes that its activities – and the way they are carried out – have impacts that reach well beyond its financial performance. In 2022, Sodexo conducted its third materiality assessment to confirm the validity of its corporate responsibility roadmap. In collaboration with both internal and external stakeholders and with the support of an external partner, the matrix helps to identify and drive understanding on corporate responsibility topics that affect Sodexo and its stakeholders.



Starting Fiscal 2025, Sodexo will comply with the requirements of the Corporate Sustainability Reporting Directive (CSRD), aimed at enhancing the transparency and consistency of corporate sustainability reports. During Fiscal 2024, Sodexo conducted a double materiality analysis,

with technical support from its partner PwC and internal and external stakeholders. This work identified both positive and negative material impacts, as well as financial risks and opportunities related to sustainability. The identified issues were then prioritized in line with the Group's

strategic ambition. The results of this work, validated by management, will be a key element in the evolution of Sodexo's sustainability strategy.

## Focus on

# Top 5 critical issues and actions put in place

DEFINITION	CHALLENGE	ACTIONS
<p><b>FOOD SAFETY AND QUALITY OF FM SERVICES</b></p> <p>Food hygiene and quality mean sufficient access to safe and nutritious food that is properly washed, stored, cooked and preserved. Quality and safety of Facilities Management services include the selection of cleaning products and amenities that are not harmful to people.</p>	<p>Access to sufficient amounts of safe and nutritious food is key to promoting good health. Unsafe food containing harmful bacteria, viruses, parasites or chemical substances can cause more than 200 different diseases. Sodexo serves 80 million consumers each day and is committed to provide them with healthy lifestyle options every day.</p> <p>Corresponding risk factor (page 213).</p>	<p><b>96.1%</b> of Group revenues come from countries having either ISO 9001 or ISO 22000 certification for food safety (page 75).</p>
<p><b>OCCUPATIONAL HEALTH &amp; SAFETY</b></p> <p>Providing a safe working environment and ensuring the health and safety of workers through adequate protection is among companies' duties to their employees, in particular in physical activities such as catering and Facilities Management. Health &amp; safety policies include the identification of risks through regular risk assessments as well as monitoring and analysis of working accidents and the definition of corrective measures.</p>	<p>Sodexo employs 423,000 people worldwide and also uses subcontractors. Its employees work in a wide variety of environments and are therefore exposed to a wide variety of health and safety risks.</p> <p>Corresponding risk factor (page 213).</p>	<p><b>0.47</b> Lost Time Incident Rate (LTIR) (page 72).</p>
<p><b>FOOD WASTE</b></p> <p>Food waste may occur at any stage of the food supply chain (production, transportation, processing, retail and consumption) and is a major part of the impact of agriculture on climate change and other environmental issues. Prevention and reduction of food waste through programs, initiatives, innovative systems &amp; technologies, awareness &amp; behavior measures, etc. and applying principles of circular economy is now more important than ever.</p>	<p>Commercial and collective catering is a major source of food waste. Food waste has been identified as a major area of action for Sodexo. Food waste prevention and reduction can also have a great environmental and financial impact.</p> <p>Corresponding risk factor (pages 213, 214).</p>	<p>Sodexo is the first global food services company to have connected its financing to actions to prevent food waste.</p> <p>In 2024, Sodexo has reduced food waste by -40.7% on sites having deployed WasteWatch program (page 80).</p>
<p><b>BUSINESS INTEGRITY</b></p> <p>Key stakeholders (investors, regulators, customers, partners, etc.) expect companies to adopt transparent and responsible business practices including in their supply chain, that comply with all applicable laws and regulations and respect of ethical principles. This issue covers several main topics: anti-corruption, fair and open competition, ethical decision-making, the use and protection of Sodexo's assets and tax evasion.</p>	<p>The Group works with suppliers located in countries at risk in terms of ethical breaches, mainly corruption. Sodexo is also involved in sectors where competition is high, which increases the risk of ethical transgressions.</p> <p>Corresponding risk factor (page 214).</p>	<p><b>100%</b> of workforce working in countries having the Sodexo statement of business integrity available in at least one official language (page 68).</p>
<p><b>RESPECT OF HUMAN AND WORKERS' RIGHTS IN THE SUPPLY CHAIN</b></p> <p>Human rights and fundamental freedoms are stated in the Universal Declaration of Human Rights. Building responsible traceable supply chains enables protection and promotion of human rights and fundamental freedoms, including, but not limited to eradication of forced labor, child labor, discrimination, non-respect of freedom of association and collective bargaining.</p>	<p>Sodexo works with suppliers located on every continent around the world, while the Purchasing Department has employees based across the Group's different geographies. Some of these countries where Sodexo operates, and purchases have potentially high human rights risks.</p> <p>Corresponding risk factor (pages 212, 214).</p>	<p><b>98.3%</b> of spend comes from contracted suppliers having signed the Sodexo Supplier Code of Conduct (page 75).</p>

# Ethics, integrity and respect for human rights

Loyalty, respect for people, transparency and integrity: Sodexo's ethical principles must be known and understood by all employees, who are expected to act in accordance with them. Sodexo's three founding values (service spirit, team spirit, spirit of progress) drive its commitments in terms of ethics, integrity and respect for Human Rights.

At a global level, four priorities have been defined to guide its ethical actions:



## > Spread awareness and prevent

Prevent breaches of Sodexo ethical principles through individual or collective awareness-raising actions for employees that integrate lessons learned and evolution of risks.



## > Promote a speaking-up culture to progress

Encourage and protect employees and third parties raising concerns, in particular by promoting the Speak Up ethics line. Examine each report and take any relevant remedial actions (to know more, page 254).



## > Respect people

Ensure a workplace that is respectful of Human Rights and Fundamental Rights at Work, promote a culture of diversity, equity and inclusion, and thereby contribute to the engagement of Sodexo employees.



## > Measure and be recognized

Measure the progress of the ethical culture of the company and be recognized by its employees and stakeholders, notably in the employee engagement survey (Voice) and in external indices and certifications.

## Fiscal 2024 progress

### Code of Conduct

The 3<sup>rd</sup> edition of Sodexo's Code of Conduct establishes the standards expected from all employees. Accessible in more than 30 languages the Code regularly reviewed and can be consulted on [sodexo.com](https://www.sodexo.com) or through Sodexo Ethics App.

**100%**

of workforce working in countries having the Sodexo Code of Conduct available in at least one official language.

### Conflict of Interest Prevention

The Ethics Zone portal allows employees to disclose any potential conflict of interest. Thanks to the implementation of this digital tool, significant progress has been made in terms of transparency and proactive management of conflicts of interest. Ethics Zone facilitates their review and management.

**18,542**

employees have completed a preventive conflict of interest questionnaire.

### Training

The training programs on Responsible Business Conduct are meticulously crafted and offered on various topics, including sexual harassment prevention, data protection, anti-corruption, and preventing conflicts of interest.

**98%**

of connected employees have been trained on Responsible Business Conduct.

### Ethical culture survey

As part of Sodexo's commitment to the highest standards of ethics and professionalism and continued efforts to apply those standards each day in our business, 10,000 employees were invited to participate in an Ethical Culture Survey. The objective of this survey was to assess the effectiveness of preventive actions, while promoting continuous improvement.

**92%**

of surveyed employees find the ethical tools and training clear and understandable.



# The main sustainability recognitions

A year of mobilization and acceleration in Corporate Responsibility, Diversity, Equity and Inclusion, Ethics, Integrity, and respect for Human Rights, recognized by leading external organizations.

## Main recognitions



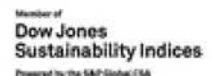
Sodexo joined the “2024 World’s Most Ethical Companies®”. This list, issued by Ethisphere, a global leader in defining and advancing the standards of ethical business practices, honors companies demonstrating business integrity through best-in-class policies and practices.



Sodexo has re-entered the CDP Climate A List and thus joined the 346 highest-rated companies. This recognition highlights Sodexo’s progress in achieving its climate ambition, both in terms of performance and transparency.



Sodexo has held the GEEIS certification since 2018. In 2022, Sodexo achieved top ranking with a level 5/5. The Gender Equality European & International Standard (GEEIS) is an internationally recognized label for companies who demonstrate a strong and effective commitment to achieving gender equality in the workplace.



# Contribution to the Sustainable Development Goals

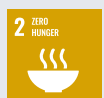
Since 2003, Sodexo has been committed to the social responsibility initiative of the United Nations Global Compact and its 10 principles around Human rights, labor standards, the environment and the fight against corruption.



## 5 United Nations Sustainable Development Goals that are a priority for Sodexo

92.5

million  
Stop Hunger  
beneficiaries since 2015  
(page 79)



95.5%

of consumers are offered  
healthy lifestyle options  
(page 75)



71.2%

of Sodexo’s employees  
work in countries have  
gender balance in their  
management  
populations (page 73)



40.7%

of food waste reduction  
in sites having already  
deployed the  
WasteWatch program  
(page 80)



-2.5%

absolute Scope 1, 2 and 3  
carbon emissions  
reduction compared to  
Fiscal 2023  
(page 78)



## 2.2 Non-financial reporting

### 2.2.1 Improving the quality of life of our employees, safely

#### Workforce by Zone and activity

	NUMBER OF PEOPLE			BREAKDOWN	
	FISCAL 2024	CHANGE	CHANGE %	FISCAL 2024	FISCAL 2023
North America ☑	127,951	+687	+0.5%	30.2%	29.6%
Europe ☑	112,071	-3,849	-3.3%	26.5%	27.0%
Asia-Pacific, Latin America, Middle East and Africa ☑	179,625	+2,748	+1.6%	42.4%	41.1%
Group Headquarter and shared structures ☑	3,820	-6,060	-61.3%	0.9%	2.3%
<b>TOTAL GROUP ☑</b>	<b>423,467</b>	<b>-6,474</b>	<b>-1.5%</b>	<b>100%</b>	<b>100%</b>

Note: workforce at the end of the period. In order to have two comparable financial years, the 2023 workforce has been restated from Pluxee.

In Fiscal 2024, the number of employees has decreased by -1.5% to 423,467 at the end of the year, compared to a +7.9% organic growth for the period.

This workforce reduction is due to the sale of the Homecare services in October 2023, impacting mainly Europe.

Thanks to organizational streamlining, the increase in employees in other activities was limited, consistent with its targets for synergies and cost controls on overheads.

The workforce with shared activities directly related to operations is now allocated to the regions.

The change in workforce in the various zones can be explained as follows:

- in North America, the workforce rose by +0.5%, related to strong business activity in the Corporate Services and Healthcare &

Seniors segments and the acquisitions made by its convenience activities. This increase was partially offset by a reduced headcount connected with the sale of the Homecare services;

- in Europe, the workforce decreased by -3.3% following the sale of the Homecare services (a reduction of -7,790 employees), which offset the rising headcount in the other activities, notably Sodexo Live!, which saw steady growth as a result of the Olympic and Paralympic Games;
- in Asia-Pacific, Latin America and the Middle East,
  - the +1.6% increase in workforce is primarily attributable to the strong activity in India, notably in Corporate Services,
  - offset in part by a decrease of workforce in Brazil in the Healthcare & Seniors segment connected with the exit from contracts, and in China due to the economic slowdown, which has led to the closing and restructuring of certain sites.

#### Talent retention

	FISCAL 2024	FISCAL 2023
Retention rate for total workforce ☑	81.5%	80.4%
Retention rate for site managers ☑	86.9%	85.4%

The retention rate is calculated on the basis of employees who have been with the Group for at least three months.

The employee retention rate showed significant improvement over the previous Fiscal year for all frontline employees as well as for on-site management.

This is the result of multiple initiatives to improve employee retention.

In 2022, the Group launched a global campaign centered on its employer brand, with three main pillars: Belong to a team, Act with purpose, Thrive in your own way.

The campaign, which continues to reaffirm the Group's values among current and future employees as well as the benefits of working for Sodexo, is having a very positive impact on employee retention, thanks to the deployment of several initiatives:

- Vita by Sodexo is a benefits program that establishes minimum standards for benefits applicable to all Group employees worldwide. With this program, Sodexo aims to contribute to the personal, financial and family well-being of all its employees around the world, notably by providing access to appropriate maternity leave regardless of the country in which they work;

Note: The social advantages of Vita by Sodexo include parental leave, a life insurance benefit, paid care leave and personal assistance, including in the form of psychological support (free of charge, anonymous and available 24/7).

- Sodexo Academy, established in 2022, provides support to all employees in their career development through special training and career pathways in every region. The empathetic and collaborative leadership training program, initially launched in France in 2021, has expanded globally, with over 1,600 Global Senior Leaders and 2,000 French participants benefiting from group coaching sessions. Skills acquisition and refresher training programs have been deployed for front line employees and on-site management, particularly in the areas of health, safety, innovation and sustainable practices;
- the implementation of the Winback policy in India, which allows employees to return to the provinces for harvest season and resume their position once harvesting is complete;
- employee retention has also been included into the objectives in the Group compensation policy.

☑ Indicators verified to the level of "reasonable" assurance.

## Hiring, excluding acquired companies and staff takeovers

	FISCAL 2024	FISCAL 2023	CHANGE
Employees	175,385	164,019	+11,366
Managers	9,633	9,776	-143
<b>TOTAL</b>	<b>185,018</b>	<b>173,795</b>	<b>+11,223</b>

Hiring across the Group rose by +11,223 employees from the previous year, primarily driven by countries seeing strong growth.

## Breakdown of departures by reason for permanent contracts (excluding site losses and disposals of activities)

	FISCAL 2024	FISCAL 2023	CHANGE
Resignations (less than 3 months)	32,766	35,512	-2,746
Resignations (after 3 months) <input checked="" type="checkbox"/>	78,399	83,168	-4,769
<b>TOTAL RESIGNATIONS</b>	<b>111,165</b>	<b>118,680</b>	<b>-7,515</b>
Decrease in staff	57,735	55,475	+2,260
Retirement and other reasons	4,642	4,696	-54
<b>TOTAL NUMBER OF DEPARTURES</b>	<b>173,542</b>	<b>178,851</b>	<b>-5,309</b>

The total number of departures decreased from the previous year because of a sharp decline in resignations, which fell by -7,515 as a result of initiatives deployed to improve employee retention.

The workforce reductions have come mainly from India, where the base workforce of active employees has been reduced.

## Employee engagement

	JUNE 2023	JUNE 2022	CHANGE
Number of respondents <sup>(1)</sup>	238,721	207,770	+14.9%
Response rate <sup>(2)</sup>	72.9%	62.6%	+10.3 pts
Employee engagement rate <sup>(3)</sup>	82.5%	78.3%	+4.2 pts
Employee Net Promoter Score <sup>(4)</sup>	36.4	30.9	+5.50
% of employees believing that Sodexo values diversity, such as age, gender, culture and origin, religion, sexual orientation and providing opportunities for individuals with disabilities, in the workplace	86.0%	83.4%	+2.6 pts
% of employees considering Sodexo to be a socially and environmentally responsible company	83.1%	80.2%	+2.9 pts

(1) Pluxee's respondents represent 4,576 for 2023 edition and 3,714 for 2021; including them, total Group's respondents are 243,297 for 2023 and 211,484 for 2021.

(2) The response rate has been adjusted for employees who were not included for specific reasons: activities in order to be sold and site closures, or countries where the Group decided not to prioritize the survey such as Türkiye where the earthquake in February 2023 mobilized the teams, or Chile which was under a general Unions representation renewal. In total, 87% of the Group's employees were invited to respond to the 2023 edition against 83% in 2021 edition.

(3) Indicator verified to the level of "reasonable" assurance by KPMG in 2023.

(4) Employee Net Promoter Score measures whether employees would recommend Sodexo as a place to work. Calculated by subtracting the share of Detractors from share of Promoters. Results go from -100 to +100.

The engagement rate is a key performance indicator at Sodexo, which is seeking to become one of the companies worldwide that is most valued by its employees.

Every two years, the Group conducts an employee engagement survey, called Voice, in all the countries where Sodexo operates.

The results from Voice are used to refine roadmaps and define detailed action plans at both global and local levels.

Sodexo's tenth engagement survey, conducted in 2023, tallied a record 238,721 participants, representing a response rate of 72.9% (+10.3 points compared to the 2021 survey).

The employee engagement rate was 82.5%, a +4.2 points increase vs 2021. In addition, the Employee Net Promoter Score (eNPS) rose to 36.4 (+5.5 points versus 2021).

The next engagement survey will be conducted in 2025.



## Internal promotion at the heart of Sodexo's model

	FISCAL 2024	FISCAL 2023
% of off-site managers promoted internally	9.4%	9.7%
% of on-site managers promoted internally	10.7%	14.1%
% of on-site employees promoted internally	3.8%	3.0%

Since its creation, Sodexo has consistently been strongly committed to internal promotion, which is at the heart of its business model.

Sodexo encourages each of its employees to progress, develop a career plan and capitalize on the many professional opportunities offered by the Group, given its wide range of businesses and activities.

In Fiscal 2024, internal promotion for on-site employees substantially rose to 3.8%, representing an increase of +3,834 promotions over the previous year.

The internal promotion rate for on-site managers remains high. The decline for the Fiscal year is connected to a significant increase already occurred in Fiscal 2023 (an increase from 10.8% in 2022 to 14.1% in 2023).

## A flexible organization, respectful of employees, that offers good working conditions

	FISCAL 2024	FISCAL 2023
% Workforce working part-time	25.1%	26.7%

Around the world and in compliance with local laws, Sodexo encourages flexible working conditions for its employees, staying attentive to their needs regarding work practices and helping them maintain a healthy balance between their personal and professional lives.

Sodexo aims to promote full-time work, offering full-time positions to interested employees.

The company gains flexibility from part-time employment as well, thus ensuring that Group can respond more effectively to client and consumer needs.

In 2024, the share of employees working part-time declined, primarily as a result of the sale of our Homecare Business.

## Ensuring employee safety

	FISCAL 2024	FISCAL 2023
% of Group revenues of countries having one or more OHSAS 18001 or ISO 45001	93.3%	90.8%
Number of work-related accidents requiring leave ☑	1,733	2,124
Average number of work day absences per employee due to work-related and non-work-related accident or illness	13.5	12.6
LTIR ☑	0.47	0.55
Best performance: LTIR for the Energy & Resources activities	0.03	0.08
% LTIR reduction	-14.5%	-15.4%
Proactive colleague engagement: Near Miss to accident	102	

The purpose of Sodexo is to create a better everyday for everyone to build a better life for all. This begins with developing a positive health and safety culture and focusing on the well-being of its employees.

Sodexo's lost time incident rate (LTIR) corresponds to the number of accidents per 200,000 hours worked. 200,000 hours worked is equal to 100 full-time employees working for one full year. The LTIR includes safety incidents (injuries) and work-related health issues (illnesses) that lead to an employee being unable to work. In Fiscal 2024, this rate decreased by -14.5%, reflecting the Group's ongoing efforts towards improving occupational safety and training on onsite best practices.

In August 2022, the Sodexo Leadership Team made a new Group-wide commitment on occupational health and safety. Thanks to this commitment, Sodexo aims to engage all its employees on a path toward making the workplace safer and making all managers accountable for the safety of each member of their teams.

One of the direct applications of this agreement was the inclusion, as of Fiscal 2023, of the LTIR as a performance objective for some Sodexo employees. In Fiscal 2024, the indicator related to near miss was included as a performance objective for the entire workforce eligible to the Group bonus plan.

## Collective agreement for health and safety, with a focus on inclusion

	FISCAL 2024	FISCAL 2023
% of workforce covered by collective agreements <input checked="" type="checkbox"/>	43.5%	42.5%
% of workforce working in countries that have collective agreements and are covered by those agreements	94.1%	91.1%

In 2021, Sodexo and the IUF (International Union of Food, Agricultural, Hotel, Restaurant, Catering, Tobacco and Allied Workers' Associations), the global trade union federation for workers in the food industry, signed a declaration of intent on health and safety, reinforcing their commitments and priorities to promote the right of employees to health and safety at work.

This declaration of intent is a first in the industry and helps to strengthen the relationship between Sodexo and the IUF, which had already laid the initial foundations by signing an international framework agreement on respect for fundamental rights in 2011 and, in 2017, by signing a joint commitment against sexual harassment.

In 2023, Sodexo built on this momentum by signing a new international agreement with the IUF on domestic violence. This agreement reflects the constructive workplace relations that the Group has had with all its workplace partners worldwide for several years, for whom the topic of inclusion is key as well.

In 2024, a larger percentage of employees were covered by a collective agreement, thanks to a new collective agreement now covering workers in Peru.

## 2.2.2 Ensuring a diverse workforce and inclusive culture that reflects and enriches the communities we serve

### Workforce by category and gender equality

	FISCAL 2024		FISCAL 2023	
	TOTAL	% FEMALE	TOTAL	% FEMALE
Board of Directors <input checked="" type="checkbox"/> <sup>(1)</sup>	10	40%	10	50%
Sodexo Leadership Team <input checked="" type="checkbox"/>	12	50%	12	50%
Group Senior Executives <input checked="" type="checkbox"/> <sup>(2)</sup>	290	41%	162	41%
Managers <input checked="" type="checkbox"/>	48,205	44%	46,931	45%
Employees <input checked="" type="checkbox"/>	375,262	54%	383,010	56%
<b>Total Workforce <input checked="" type="checkbox"/></b>	<b>423,467</b>	<b>53%</b>	<b>429,941</b>	<b>55%</b>

(1) Excluding Directors representing employees.

(2) In 2023, Group Senior Executives include the key functions reporting directly to Sodexo Leadership Team members, higher-level sales and operations executives and high potential employees. For Fiscal 2024, following the spin-off of Pluxee and the reorganization of certain activities, the category of Senior Executives has been expanded to a Top 300 to better represent the Group's activities and regions (notably North America). Now included, in addition to the 2023 category, are the Group Managed Roles (GMR) and all employees one level below the North America Leadership Team.

Sodexo intends to offer an inclusive environment worldwide and is maintaining its long-standing commitment to increasing the number of women in its management bodies, its Board of Directors, its Leadership Team, the Group Senior Executives and the workforce as a whole.

As of August 31, 2024, the Sodexo Leadership Team was composed of 12 people, six women and six men, i.e., 50% female. The percentage of women on Sodexo's management bodies reaches 41%, with 118 women among 290 Group Senior Executives.

The percentage of women is very high at every level of the organization, reflecting Sodexo's firm commitment to gender equality.

This commitment is reflected in numerous honors and awards, including Sodexo's ranking in the World's Top Companies for Women 2023, published by Forbes, and its November 2023 capture of first place in the rankings of the share of women in management bodies among SBF120 companies, prepared by France's Ministry of Gender Equality, Diversity and Equal Opportunity. Finally, the company's goal of achieving gender parity in Group Senior Executives is becoming more ambitious as this population expands.

Furthermore, an internal analysis conducted in 2024 covering the majority of off-site employees and site managers (approximately 47,500 employees) puts the gender wage gap at less than 5.5%. All regions of the Group have implemented and are monitoring action plans, with the aim of reducing existing gaps across the 423,000 employees.

	FISCAL 2024	FISCAL 2023
% of employees working in countries that respect gender balance in their management	71.2%	70.5%

The proportion of employees working in countries that uphold gender diversity in their management increased in Fiscal 2024, in line with the target set in Better Tomorrow 2025.

## Paying special attention to our disabled employees

	FISCAL 2024	FISCAL 2023
Number of disabled employees	10,732	9,646

Throughout the world, Sodexo is committed to offering an inclusive environment. Sodexo is a member of The Valuable 500 and has a long-standing partnership with the International Labour Organization through its Business and Disabilities network, which seeks to raise awareness on disabilities among companies and promote the inclusion of new employees with disabilities.

Multiple initiatives are being deployed to integrate employees with disabilities into the workplace.

In 2024, the number of employees with disabilities rose by +1,086, to a total of 10,732 employees, representing 2.5% of the global workforce.

## Workforce by age and average years of service

	FISCAL 2024		FISCAL 2023	
	EMPLOYEES	MANAGERS	EMPLOYEES	MANAGERS
Under 30 years	26.6%	9.2%	26.0%	8.9%
30-40 years	23.0%	29.2%	23.1%	28.9%
40-50 years	21.8%	29.9%	22.0%	29.8%
50-60 years	19.4%	23.3%	19.8%	23.9%
Over 60 years	9.2%	8.6%	9.1%	8.5%
<b>TOTAL</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>

(in number of years)	FISCAL 2024	FISCAL 2023
Managers	8.6	8.9
Employees*	4.5	4.4
<b>AVERAGE YEARS OF SERVICE</b>	<b>5.0</b>	<b>4.9</b>

\* The seniority of employees for 2023 has been revised to harmonize the calculation methodology for both fiscal years.

The percentage of employees under the age of 30 increased for the second consecutive year, notably as a result of newly introduced recruitment programs targeting recent graduates.

Average years of service increased slightly in 2024, in correlation with improved employee retention.

At the same time, the percentage of employees over the age of 50 has remained high, reflecting the importance that Sodexo gives to employability among older employees.

## 2.2.3 Fostering a culture of environmental responsibility within our workforce and workspaces

### Employee development

	FISCAL 2024	FISCAL 2023	CHANGE
Total number of training hours ☑ *	4,985,776	4,755,362	+4.8%
Average number of hours of training per employee	11.8	11.2	+5.4%
% of Group revenues of countries employing environmental experts	99.9%	99.7%	+0.2 pt
% of on-site management trained on sustainable practices	52.5%	16.7%	+35.8 pts
% of senior leaders trained on sustainable practices	68.3%	36.9%	+31.4 pts
% of on-site management & senior leaders trained on sustainable practices	53.2%	17.4%	+35.8 pts

\* The number of training hours excludes Germany due to constraints imposed by trade unions.

The Spirit of Progress is one of Sodexo's three core values. Consequently, training has always been at the heart of Sodexo's strategy, in which business development and employee development are closely intertwined. Sodexo Academy, founded in 2022, gives all employees, from on-site employees and managers to top executives, access to solid training programs tailored to both individual needs and those of the company.

In 2024, the average number of hours of training per employee increased significantly, +5.4% from 2023, benefitting from numerous initiatives launched worldwide. They include:

- the worldwide deployment of the Zero Harm Mindset training, which more than 17,000 employees have attended to date;

- the continuation of sustainable practices training programs: more than 27,000 employees have been trained since September 2023;
- the deployment of the Sustainable Culinary Masterclass, meant to raise awareness of both functional and operational teams on sustainable culinary practices;
- the introduction of the Operations Academy, intended for the on-site employees who make up more than 95% of the Group's workforce and designed to provide them with key skills for delivering quality services to clients and consumers;



- the continuation of the Empathetic and Collaborative Leadership program in support of the team spirit value; the program provides individual and collective support for all Senior Leaders around the world and is yielding results, specifically in terms of reducing absenteeism and enhancing engagement among the groups that have attended the program;
- an accelerated rollout of hospitality training in support of Service Spirit: 410 master trainers have been trained and 4,572 employees have attended training on the basics of hospitality;
- the HR Academy, established in November 2023, which focuses on the HR community (2,500 people), providing new onboarding programs, business skills training and cross-mentoring;
- the continued deployment of the She Leads training program, which has been used to train and mentor 800 women since it started a decade ago. In 2024, 86 women were awarded the She Leads label;
- lastly, the introduction during the Olympic and Paralympic Games of Open Badges, to reward employees who have mobilized their hospitality skills or demonstrated the ability to work on a major international event or on inclusive management. A total of 565 Open Badges were awarded to 364 employees.

## 2.2.4 Providing and encouraging our consumers to access healthy lifestyle choices

	FISCAL 2024	FISCAL 2023	CHANGE
% of Group revenues of countries having a system to ensure that employees with food service responsibilities are trained in compliance with local laws and regulations and Global Food Safety and Hygiene Policy	98.7%	97.2%	+1.5 pt
% of our consumers offered healthy lifestyle choices	95.5%	89.0%	+6.5 pts
% of Group revenues of countries having one or more ISO 9001 certification	96.6%	96.9%	-0.3 pt
% of Group revenues of countries having either ISO 9001 or ISO 22000 certification for food safety	96.1%	96.6%	-0.5 pt
% of Group revenues of countries providing Health and Wellness Services including physical wellness services	87.6%	86.9%	+0.7 pt
Number of registered dietitians employed by Sodexo	6,144	6,187	-0.7%

The percentage of our consumers offered healthy lifestyle choices significantly increased thanks to progress across all Sodexo entities, in particular the USA, Brazil, Chile, India and Belgium, due to strong collaboration between sustainability, culinary and country teams.

The percentage of our consumers offered healthy lifestyle choices was collected at Sodexo client sites through SEA (Site Engagement Assessment) system. Developed with a strong focus on CSR, this innovative tool plays a crucial role in our sustainability commitment. By delivering real-time scores and best-practice recommendations, SEA provides our site managers with valuable insights into their

sustainability performance. It enables them to identify areas for improvement and implement recommended actions, ultimately working towards improving their sustainability actions, by partnering with clients. As a result, SEA not only measures the impact on our client sites but also plays a pivotal role in driving continuous improvement in environmental and societal performance across all sites, aligning with both Sodexo and Client's sustainability roadmap. In Fiscal 2024, more than 6,400 sites participated in SEA which will continue to be rolled out to cover all relevant sites by 2025.

## 2.2.5 Promoting local development, fair, inclusive and sustainable business practices

	FISCAL 2024	FISCAL 2023	CHANGE
% of Group revenues of countries having specific initiatives to integrate SMEs (Small and Medium Enterprises) into Sodexo's Value Chain	91.5%	91.1%	+0.4 pt
Spend with SME suppliers (in billion euros)	2.5	2.2	+13.6%
% of certified sustainable coffee (in kg)	59.0%	54.3%	+4.7 pts
% of spend with contracted suppliers having signed the Sodexo Supplier Code of conduct	98.3%	95.0%	+3.3 pts

Spend with SMEs increased across the business, led by increases in absolute value and by share of spend in the United States, Brazil and Continental Europe reflecting our continuous commitment to work with Small and Medium Entreprises.

The positive increase in certified coffee was due to significant progress in two of Sodexo's largest coffee buying countries: the United States and Brazil.

Sodexo released a new version of the Supplier Code of Conduct in April 2024. To align with the evolving legislative landscape and strengthen its Responsible Sourcing strategy, the Group has

implemented significant enhancements to this new version translated into 17 languages. The sections on Business Integrity, Human Rights, Environment, Inclusive Supply Chain, and Protection of Information and Data Privacy were updated to clarify our expectations from suppliers. A "Grievance Mechanisms" section was introduced outlining the process for reporting breaches of the Supplier Code of Conduct.

The significant increase in suppliers having signed the Sodexo Supplier Code of Conduct was driven by consistent positive progress across all top 20 Sodexo entities by purchasing spend.

## 2.2.6 Sourcing responsibly and providing management services that reduce carbon emissions

	FISCAL 2024	FISCAL 2023	CHANGE
<b>Sustainable fishing and aquaculture</b>			
% of certified sustainable fish and seafood as a % of total fish and seafood	45.3%	46.0%	-0.7 pt
% of sustainable fish and seafood which is sustainable as a % of total seafood (in kg)*☑	83.9%	81.3%	+2.6 pts

\* As per Sodexo Sustainable Seafood Sourcing Guide.

During Fiscal 2024, CSR and Supply Management teams collaborated closely with Regions and WWF to address fish and seafood volumes that are non-compliant with the Sodexo sustainable fish and seafood guide and to raise global awareness.

We facilitated communication between Regions and WWF to improve SKU classification and promote supply chain sustainability. By recommending responsible suppliers and alternative sourcing methods, we offered practical solutions to drive progress. The latest reporting shows positive results and we expect to exceed 90% by 2025.

	FISCAL 2024	FISCAL 2023	CHANGE
<b>Protecting forests and peatlands</b>			
<b>Palm Oil</b>			
% of certified sustainable palm oil (including RSPO credits, Mass Balance, Segregation and Identity Preserved)	100.0%	100.0%	
% of physical certified sustainable palm oil (Mass Balance, Segregation and Identity Preserved)☑	69.4%	44.2%	+25.2 pts
% of physical certified sustainable palm oil (Mass Balance)	68.4%	43.3%	+25.1 pts
% of physical certified sustainable palm oil (Segregation and Identity Preserved)	1.0%	0.9%	+0.1 pt
<b>Paper</b>			
% of spend on sustainable hygiene paper as a % of total hygiene paper (virgin certified or recycled sources)☑	94.3%	85.1%	+9.2 pts
% recycled hygiene paper by spend	27.9%	28.5%	-0.6 pt
% of spend on sustainable office paper as a % of total office paper (virgin certified or recycled sources)☑	93.1%	92.0%	+1.1 pt
% recycled office paper by spend	3.0%	5.0%	-2.0 pts
<b>Soy</b>			
Number of animal product suppliers engaged and to whom Sodexo Commitment has been communicated in priority countries (Brazil and Europe)	53	29	83 %
<b>Beef</b>			
% of raw/primary beef by weight with known origin (country of slaughter)	45.2%	49.2 %	-4.0 pts
Number of raw/primary beef suppliers engaged and to whom Sodexo Commitment has been communicated	4	4	—
Performance of engaged direct (tier 1) animal product suppliers: % of engaged suppliers with strategies aligned with Sodexo's Deforestation and Conversion Policy	25.0%	25.0 %	0.0 pts

Sodexo is committed to a deforestation and conversion free supply chain globally by 2030 for the following priority commodities: palm oil, paper, beef and soy. The four high-risk commodities were selected considering both, level of risk and Sodexo footprint in collaboration with the WWF. We partnered with Proforest on Beef and embedded soy to develop and implement our action plans.

### Palm oil

The vast majority of Sodexo's palm oil footprint comes from three products: margarine, frying oil and cooking oil. These products are the focus of Sodexo's commitment on sustainable palm oil. In Fiscal 2024, the volume of palm oil contained in these products is 2,548 tons. Sodexo represents 0.00003% of the estimated 2022 global palm oil market of 77.6 million tons.

The significant increase of physically certified palm oil is primarily due to increased certified volumes in Latin America, an increase in palm oil volumes in countries with certified products, and a decrease in palm oil volumes in countries without certified products.

### Paper

Sustainable hygiene paper volumes increased significantly this year, supported by our central category strategy and driven by progress in the USA, Brazil and France and sustained positive achievement in the UK and Chile.

### Soy

Nearly all of Sodexo's soy footprint is indirect. Indirect Soy refers to the soy used in animal feed for the products that Sodexo purchases (e.g. dairy, meat, etc.).

Sodexo France and Brazil have been identified as priority countries due to high volumes of indirect soy and likely exposure to origins with a high-risk of deforestation and conversion.

During Fiscal 2024, additional suppliers were engaged on soy in animal feed this fiscal year through the European chicken strategy: European Chicken Commitment.

### Beef

In Fiscal 2024, Sodexo developed its approach to beef supply chain traceability and a supporting toolkit for internal teams and suppliers with the support of Proforest.

The traceability questionnaire will be launched to Brazilian suppliers at the beginning of Fiscal 2025 and will be followed by other priority countries.

	FISCAL 2024	FISCAL 2023	CHANGE
<b>Animal welfare</b>			
% of cage free shell eggs (of the total of shell eggs purchased by Sodexo)☑	37.6%	28.6%	+9.0 pts
% of cage free liquid eggs (of the total liquid eggs purchased by Sodexo)☑	75.3%	71.5%	+3.8 pts
% of Group revenues of countries having the 2020 Sodexo Animal Welfare Supplier charter available in at least one official language	98.5%	97.9%	+0.6 pt

The percentage of cage free eggs has increased for both shell and liquid in Fiscal 2024.

For countries representing 88% of Sodexo revenues, we are on track to achieve 100% shell and liquid cage free eggs by 2025.

Austria, Belgium, Germany, Hungary, Luxembourg, Netherlands, Norway, Poland, Sweden, Switzerland, have already achieved 100%.

Brazil, France, USA and Canada have made major achievements this year.

For the 12% of Sodexo's revenues remaining, local context impedes progress.

Like for many other companies, Asia, Middle East and South America are the regions where Sodexo is facing major challenges. Insufficient regulatory frameworks, limited awareness on cage-free practices and economic constraints are not helping the company to progress and require particular coordinated efforts from the entire value chain.

In Algeria, Chile, China, Colombia, Costa Rica, India, Israel, Malaysia, Mexico, Oman, Peru, Philippines, Qatar, South Africa, Singapore, Türkiye, Thailand, UAE and Vietnam, we are seeking to better understand market maturity, legislation landscape and develop supplier base. Our buyers continue working closely with our suppliers to support them in improving their practices without compromising their economic viability.

Sodexo has engaged with the majority of our suppliers from European countries to work on its chicken procurement strategy.

Through these efforts, Sodexo aims to enhance transparency in its supply chain and promote more ethical and sustainable practices in poultry farming.

The evaluation of our products using ECC (European Chicken Commitment) criteria has provided valuable insights, allowing us to identify areas for improvement and set clear goals. This comprehensive assessment forms the foundation of our refined strategy moving forward.

In addition to animal welfare considerations, we have also examined various health and environmental factors. This holistic approach ensures that our European chicken procurement strategy aligns with broader sustainability objectives and consumer expectations for responsibly sourced products.

Furthermore, our teams in the United States have finalized and published their roadmap toward BCC (Better Chicken Commitment).

These developments in Europe and in the United States highlight the Group's global commitment to improving chicken welfare standards and aligning its practices with recognized industry benchmarks.

	FISCAL 2024	FISCAL 2023	CHANGE
<b>Sustainable recipes and menus</b>			
% plant-based dish recipes in our central menus	25.6%	22.9%	+2.7 pts

Sodexo's ambition is to be the world leader in sustainable food and valued experiences. Plant-based recipes, alongside vegetarian and low-carbon recipes, contribute to a healthy and sustainable diet and form an important part of Sodexo's Climate and Sustainable Eating strategies.

The above indicator is a weighted average of dozens of centrally planned menus across Sodexo countries and activities for the 4<sup>th</sup> quarter of Fiscal 2023. With this result, Sodexo is on track to achieve its target of 33% plant-based recipes in our centrally planned menus and have a head start towards providing 70% low-carbon meals by 2030.

Sodexo is accelerating deployment in major markets, such as the USA campus and healthcare expansion of plant-based defaults and is increasing engagement and training of chefs through initiatives like Cook for Change! The Sustainable Chef Challenge.

Sodexo is also supporting research on the topic with the release of its first Sustainable Food Barometer with Harris Interactive and a report with the WWF on the levers available to food service organizations to support a shift towards healthy, sustainable diets.



	FISCAL 2024	FISCAL 2023	BASELINE 2017	CHANGE
<b>Reduction in carbon emissions – Scope 1 &amp; 2</b>				
Energy consumption for our direct operations (MWh)	515,770	537,741	689,834	-4.1%
Total Scope 1 & 2 emissions (tCO <sub>2</sub> e) - market-based <input checked="" type="checkbox"/>	101,177	100,392	143,354	+0.8%
Scope 1 emissions (tCO <sub>2</sub> e)	88,456	87,718	108,936	+0.8%
Scope 2 emissions (tCO <sub>2</sub> e) - location based	22,955	21,504	44,594	+6.7%
Scope 2 emissions (tCO <sub>2</sub> e) - market based	12,720	12,674	34,418	+0.4%
% renewable electricity in our direct operations <input checked="" type="checkbox"/>	73.0%	57.4%	13.6%	+15.6 pts
% reduction in absolute Scope 1 & 2 emissions (market-based) (compared to 2017 baseline) <input checked="" type="checkbox"/>	-29.4%	-30.0%		
% reduction in intensity Scope 1 and Scope 2 carbon emissions (compared to 2017 baseline)	-40.6%	-39.3%		
	FISCAL 2024	FISCAL 2023	BASELINE 2017	CHANGE
<b>Reduction in carbon emissions – Scope 3</b>				
Total Scope 3 emissions covered by our SBTi commitment (tCO <sub>2</sub> e) - FLAG emissions	5,044,406	4,946,981	6,241,086	+2.0%
Total Scope 3 emissions covered by our SBTi commitment (tCO <sub>2</sub> e) - Non-FLAG emissions	6,454,830	6,855,113	7,499,000	-5.8%
Total Scope 3 emissions covered by our SBTi commitment (tCO <sub>2</sub> e) <input checked="" type="checkbox"/>	11,499,236	11,802,093	13,740,085	-2.6%
Scope 3 Category 1 Purchased Goods & Services (tCO <sub>2</sub> e) <input checked="" type="checkbox"/>	7,614,710	7,824,575	9,240,879	-2.7%
Scope 3 Category 1 Purchased Goods & Services - FLAG (tCO <sub>2</sub> e)	5,044,406	4,946,981	6,241,086	+2.0%
Scope 3 Category 1 Purchased Goods & Services - Non-FLAG (tCO <sub>2</sub> e)	2,570,304	2,877,594	2,999,793	-10.7%
Scope 3 Category 3 Fuel- and energy-related activities (tCO <sub>2</sub> e)	27,415	26,762	32,464	+2.4%
Scope 3 Category 4 Upstream transportation and distribution (tCO <sub>2</sub> e) <input checked="" type="checkbox"/>	176,674	224,898	462,044	-21.4%
Scope 3 Category 5 Waste generated in operations (tCO <sub>2</sub> e)	71,517	77,892	83,051	-8.2%
Scope 3 Category 6 Business travel (tCO <sub>2</sub> e)	65,791	53,479	36,235	+23.0%
Scope 3 Category 7 Employee commuting (tCO <sub>2</sub> e)	678,366	628,735	717,015	+7.9%
Scope 3 Category 8 Upstream Leased Assets (tCO <sub>2</sub> e)	1,794	306		+486.3%
Scope 3 Category 11 Use of sold products (tCO <sub>2</sub> e)	2,513,526	2,610,853	2,708,972	-3.7%
Scope 3 Category 12 End-of-life treatment of sold products (tCO <sub>2</sub> e) <input checked="" type="checkbox"/>	349,442	354,594	459,425	-1.5%
% reduction in absolute Scope 3 emissions (compared to 2017 baseline) <input checked="" type="checkbox"/>	-16.3%	-14.1%		
% reduction in intensity Scope 3 carbon emissions (compared to 2017 baseline)	-29.5%	-25.5%		
<b>Reduction in carbon emissions – Scope 1, 2 and 3</b>				
Total Scope 1&2 and 3 emissions (tCO <sub>2</sub> e)	11,600,413	11,902,486	13,883,439	-2.5%
% reduction in absolute Scope 1&2 and 3 emissions (compared to 2017 baseline)	-16.4%	-14.3%		
% reduction in intensity Scope 1&2 and 3 carbon emissions (compared to 2017 baseline)	-29.6%	-25.7%		

Sodexo was one of the first food services companies to commit to reaching Net Zero globally by 2040, establishing its leadership in the sector's fight against climate change. With a CDP A rating, Sodexo is recognized as a leader in climate ambition in its sector. Since 2017, the company has been strengthening its sustainability journey, aiming for a -34% reduction in emissions by 2025, an objective approved by the Science-Based Target Initiative (SBTi).

#### Emissions Overview:

99% of Sodexo's emissions are indirect, coming from our supply chain, energy consumption at client sites, as well as food waste. Only 1% of its emissions fall under Scope 1 & 2 (mainly fuel consumption and purchased electricity in our direct operations). Every year, while calculating emissions, we enhance our data quality and improve the methodologies adopted, which can affect the values of the current year, previous years, and those of the reference year. The recent restatement has led to:

- A significant decrease in the 2017 baseline absolute emissions from 17.0 million tCO<sub>2</sub>e to 13.9 million tCO<sub>2</sub>e.
- A re-statement of Fiscal 2023 emissions reduction from -20.7% to -14.3% compared to 2017 baseline year.

These changes were mainly due to:

- Enhanced methodology for calculating client site energy;
- Update of the emissions due to acquisitions, disposals and activity growth occurred in Fiscal 2024;
- Improved data quality.

Further details on the methodology changes can be found in the dedicated Methodology section at the end of the chapter.

### Progress – Total Emissions

With restated data, and even with the Revenues having increased by 15% since Fiscal 2017, Sodexo has achieved a -16.4% reduction in absolute emissions compared to Fiscal 2017 and a -2.5% Year on Year (YoY) reduction. Emission intensity has decreased by -29.6% compared to FY17, and -5.3% compared to Fiscal 2023.

The regions with the highest YoY total absolute emissions reduction are: France with -3.5%, Continental Europe with -3.3% and North America with -3.2%. These regions have also made significant progress compared to the 2017 baseline with -27.4% reduction for Continental Europe, -25.6% for North America and -23.1% for France.

UK&I have decreased by -27.1% compared to baseline year 2017, making them a leading region on climate action within the Group. While UK&I increased YoY +3.0%, this is a significantly lower than their YoY organic growth. In Fiscal 2024, UK&I deployed a net zero supply chain engagement strategy, providing a framework for their supply partners to undertake key steps to show tangible progress to decarbonize before 2030.

### Progress – Scope 1 & 2 Emissions

Sodexo YoY scope 1 & 2 emissions are up +0.8%, nonetheless the emissions reduction in absolute value compared to the baseline year 2017 is -29.4%, in line with the Group's forecasts and trajectory of -34% reduction by 2025.

We are getting closer to reaching our 2025 RE100 commitment with 73% of renewable electricity in our activities, compared to 57.4% in the previous year. However, this increase in renewables is balanced by energy consumption increases in some countries (mainly in the Middle East and India).

In Fiscal 2024, 15 countries, representing 55% of the Group revenues, were sourcing 100 renewable electricity, compared to 9 countries in the previous year.

### Progress – Scope 3 Emissions

Sodexo YoY scope 3 emissions decreased by -2.6% and the emissions reduction in absolute value compared to the baseline year 2017 is -16.3%.

The -32.4%, reduction in intensity of the Scope 3 supply chain emission compared to baseline remains significant, confirming the efforts made by the local teams to reduce emissions linked to our Purchased Goods & Services through sustainable eating and food waste initiatives.

## 2.2.7 Act sustainably for a hunger-free world

2015-2023 PERIOD

Number of Stop Hunger beneficiaries (in millions)☑	92.5
Funds invested in programs to empower women working to end hunger in their communities (in thousands of euro)	8,749

As part of Better Tomorrow 2025, Sodexo has set itself the ambitious objective of reaching 100 million Stop Hunger beneficiaries, through its various initiatives, over the period 2015-2025. At the end of the Fiscal 2024, the cumulative result represents 92.5 million beneficiaries, an increase compared to 76.4 million in 2023. This is mainly due to the increase in the number of partnerships with NGOs in the United States.

For more information, see the Stop Hunger website:  
[www.stop-hunger.org](http://www.stop-hunger.org)

## 2.2.8 Driving diversity and inclusion as a catalyst for societal change

	FISCAL 2024	FISCAL 2023	CHANGE
Empowered women in communities	292,214	108,029	+170.5%
% of workforce of countries with initiatives to improve the quality of life of women	97.3%	97.9%	-0.6 pts

The number of women in empowered communities has increased significantly this year, mainly thanks to record commitment from Stop Hunger teams and its external partners in the operations.

## 2.2.9 Championing sustainable resource usage

	FISCAL 2024	FISCAL 2023	CHANGE
<b>Food waste</b>			
% of food waste reduction in sites having already deployed the WasteWatch Program☑	40.7%	37.6%	
% of WasteWatch Sites Deployment Coverage as a % of Group Raw Material Cost	76.9%	57.0%	+19.9 pts
% of Group revenues of countries working to deliver on the United Nations' food waste objective	92.2%	90.4%	+1.8 pt
% of Group revenues of countries having one or more ISO 14001 certification	93.6%	93.7%	-0.1 pts
<b>Water</b>			
Direct water withdrawals - offices and owned production units (in m³)	3,046,600	3,160,923	-3.6%
Direct water consumption - offices and owned production units (in m³)	604,045	624,945	-3.3%

During Fiscal 2024, Sodexo accelerated the deployment of the WasteWatch program by +19.9 points.

This progression is the result of:

- a clarification exercise on the eligibility criteria for the WasteWatch program, and
- significant deployment efforts by some countries, notably Brazil, Chile, France, Italy and the United States.

Following the action plan established last year, this deployment dynamic was accompanied by an increase in our performance in reducing food waste.

Direct withdrawals and water consumption remain stable, the slight decrease being mainly due to the closure of central kitchens in France, which represent a significant share of Sodexo's water consumption.

With the increasing maturity of countries on the subject, it was possible to substitute real data reported for national average data used previously. This explains the change between the data published last year and restated this year.

Since 2022, Sodexo has resumed its work on water with the WWF. This collaboration now allows to address water impacts and risks through the dual prism of Sodexo operations, with:

- carrying out a risk analysis for own sites and client sites, and
- the calculation of an indicator for the supply chain water footprint.

## 2.3 Vigilance Plan

Sodexo has been actively managing its risks for a long time. The legal requirements regarding the Duty of Vigilance therefore reflect the values and actions long championed by the Group and its founder, Mr. Pierre Bellon.

In accordance with French law, the Vigilance Plan presents the measures put in place within the Group to identify risks and prevent serious impacts in terms of (i) human rights and fundamental freedoms, (ii) individual health and safety, and (iii) environmental damages that may result from the Group's activities and those of its subcontractors and suppliers.

As Sodexo operates in 45 countries in a variety of complex economic and socio-cultural contexts, it adapts its approach to the above issues in accordance with its different businesses and host countries. The Vigilance Plan covers Sodexo and its subsidiaries' activities and is perfectly in line with its corporate responsibility roadmap.

In addition, the Group has put in place a dedicated governance system relating to ethics and compliance issues, as described in section 7.3.1. The Ethics Department coordinates the Duty of Vigilance within the Group and ensures the integration of vigilance

issues into existing processes. The Ethics Department is also responsible for managing the Speak Up alert system, a collection and reporting mechanism required by law. This system is accessible to our employees and our external stakeholders.

The subjects relating to the Duty of Vigilance are cross-functional and also involve numerous teams: social and environmental responsibility, purchasing, legal, internal control, internal audit, human and operational resources. In addition, customers, suppliers and subcontractors are also involved in this work.

No one can be exemplary if they are not exemplary within their own organization. Sodexo is committed to ensuring common standards for all and this commitment is set out in our Better Tomorrow 2025 plan, in line with the recommendations of the United Nations Sustainable Development Goals (SDGs) and our Statement on Fundamental Human Rights.

The following diagram details the measures implemented by the Group in accordance with the obligations concerning the three categories of issues.



**THE MAIN MEASURES CONTAINED IN THE VIGILANCE PLAN ARE PRESENTED BELOW:**

	RISK MAPPING	REGULAR EVALUATION PROCEDURES COMPANY-WIDE	APPROPRIATE ACTIONS TO MITIGATE RISKS OR TO PREVENT SERIOUS HARM
	<ul style="list-style-type: none"> <li>• Risk mapping including risks related to human rights, prepared by all countries</li> <li>• Consideration of the sexual harassment risk as part of the social dialogue (Sodexo employee)</li> <li>• Materiality assessment (cf. section "Materiality assessment", chapter 2)</li> <li>• Identification of three supply chain risk categories and specific monitoring of the supply chain:               <ul style="list-style-type: none"> <li>• Textile: Uniforms</li> <li>• Seafood: Tuna</li> <li>• Agricultural product: Beef</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>• Implementation of the Responsible Business Conduct program</li> <li>• New Supplier Code of Conduct (2024)</li> <li>• Update (2024) of human rights risk matrix. Each Sodexo entity then carried out a risk assessment</li> <li>• Matrix audit for textile suppliers (uniforms)</li> <li>• Assessment using the Suppliers Information Management (SIM) system</li> </ul>	<ul style="list-style-type: none"> <li>• Specific clauses in customer and employee contracts</li> <li>• Sodexo Statement and Guide on Fundamental Human Rights at Work</li> <li>• Update (2024) of Sodexo Code of Conduct</li> <li>• Guide to Fundamental Human Rights at Work</li> <li>• Supplier and Subcontractor Contract Management (Contractual clauses; Right Supplier, Right Terms)</li> <li>• Training for managers on Fundamental Human Rights (based on identified risks)</li> <li>• Sexual Harassment Prevention Training</li> </ul>
	<ul style="list-style-type: none"> <li>• Risk mapping including risks related to health and security, prepared by all countries (cf. section 6.2 Risk Management)</li> <li>• Materiality assessment (cf. section "Materiality assessment", chapter 2)</li> <li>• "Zero harm" Culture</li> <li>• Consideration of health and safety as part of the social dialogue (Sodexo employees)</li> </ul>	<ul style="list-style-type: none"> <li>• Standard operating procedure review process,</li> <li>• Implementation of the Responsible Business Conduct program</li> <li>• New Supplier Code of Conduct (2024)</li> <li>• Assessment* using the Supplier Information Management (SIM) system</li> </ul>	<ul style="list-style-type: none"> <li>• Deployment of Global Health Policies – Workplace Safety</li> <li>• "Zero harm" Culture</li> <li>• Clauses in customers and employees' contracts</li> <li>• Annual plans of health and safety improvement</li> <li>• Roll-out of e-learning and micro-learning courses on health and safety</li> <li>• Sodexo Safety Net Program (focused on high-risk sites and activities)</li> <li>• Sodexo's Code of Conduct with a dedicated chapter on people and food safety</li> <li>• Supplier and Subcontractor Contract Management (Contract clauses, Right Supplier, Right Terms)</li> </ul>
	<ul style="list-style-type: none"> <li>• Risk mapping including environmental risks, prepared by all countries (cf. section 6.2 Risk Management)</li> <li>• Materiality assessment (cf. section "Materiality assessment", chapter 2)</li> </ul>	<ul style="list-style-type: none"> <li>• Standard operational procedures for site managers</li> <li>• Implementation of the Responsible Business Conduct program</li> <li>• Supplier Code of Conduct</li> <li>• Assessment* using the Supplier Information Management (SIM) system</li> </ul>	<ul style="list-style-type: none"> <li>• Sales Academy (special session dedicated to the Environment)</li> <li>• Site Manager Academy (special session dedicated to the Environment)</li> <li>• Implementation of Group policies: Palm Oil, Seafood, Eggs, Animal Welfare</li> <li>• Customer and employee contractual clauses</li> <li>• Update (2024) of Sodexo Code of Conduct with dedicated chapter on environment</li> <li>• Supplier and Subcontractor Contract Management (Contract clauses, Right Supplier, Right Terms)</li> </ul>

\* Self-assessments.

**WHISTLEBLOWING AND REPORTING MECHANISM**

- Speak Up Ethics Line, whistleblowing system accessible to everyone impacted by Sodexo business activities

**FOLLOW-UP ON IMPLEMENTED MEASURES AND EVALUATION OF THEIR EFFECTIVENESS**

- Independent third-party audit (EY)
- Biennial Engagement Survey
- Regular supplier review process (external certification, mitigation and prevention)

**INDICATORS AND EXAMPLES OF EFFECTIVENESS**

- 96% of Sodexo's Senior Leaders received training on sexual harassment
- 100% of Sodexo's textile suppliers are evaluated by an independent organization
- More than 13.130 managers received training on fundamental rights at work

**OPPORTUNITIES CREATED**

- Strengthening social dialogue through a global framework agreement on preventing sexual harassment
- Strengthening the relationship with suppliers through the Global Sustainable Seafood Initiative
- Multi-sector and multiplayer (NGOs, trade unions, businesses, etc.) cooperation through the OECD's Business for Inclusive Growth

- Speak Up whistleblowing system accessible to everyone impacted by Sodexo's business activities
- Sodexo Life Safety program to report potential serious incidents
- Health and safety reporting tool (Salus) for all injuries and recordable injuries

- Independent third-party audit (EY)
- Biennial Engagement Survey
- Regular supplier review process (external certification, mitigation and prevention)
- External certifications and compliance with standards (ex: OHSAS 18001/ISO 45001)

- Lost Time Injury Rate (LTIR): 0,47 (-14,5%)
- 93.3% of Group revenues from countries having one or more OHSAS 18001 or ISO 45001 certification
- 3% Speak Up cases related to health and safety

- Appeal to customers and to their loyalty
- Reduction in insurance costs
- Increase employee engagement
- Reduction in absenteeism rate
- Strengthening social dialogue through a global framework agreement in workplace health and safety

- Speak Up whistleblowing system accessible to everyone impacted by Sodexo's business activities

- Independent third-party audit (EY)
- Biennial Engagement Survey
- Regular supplier review process (external certification, mitigation and prevention)

- 16.4% reduction in absolute total Scope 1, 2 and 3 carbon emissions (compared to 2017 baseline)
- 83.9% of seafood purchased are from sustainable sources (in kg)
- 37.6% of all shell eggs purchased by Sodexo are from cage-free sources (in volume)

- Development of offers and services having a positive impact on the environment
- Participation in global initiatives to fight against climate change
- Contribution to the achievement of our customers' environmental objectives
- Positive impact on Sodexo's employer brand

## Focus on Fundamental Rights at Work

The Sodexo Human Rights Statement is based on the United Nations Guiding Principles on Business and Human Rights, the Universal Declaration of Human Rights and the Organization's Declaration International Labor Organization (ILO) relating to fundamental principles and rights at work. It covers the workplace, but also business connections, communities, reporting concerns, due diligence and transparency.

In 2011, Sodexo and the International Union of Food, Agricultural, Hotel, Restaurant, Catering, Tobacco and Allied Workers' Associations (IUF) signed an agreement to uphold fundamental rights at work. This agreement reaffirms Sodexo dedication to respecting these rights, particularly the rights of association and collective bargaining. It also establishes a framework for regular dialogue between senior management and employee representatives of both Sodexo and the IUF. The agreement was enriched the following years on the following topics:

- 2017 Prevent workplace sexual harassment;
- 2021 Health and Safety prevention;
- 2023 Prevent domestic violence.

To complete the Group's human rights risk mapping, the Ethics Department mapped the risks related to fundamental rights at work for Sodexo's on-site operations according to external indicators provided by Verisk Maplecroft (risk management platform). This map ranks countries based on their human rights risks in four areas: Freedom of association and collective bargaining, Effective abolition of child labor, Working conditions and eradication of forced labor, Non-discrimination and inclusion. The countries' mitigation plan, such as policies and processes, were also taken into account. The methodology defines the risk exposure score and a unique mitigation plan for each country.

Action plans have been defined, adjusted to the results of these risk maps. The tools available to entities are a practical guide and an e-learning module containing best practices and examples. More than 13,130 managers have received training on fundamental rights at work.



## Focus on Sodexo ESG Program for Uniform Suppliers

The textile industry is a major source of employment in developing countries and is tied to ongoing systemic violations of fundamental rights in the workplace. The selection of the uniforms category is based on the risk profile of these suppliers, combining their geographic location, the product category and the reputational risk for Sodexo.

Sodexo ESG program which aims at addressing compliance to the Sodexo Supplier Code of conduct, includes:

- audit conducted by third party experts;
- corrective action plan (including target achievement date for each action);
- ongoing monitoring and progress follow-up.

During the last Fiscal Year, 100% of global providers were evaluated, including 100% in a follow-up audit. Through monitoring and improvement plans implemented with the partners over the last two years, the suppliers have achieved a low level of risk.

The audits that have been completed by a third-party auditor have all resulted in corrective action plans that are jointly followed up by Sodexo and the Tier 1 supplier. These actions plans have resulted in at least one corrective action. At the end of the Fiscal Year there is no global supplier ranked as "high risk" because of the corrective actions that have been implemented. Last but not least, for the coming years, for the Uniforms category, we have decided to extend our ESG supplier program beyond Tier 1 suppliers to include Tier 2 suppliers.

## 2.4 Controversies

Sodexo employs and serves individuals working and living in complex environments and operates in sectors that may be considered controversial, such as the Energy and Resources industry and Justice Services.

In all our operations, we enforce strict Human Rights policies and health and safety protocols, while seeking to mitigate our impact on the environment and contributing to communities' development and inclusion.

### Energy & Resources

As part of our Energy and Resources activities, we provide project management, cleaning, grounds maintenance as well as catering services to support operations in remote areas, away from regional centres or near communities with little infrastructure. Our first priority remains the health and safety of our employees and all individuals working on those remote locations.

This segment has the lowest lost time injury rate (LTIR) compared to our other activities.

Sodexo also acknowledges that projects in remote areas can also happen on ancestral land and have an impact on indigenous communities. We are fully committed to deepening our understanding and expanding the ways in which we can contribute to building respect, relationships and provide opportunities to improve the Quality of Life of indigenous communities around the world.

### Justice Services

In the face of rising pressure to reduce both reoffending and costs of operations, even as prison populations expand, authorities increasingly look to the private sector to provide an expanding range of services and innovative solutions. Fostering rehabilitation is one of our main priorities. By offering opportunities for detainees to acquire life skills, work experience, qualifications and resources, we support their successful re-entry into society.

Sodexo operates prisons under 4 strict criteria:

- only in democratic countries;
- only in countries that do not administer the death penalty;
- only in countries where rehabilitation is the ultimate goal; and
- only where our team members are not required to carry firearms.

Thus, in line with those criteria, Sodexo Justice services provides a range of services to in public prisons in Belgium, Chile, France and in the United Kingdom.

Sodexo decided 20 years ago to exit the largest prison private services market in the world, the United States.

### Coal Industry

Sodexo is also committed to progressively transition away from coal sector projects as part of its strategy to selectively grow its presence in specific mining markets since 2015; aiming to exit the sector by 2025 (no new or renewal of contracts related to the provision of food or Facilities Management services on coal mining sites).

Sodexo is increasingly supporting diversified energy clients that are willing to shift to new business streams and renewable energies.



## 2.5 Our reporting methodology

### 2.5.1 Non-financial Indicators

#### Choice of indicators

In Fiscal 2024, we continue to disclose our Corporate Responsibility related information and data in our Integrated Report (chapter 1) and chapter 2 of the present report.

As part of the Integrated Report we have presented our Value Creation Model, the highlights of the year, as well as our risk management approach.

Chapter 2 presents our 9 Better Tomorrow 2025 commitments, CSR Governance, the materiality matrix and our key performance indicators as well as their progress compared to the previous year.

Sodexo's Corporate Responsibility strategy requires that workforce and environmental performance be measured with clear indicators. These indicators take into consideration the decentralized and primarily client site-based nature of Sodexo's operations and were selected to meet the following reporting objectives:

- to comply with legal requirements such as the European Non-Financial Reporting Directive;
- to address the expectations of other external stakeholders, including shareholders and rating agencies;
- to provide reporting that is consistent with the requirements of the Global Reporting Initiative (GRI) and the United Nations Global Compact.

In addition, Sodexo's indicators:

- are key in allowing us to monitor progress in the areas identified as key topics following our materiality assessment;
- include measures of the tangible benefits Sodexo brings to its clients;
- enhance employee knowledge about Sodexo, increasing awareness and engagement;
- provide visibility on progress for Group and country management.

As part of its progressive journey, Sodexo has added additional indicators this year (see list of indicators).

#### Scope of consolidation

Indicators generally include all entities which are fully consolidated for financial reporting purposes, with the following exceptions:

- a new country added during the fiscal year is included in the reporting scope in the following fiscal year; and
- acquired entities are included as from the date of acquisition.

Additional restrictions may be applicable and are specified in the "Limits" on the next page.

#### Fiscal 2024 workforce indicators

Workforce indicators are consolidated for all Sodexo entities, except for:

- the number of training hours which excludes data from Germany;
- the average number of days of absence per employee for non work related accident or illness does not include absences for non work related accidents or work related illness for Canada.

Engagement rate published indicators reflect the results of the Fiscal 2023 Engagement survey, and were verified at a reasonable level of assurance at the time.

Starting Fiscal 2024, Sodexo is publishing the Near Miss accident indicator. The Near Miss is an event involving an unsafe act and/or unsafe condition that did not result in injury or illness but had the potential to do so. The near miss ratio is calculated by dividing the number of near miss by the sum of number of first aid cases, number of Lost Time injuries and number of fatalities.

#### Fiscal 2024 societal and environmental indicators

In order to streamline the collection and reporting process for the societal and environmental indicators, we have changed the reporting period. The new reporting period starts on June 1 and ends on May 31.

#### Carbon Footprint indicators

##### Definitions & Methodology

Scope 1 includes the emissions associated with the energy consumption from fossil fuel usage in the vehicle fleet, and consumption in directly controlled buildings.

Scope 2 includes electricity and heat district consumption for buildings and sites that Sodexo directly controls, as well as electricity for fleet.

Scope 3 Fuel- and energy-related activities are related to the upstream emissions of the energy consumed for Scope 1 & 2: transportation, production and losses related to energy consumption.

Scope 3 Upstream Leased Assets concerns the Sodexo offices, warehouses, central production units or other Sodexo sites where Sodexo pays a fixed rent, not depending on the consumption.

Scope 3 Purchased goods & services include all purchases for our services, food and non-food goods and services.

Scope 3 Upstream transportation & distribution concerns the distribution from our suppliers to the sites of Sodexo clients.

Scope 3 Business travel concerns the travels by plane, train, short-term leased cars and taxis.

Scope 3 Employee commuting concerns the travelling of Sodexo employees on their workplace, both for on-site employees and office workers.

Scope 3 Use of Sold Products concern the energy consumption and refrigerants leakage related to Sodexo services on the client sites. They are due to Foodservices, Cleaning services and Landscaping services, where Sodexo directly uses energy through the equipment it operates.

Scope 3 Waste Generated in Operations concerns the back-of-house waste: office paper, personal protective equipment, pre-consumer food waste and other waste directly controlled by Sodexo in its operations.

Scope 3 End-of-life treatment of sold products concerns the front-of-house waste, happening after client or consumer use, at the end of Sodexo services: post-consumer food waste, Foodservices packaging, hygiene paper.

## Databases

The following databases are used for the calculation of Sodexo carbon footprint:

- International Energy Agency (IEA) the UK Government GHG Conversion Factors for Company Reporting, ADEME Carbon Base, U.S. EPA, Canada National Inventory Report, Australia National Greenhouse Accounts (NGA) and AIB are used to calculate all energy-related emissions: Scope 1, Scope 2, Scope 3 Use of Sold Products, Scope 3 Fuel- and energy-related activities, Scope 3 Upstream Leased Assets);
- Agribalyse v3.1.1 (ADEME) and Ecolinvent v3.10 (Allocation cut-off) are used to calculate emissions related Scope 3 Purchased goods & services, Scope 3 Upstream transportation & distribution;
- the UK Government GHG Conversion Factors for Company Reporting is used for other indicators such as Scope 3 Waste generated in Operations, Scope 3 End-of-life treatment of sold products, Scope 3 Business travel and Scope 3 Employee Commuting.

## Improvements in Fiscal 2024

For all scopes, the methodology created in Fiscal 2023 has been applied to all previous years to account for the changes in financial perimeters. All acquisitions and divestment are now accounted for and updated every year.

Scope 3 Use of Sold Products has been restated from Fiscal 2017 to Fiscal 2023 due to improvements in the methodology and to more precise data availability.

Scope 3 Purchase goods & services has been updated for previous years following the reporting improvement in some product categories for all countries (some product emissions categories have been broken down into sub-categories). In addition, an inflation correction has been applied for purchases reported in spend (for non-food goods & services).

A re-stating process was conducted to correct the data for various years across different countries due to improved data quality collection. The adjustments were applied on specific purchased goods and services commodities in some countries such as France, Ireland, Australia, Italy, Mexico, Chile, USA, and India.

Improvements were also made for emissions reported for direct site operations in Sweden, Italy, Cyprus, Brazil, UAE, Singapore, and Germany, as well as for fuel data reported for the transportation in Colombia, and Chile.

Finally, emission factors were updated, mainly due to updates in the used databases, but also to reflect the improvement in the methodology - ensuring a better alignment of emission factors with Sodexo's activity.

## Materiality Matrix

The Materiality Matrix was conducted in collaboration with an external partner. The assessment was based on:

- a desk-research of recent publications, reports, and statements from a mix of external stakeholders, such as investors, analysts, civil society organizations, governments, trade associations, and peers;
- qualitative and quantitative surveys;
- interviews and workshops with representatives from the Strategy, Communication, Risk Management, Corporate Responsibility, Marketing, Digital and Innovation, Human Resources, Purchasing and Investor Relations teams.

All of the consultations contributed to the quantitative and qualitative assessment of the issues, identified by the Sodexo teams upstream. Twenty-eight issues have been clearly defined and prioritized according to the Sodexo impacts identified in the Corporate Responsibility Roadmap: Better Tomorrow 2025. The outcomes of this Stakeholder consultation reinforced Sodexo's commitment to continue the deployment of its Corporate Responsibility roadmap: Better Tomorrow 2025.


## Reporting framework and tools

Each year, Sodexo endeavors to improve its processes and to this end, has implemented a reporting tool with two modules for gathering and consolidating information.

Consistency checks are embedded within the tools and additional control testing is performed.

The consolidation of workforce data is performed by Group Human Resources with the exception of the Health and Safety data which is consolidated by Group Health and Safety and the consolidation of environmental data is performed by Group Corporate Responsibility. Certain strategic workforce indicators are consolidated monthly or quarterly for a detailed follow up.

All information published in this report was also examined by the Group's external auditors; more details of the assessment are presented in section 2.5.4 of this document.

In addition to the "limited assurance" delivered by the external auditors in relation to indicators published for the requirements of the European directive, Sodexo obtained a higher level of assurance called "reasonable assurance" for some key indicators, identified in section 2.5.4 with the  sign.

## Limitations

Sodexo employs 423,467 people, in 45 countries, with differing regulations and operates on a significant number of client sites of different sizes and types of activity.

Certain indicators therefore require some specific explanation as follows:

- number of work-related accidents requiring absence:
  - excludes commuting accidents,
  - includes Sodexo workforce only,
  - excludes temporary labor, sub-contracted labor and other personnel that are not Sodexo employees,
  - may have insignificant differences created by the way that work-related illness is accounted for locally;
- average number of days absence:
  - includes absences for work-related accidents and illness as well as personal accidents and illness,
  - may have insignificant differences created by the way the number of days of absence is accounted for locally; as some include weekends and others only working days, the minimum number of days of absence from which the absence is recorded;

- number of training hours:
  - the number of training hours in the U.S. is based on an estimation. The estimation is an extrapolation of actual data covering 35% of the population,
  - in France, the number of training hours is only captured for active employees as of August 31, 2024, and doesn't capture all training hours followed by employees having left the Company during Fiscal year.
- the number of employees with disabilities: the data collection methodology may vary from one country to another depending on local legislation.

Sodexo's mission is to improve quality of life for its employees and all who it serves. Sodexo's services are, in the majority of cases, provided by its own employees on a significant number of client sites where the Company operates throughout the world. The following information is therefore not applicable or not material for Sodexo:

- preventive or corrective actions with regard to discharges into the atmosphere, water and soil with a significant negative impact on the surrounding environment;
- consideration of noise and any other activity-specific pollution;
- land usage;
- importance of sub-contracting.

## 2.5.2 Reconciliation tables

### The Sustainability Accounting Standards Board (SASB) reconciliation table

The Sustainability Accounting Standards Board (SASB) is an independent organization of normalization that promotes the sharing of important information on sustainability, in order to satisfy investors' needs. The table below refers to the norm as defined by the SASB, and highlights the Group's references.

Accounting Metrics	Code	Page
<b>Energy Management</b>		
(1) Total energy consumed, (2) percentage grid electricity, (3) percentage renewable	FB-RN-130a.1	78
<b>Water Management</b>		
(1) Total water withdrawn, (2) total water consumed, percentage of each in regions with High or Extremely High Baseline Water Stress	FB-RN-140a.1	80
<b>Food &amp; Packaging Waste Management</b>		
(1) Total amount of waste, (2) percentage food waste, and (3) percentage diverted	FB-RN-150a.1	80
(1) Total weight of packaging, (2) percentage made from recycled and/or renewable materials, and (3) percentage that is recyclable, reusable, and/or compostable	FB-RN-150a.2	76, 80
<b>Food Safety</b>		
(1) Percentage of restaurants inspected by a food safety oversight body, (2) percentage receiving critical violations	FB-RN-250a.1	75
(1) Number of recalls issued and (2) total amount of food product recalled	FB-RN-250a.2	75
Number of confirmed foodborne illness outbreaks, percentage resulting in U.S. Centers for Disease Control and Prevention (CDC) investigation	FB-RN-250a.3	75
<b>Nutritional Content</b>		
(1) Percentage of meal options consistent with national dietary guidelines and (2) revenue from these options	FB-RN-260a.1	75
(1) Percentage of children's meal options consistent with national dietary guidelines for children and (2) revenue from these options	FB-RN-260a.2	Sodexo does not currently track these indicators.
Number of advertising impressions made on children, percentage promoting products that meet national dietary guidelines for children	FB-RN-260a.3	Sodexo does not currently track this indicator.

Accounting Metrics	Code	Page
<b>Labor Practices</b>		
(1) Voluntary and (2) involuntary turnover rate for restaurant employees	FB-RN-310a.1	70
(1) Average hourly wage, by region and (2) percentage of restaurant employees earning minimum wage, by region	FB-RN-310a.2	Sodexo does not currently consolidate this information at Group level.
Total amount of monetary losses as a result of legal proceedings associated with (1) labor law violations and (2) employment discrimination	FB-RN-310a.3	81-84
<b>Supply Chain Management &amp; Food Sourcing</b>		
Percentage of food purchased that (1) meets environmental and social sourcing standards and (2) is certified to third-party environmental and/or social standards	FB-RN-430a.1	75
Percentage of (1) eggs that originated from a cage-free environment and (2) pork that was produced without the use of gestation crates	FB-RN-430a.2	77
Discussion of strategy to manage environmental and social risks within the supply chain, including animal welfare	FB-RN-430a.3	77
<b>Activity Metric</b>		
Number of (1) Company-owned and (2) franchise restaurants	FB-RN-000.A	Sodexo does not currently track these indicators.
Number of employees at (1) Company-owned and (2) franchise locations	FB-RN-000.B	70

## Task force on Climate-related Financial Disclosures (TCFD) reconciliation table

The Task force on Climate-related Financial Disclosures (TCFD) has been created upon the request of the G20 leaders. It aims to encourage companies and organizations to communicate in a transparent manner on the financial risks linked to climate, in order to help investors to integrate them in their decisions.

In 2017, the TCFD published a set of recommendations to encourage a consistent and reliable financial reporting based on 4 pillars: governance, strategy, measure and objectives, as well as risk management.

Topic	Recommended Disclosure	Pages
Governance	a) Describe the Board's oversight of climate-related risks and opportunities.	63
	b) Describe management's role in assessing and managing climate-related risks and opportunities.	63
Strategy	a) Describe the climate-related risks and opportunities the organization has identified over the short, medium, and long term.	213, 214
	b) Describe the impact of climate-related risks and opportunities on the organization's businesses, strategy, and financial planning.	213, 214
	c) Describe the resilience of the organization's strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario.	33, 78
Risk Management	a) Describe the organization's processes for identifying and assessing climate-related risks.	213, 214
	b) Describe the organization's processes for managing climate-related risks.	213, 214
	c) Describe how processes for identifying, assessing, and managing climate-related risks are integrated into the organization's overall risk management.	213, 214
Metrics and Targets	a) Disclose the metrics used by the organization to assess climate-related risks and opportunities in line with its strategy and risk management process.	78
	b) Disclose Scope 1, Scope 2, and, if appropriate, Scope 3 greenhouse gas (GHG) emissions, and the related risks.	78
	c) Describe the targets used by the organization to manage climate-related risks and opportunities and performance against targets.	33, 78

Reconciliation tables are presented in chapter 10 of the present document.



## 2.5.3 Green Taxonomy

### Regulatory context

In accordance with the European Union (EU) regulation 2020/852 of June 18, 2020 and its delegated acts (referred to as the "Taxonomy" regulation), Sodexo is required to publish, for Fiscal 2023, performance indicators that highlight the proportion of its eligible and aligned revenues, investments (CapEx), and operating expenditure (OpEx) associated with economic activities considered to be sustainable within the meaning of this regulation<sup>(1)</sup> for the six sustainability objectives mentioned in article 9 of EU regulation 2020/852:

- climate change mitigation;
- climate change adaptation;
- sustainable use and protection of water and marine resources;
- transition to a circular economy;
- pollution prevention and control;
- protection and restoration of biodiversity and ecosystems.

An economic activity is considered as "eligible" if it is included in the list of activities described in the Taxonomy delegated acts.

An activity becomes "aligned" when it meets all the technical screening criteria, consisting of specific conditions and performance objectives necessary to demonstrate substantial contribution to one of the six environmental objectives; does not significantly harm the other environmental objectives; and if the Company complies with the minimum safeguards related to human rights, corruption, taxation and fair competition.

### Methodology elements

The financial information used to conduct this analysis was subject to self-assessment by country teams and additional reporting as part of the year-end closing. The indicators were reviewed and analyzed jointly by Corporate Responsibility and Finance teams, and supported by third-party experts, in order to ensure consistency of the decisions regarding eligibility and alignment, as well as consistency with Fiscal 2024 consolidated revenue, investments and operating expenses.

### Results for Fiscal 2024

Taxonomy indicators for Fiscal 2024 are summarized below:

	REVENUES (%) FISCAL 2024	CAPEX (%) FISCAL 2024
Eligible	2.3%	6.9%
Aligned	0.0%	0.0%

### Eligibility analysis

#### Eligible activities

Sodexo carried out a review of its activities in the countries representing more than 90% of revenues and investments (CapEx), with a view to determining which ones are likely to be eligible within the meaning of the EU Taxonomy and its delegated act for the six sustainability objectives on the Taxonomy.

As of today, only some Facilities Management services provided by Sodexo are included in the EU Taxonomy:

- services related to the renovation of workspaces and buildings, installation, maintenance, and repair of energy-related equipment as well as professional services related to energy performance;
- waste management services;
- road passenger transport and inland passenger water transport services.

Based on existing reporting processes, systems and estimates formulated by management and the subsidiaries, 2.3% of consolidated revenues<sup>(2)</sup>, an amount of 558 million euros of eligible revenues out of a total of 23,798 million euros of the Group revenues, have been identified as eligible in the meaning of the Taxonomy, compared to 2.7% in Fiscal 2023.

#### Eligible Investments (CapEx)

Sodexo's eligible CapEx includes:

- CapEx directly associated with its eligible activities; and
- CapEx considered individually eligible, as defined in the Taxonomy Regulation.

The eligible CapEx identified mainly corresponds to increase of right-of-use assets related to leases on buildings and vehicles.

Following this analysis, eligible CapEx for Fiscal 2024 was assessed at 6.9% of total CapEx, compared to 21.1% in Fiscal 2023. Denominator amounts at 350 million euros and includes additions and scope entrance of tangible and intangible assets (excluding goodwill) as well as right-of-use assets. This decrease is linked to a significant drop in the acquisition and ownership of buildings between the two financial years.

#### Eligible Operational Expenditure (OpEx)

Operational expenditure within the meaning of the Taxonomy Regulation is limited to costs linked to direct non-capitalized research and development, direct maintenance, and renovation of Sodexo assets (including direct cost of employees), and direct short-term leases. Given that the Fiscal 2024 operational expenditure of 1,301 million euros was less than 10% of Group operating expenses (representing 22,752 million euros as described in the 4.2.1 note), Sodexo has used the exemption provided in the regulation and has not published the performance indicator for eligible OpEx.

(1)<sup>1</sup>Climate delegated regulation of June 4, 2021 and the appendices thereto supplementing (EU) 2020/852 by specifying the technical criteria for determining under what conditions a business activity can be considered as making a substantial contribution to climate change mitigation or adaptation; European Commission delegated regulation 2021/2178 of July 6, 2021 and the appendices thereto, supplementing (EU) regulation 2020/852 specifying the method for calculating the key performance indicators and the narrative information to be published; and European Commission delegated regulation 2022/1214 of March 9, 2022 modifying delegated regulation 2021/2139 and 2021/2178 (gas and nuclear).

(2) In accordance with Taxonomy regulation, denominator corresponds to the consolidated revenues of the Group, as presented in section 4.1 consolidated financial statements.

## Alignment analysis

The Group has performed an assessment of alignment of its main eligible activities, in accordance the criteria stipulated in the Taxonomy:

### Substantial contribution criteria and specific DNSH

Analysis of substantial contribution criteria and specific DNSH were performed for our energy management services and some of our transportation services, through workshops and data collection matrix. A critical review of the data collected was performed at Group level.

Several alignment screening workshops were conducted with Subject Matter Experts from several countries. The workshops objectives were first – to provide guidance on screening steps and equip SMEs with profound understanding of the regulation, and second – to lay out action plans for future alignment of identified eligible activities.

Two main activities were the subject of more in-depth analysis: Energy Management services and inland passenger water transport.

### Energy Management Services

As part of our journey towards a net-zero objective, our energy management services are undergoing a profound transformation, becoming more sustainable and environmentally friendly. Our team of experts is diligently working on developing client site energy transition plans that shall not only meet net-zero ambition but also fulfill the EU taxonomy's alignment criteria, solidifying our commitment to reduce energy use at all our operated sites.

### Inland passenger water transport

In Fiscal 2023, Yacht de Paris invested in the 100% electrification of their boat called "Cachemire". Sodexo Live! considers converting its remaining diesel-powered boats into hybrid or electric vessels in the coming years. The objective of this initiative is to achieve a substantial reduction in greenhouse gas emissions of the activity.

### Generic DNSH

For the eligible activities of the Group to be taxonomy aligned, it is required to perform a Climate risk assessment relevant for those activities. The Group's strategic plan identifies Climate adaptation as a major topic for the coming years, and, as a result, a study on risks, vulnerability and mitigation actions regarding physical events induced by climate change was launched in Fiscal 2023.

An analysis of climate risks was carried out at Group level without studying the specificities of the activities considered eligible within the meaning of the Taxonomy. As a result, for Fiscal 2024, as for the previous year,, Sodexo does not meet the conditions for alignment with the green taxonomy with regard to the DNSH "climate change adaptation" (Appendix A).

### Minimum safeguards

Review of minimum safeguards was performed at Group level through workshops held with the corresponding departments. Based on this analysis, the Group concluded that it complies with the four themes covered by the minimum safeguards:

### Human rights

Sodexo's commitments to Human Rights and Fundamental Rights at Work are laid out in the Human Rights Policy and the Fundamental Rights at Work charter. Sodexo is committed to respecting human rights wherever it does business. This commitment, policies and procedures are based on international texts such as:

- (i) the United Nations Guiding Principles on Business and Human Rights;
- (ii) the Universal Declaration of Human Rights;
- (ii) the International Labor Organization's (ILO) Declaration;
- (iv) OECD Guidelines for Multinational Enterprises.

### Anti-corruption

Sodexo has documented its approach in the Sodexo's Business Integrity Guide.

Specific training courses on Responsible Business Conduct are developed and delivered within the Group to the staff categories with the highest level of exposure. E-learning modules on Responsible Business Conduct (combating sexual harassment, data protection, public affairs, human rights in the workplace, and preventing corruption and conflicts of interest) have been put in place for all of the Group's leaders and managers.

### Taxation

Sodexo Group undertakes to respect local tax laws and regulations that apply and pay its fair share of taxes in all countries where it operates, in line with the substance of the economic activity of the business locally (refer to 7.3.1.3 Sodexo Group tax policy).

### Fair Competition

Sodexo complies with anti-trust laws, which prohibit competitors from agreeing to fix prices, rig bids or to allocate markets, geographies or clients. Sodexo Group formalized its fair and open competition approach in the Business Integrity Guide. Initiatives are put in place to raise awareness among employees and suppliers of the importance of respecting anti-trust laws.

## Synthesis and outlook for Fiscal 2025

Sodexo strictly applied the regulation and none of its eligible activity or investments was qualified as "aligned" after review of technical screening criteria and analysis required for alignment, which are not, as of today, completely available.

Corporate responsibility has always been at the heart of our mission and everything we do. Despite limited Taxonomy-eligible activities today, we are convinced that our services bring positive impact to our employees, consumers, clients, suppliers, and shareholders.

In accordance with the requirements of the Taxonomy, in Fiscal 2024, in addition to information relating to the first two environmental objectives, Sodexo publishes information relating to the eligibility of the last four environmental objectives (the protection and sustainable use of water and marine resources, the transition to a circular economy, the prevention and control of pollution, the protection and restoration of biodiversity and ecosystems).

The methodology and analysis of eligibility and alignment will continue to evolve, as the Taxonomy is implemented, and in particular with regard to the implementation of the CSRD and in accordance with the new Group sustainability strategy.

## PROPORTION OF REVENUES, CAPEX, OPEX FROM TAXONOMY-ELIGIBLE OR TAXONOMY-ALIGNED ECONOMIC ACTIVITIES BY ENVIRONMENTAL OBJECTIVE

	Proportion of revenues/Total Revenues	
	Taxonomy-aligned by objective	Taxonomy-eligible by objective
CCM	0.0%	0.0%
CCA	0.0%	0.0%
WTR	0.0%	0.0%
CE	0.0%	0.0%
PPC	0.0%	0.0%
BIO	0.0%	0.0%

	Proportion of CapEx/Total CapEx	
	Taxonomy-aligned by objective	Taxonomy-eligible by objective
CCM	0.0%	0.0%
CCA	0.0%	0.0%
WTR	0.0%	0.0%
CE	0.0%	0.0%
PPC	0.0%	0.0%
BIO	0.0%	0.0%

	Proportion of OpEx/Total OpEx	
	Taxonomy-aligned by objective	Taxonomy-eligible by objective
CCM	0.0%	0.0%
CCA	0.0%	0.0%
WTR	0.0%	0.0%
CE	0.0%	0.0%
PPC	0.0%	0.0%
BIO	0.0%	0.0%

## Taxonomic Information for Nuclear and Fossil Gas Activities

Nuclear energy related activities		
1.	The undertaking carries out, funds or has exposures to research, development, demonstration and deployment of innovative electricity generation facilities that produce energy from nuclear processes with minimal waste from the fuel cycle.	NO
2.	The undertaking carries out, funds or has exposures to construction and safe operation of new nuclear installations to produce electricity or process heat, including for the purposes of district heating or industrial processes such as hydrogen production, as well as their safety upgrades, using best available technologies.	NO
3.	The undertaking carries out, funds or has exposures to safe operation of existing nuclear installations that produce electricity or process heat, including for the purposes of district heating or industrial processes such as hydrogen production from nuclear energy, as well as their safety upgrades.	NO
Fossil gas related activities		
4.	The undertaking carries out, funds or has exposures to construction or operation of electricity generation facilities that produce electricity using fossil gaseous fuels.	NO
5.	The undertaking carries out, funds or has exposures to construction, refurbishment, and operation of combined heat/cool and power generation facilities using fossil gaseous fuels.	NO
6.	The undertaking carries out, funds or has exposures to construction, refurbishment and operation of heat generation facilities that produce heat/cool using fossil gaseous fuels.	NO

## Proportion of taxonomy eligible and aligned revenues

				Substantial contribution criteria						DNSH criteria ("Does Not Significantly Harm")											
	Code (2)	Absolute turnover (3)	Proportion of turnover (4)	Climate change mitigation (5)	Climate change adaptation (6)	Water and marine resources (7)	Circular economy (8)	Pollution (9)	Biodiversity and ecosystems (10)	Climate change mitigation (11)	Climate change adaptation (12)	Water and marine resources (13)	Circular economy (14)	Pollution (15)	Biodiversity and ecosystems (16)	Minimum safeguards (17)	Taxonomy-aligned proportion of turnover, year N (18)	Taxonomy-aligned proportion of turnover, year N-1 (19)	Category (enabling activity or) (20)	Category '(transitional activity)' (21)	
Economic activities (1)  (in million euros)																					
A. TAXONOMY ELIGIBLE ACTIVITIES																					
A.1. Environmentally sustainable activities (taxonomy-aligned)																					
Turnover of environmentally sustainable activities (Taxonomy-aligned) (A.1.)	N/A	0	0.0%			N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	0%	0%			
A.2. Taxonomy-Eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)																					
Collection and transport of non-hazardous waste in source segregated fractions	CE 5.5	60	0.3%	N/EL	N/EL	N/EL	EL	N/EL	N/EL								—%	—%			
Composting of bio-waste	CCM 5.8	9	0.0%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								—%	—%			
Urban and suburban transport, road passenger transport	CCM 6.3	138	0.6%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								—%	—%		T	
Transport by motorbikes, passenger cars and light commercial vehicles	CCM 6.5	25	0.1%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								—%	—%		T	
Inland passenger water transport	CCM 6.7	51	0.2%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								—%	—%		T	
Construction of new buildings	CCM 7.1 CE 3.1	7	0.0%	EL	N/EL	N/EL	EL	N/EL	N/EL								—%	—%	H		
Renovation of existing buildings	CCM 7.2	103	0.4%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								—%	—%		T	
Installation, maintenance and repair of energy efficiency equipment	CCM 7.3	100	0.4%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								—%	—%	H		
Installation, maintenance and repair of instruments and devices for measuring, regulation and controlling energy performance of buildings	CCM 7.5	15	0.1%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								—%	—%	H		
Installation, maintenance and repair of renewable energy technologies	CCM 7.6	11	0.0%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								—%	—%	H		
Professional services related to energy performance of buildings	CCM 9.3	39	0.2%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								—%	—%	H		
Turnover of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2.)	N/A	558	2.3%																		
TOTAL (A.1. + A.2.)	N/A	558	2.3%																		
B. TAXONOMY NON ELIGIBLE ACTIVITIES																					
Turnover of Taxonomy non-eligible activities (B.)	N/A	23,240	97.7%																		
TOTAL (A. + B.)	N/A	23,798	100%																		



## Proportion of taxonomy eligible and aligned CapEx

Economic activities (1)  (in million euros)				Substantial contribution criteria						DNSH criteria ("Does Not Significantly Harm")										
	Code (2)	Absolute CapEx (3)	Proportion of CapEx (4)	Climate change mitigation (5)	Climate change adaptation (6)	Water and marine resources (7)	Circular economy (8)	Pollution (9)	Biodiversity and ecosystems (10)	Climate change mitigation (11)	Climate change adaptation (12)	Water and marine resources (13)	Circular economy (14)	Pollution (15)	Biodiversity and ecosystems (16)	Minimum safeguards (17)	Taxonomy-aligned proportion of CapEx, year N (18)	Taxonomy-aligned proportion of CapEx, year N-1 (19)	Category (enabling activity or) (20)	Category "transitional activity" (21)
<b>A. TAXONOMY ELIGIBLE ACTIVITIES</b>																				
<b>A.1. Environmentally sustainable activities (taxonomy-aligned)</b>																				
CapEx of environmentally sustainable activities (Taxonomy-aligned) (A.1.)	N/A	0	0%			N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	0%	0%		
<b>A.2. Taxonomy-Eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)</b>																				
Transport by motorbikes, passenger cars and light commercial vehicles	CCM 6.5	19	5.4%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								—%	—%		T
Inland passenger water transport	CCM 6.7	5	1.5%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								—%	—%		T
CapEx of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2.)	N/A	24	6.9%																	
TOTAL (A.1. + A.2.)	N/A	24	6.9%																	
<b>B. TAXONOMY NON ELIGIBLE ACTIVITIES</b>																				
CapEx of Taxonomy non-eligible activities (B.)		326	93.1%																	
TOTAL (A. + B.)		350	100%																	

## Proportion of taxonomy eligible and aligned OpEx<sup>(1)</sup>

Economic activities (1)  (in million euros)				Substantial contribution criteria							DNSH criteria ("Does Not Significantly Harm")									
	Code (2)	Absolute OpEx (3)	Proportion of OpEx (4)	Climate change mitigation (5)	Climate change adaptation (6)	Water and marine resources (7)	Circular economy (8)	Pollution (9)	Biodiversity and ecosystems (10)	Climate change mitigation (11)	Climate change adaptation (12)	Water and marine resources (13)	Circular economy (14)	Pollution (15)	Biodiversity and ecosystems (16)	Minimum safeguards (17)	Taxonomy-aligned proportion of OpEx, year N (18)	Taxonomy-aligned proportion of OpEx, year N-1 (19)	Category (enabling activity or) (20)	Category "transitional activity" (21)
<b>A. TAXONOMY ELIGIBLE ACTIVITIES</b>																				
<b>A.1. Environmentally sustainable activities (taxonomy-aligned)</b>																				
OpEx of environmentally sustainable activities (Taxonomy-aligned) (A.1.)	N/A	0	0%			N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	0%	0%		
<b>A.2. Taxonomy-Eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)</b>																				
OpEx of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2.)	N/A	0	0%																	
TOTAL (A.1. + A.2.)	N	0	0%																	
<b>B. TAXONOMY NON ELIGIBLE ACTIVITIES</b>																				
OpEx of Taxonomy non-eligible activities (B.)		1,301	100%																	
TOTAL (A. + B.)		1,301	100%																	

(1) As mentioned above, the Group applied the exemption provided in the regulation and, as a result, no OpEx is considered as eligible.

## 2.5.4 Independent third party's report on consolidated non-financial statement presented in the management report

*This is a free translation into English of the original report issued in the French language and it is provided solely for the convenience of English speaking users. This report should be read in conjunction with, and construed in accordance with, French law and professional 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, 2024

To the General Assembly,

In our quality as an independent third party, accredited by the COFRAC (Accreditation COFRAC Inspection, n° 3-1681, scope of accreditation available on the website [www.cofrac.fr](http://www.cofrac.fr)), and as a member of the network of one of the statutory auditors of your company (hereinafter "Entity"), we conducted our work in order to provide a conclusion expressing a limited assurance on the compliance of the consolidated non-financial statement for the year ended December 31st, 2023 (hereinafter the "Statement") with the provisions of Article R. 225-105 of the French Commercial Code (Code de commerce) and on the fairness of the historical information (whether observed or extrapolated) provided pursuant to 3° of I and II of Article R. 225-105 of the French Commercial Code (hereinafter the "Information") prepared in accordance with the Entity's procedures (hereinafter the "Guidelines"), included in the management report pursuant to the requirements of articles L. 225 102-1, R. 225-105 and R. 225-105-1 of the French Commercial Code (Code de commerce).

It is our responsibility to express, at the request of the Entity and outside the scope of accreditation, a reasonable assurance opinion on the indicators selected by the Entity and identified by the sign ☒ in the Declaration and recalled in Appendix 1 (hereinafter the "Indicators").

### Limited assurance on the Declaration and Information

Based on the procedures we have performed, as described under the "Nature and scope of procedures" and the evidence we have obtained, nothing has come to our attention that cause us to believe that the consolidated non-financial statement is not prepared in accordance with the applicable regulatory provisions and that the Information, taken as a whole, is not presented fairly in accordance with the Guidelines, in all material respects.

### Reasonable assurance opinion on the Indicators

In our opinion, the Entity's Indicators have been prepared, in all material respects, in accordance with the Guidelines.

### Preparation of the non-financial performance statement

The absence of a commonly used and generally accepted reporting framework or a significant body of established practice on which to evaluate and measure the Information allows for different, but acceptable, measurement techniques that can affect comparability between entities and over time.

Consequently, the Information needs to be read and understood together with the Guidelines, summarised in the Statement and available on the Entity's website.

### Limits inherent in the preparation of Information

The Information may be subject to uncertainty inherent in the state of scientific or economic knowledge and in the quality of the external data used. Certain information is sensitive to the methodological choices, assumptions and/or estimates used in its preparation and presented in the Declaration.

### Responsibility of the Entity

It is the responsibility of the Management to:

- select or establish appropriate criteria for the preparation of the Information;
- prepare a Statement pursuant to legal and regulatory provisions, including a presentation of the business model, a description of the main non-financial risks, a presentation of the policies implemented considering those risks as well as the outcomes of said policies, including key performance indicators and, the information set-out in Article 8 of Regulation (EU) 2020/852 (green taxonomy);
- prepare the Statement by applying the Entity's "Guidelines" as referred above; and to
- implement the internal control procedures it deems necessary to ensure that the Information is free from material misstatement, whether due to fraud or error.

The Statement has been endorsed by the Board of Directors.

## Responsibility of the independent third party

Based on our work, our responsibility is to provide a report expressing a limited assurance conclusion on:

- the compliance of the Statement with the requirements of article R. 225-105 of the French Commercial Code;
- the fairness of the information provided pursuant to part 3 of sections I and II of Article R. 225-105 of the French Commercial Code, i.e. the outcomes of policies, including key performance indicators, and measures relating to the main risks.

It is also our responsibility to express, at the request of the Entity and outside the scope of accreditation, a reasonable assurance opinion on whether the Indicators have been prepared, in all material respects, in accordance with the Guidelines and a limited assurance conclusion that we have not identified any material misstatements that call into question whether the Other Indicators have been prepared, in all material respects, in accordance with the Guidelines.

As we are engaged to form an independent conclusion on the Information as prepared by management, we are not permitted to be involved in the preparation of the Information as doing so may compromise our independence.

It is not our responsibility to report on:

- the Entity's compliance with other applicable legal and regulatory requirements, in particular the information set-out in Article 8 of Regulation (EU) 2020/852 (green taxonomy), the French duty of care law and anti-corruption and tax avoidance legislation;
- the fairness of the information set-out in Article 8 of Regulation (EU) 2020/852 (green taxonomy);
- the compliance of products and services with the applicable regulations.

## Applicable regulatory provisions and professional guidance

We performed the work described below in accordance with Articles A. 225-1 et seq. of the French Commercial Code, the professional guidance issued by the French Institute of Statutory Auditors (Compagnie Nationale des Commissaires aux Comptes) applicable to such engagement, in particular the professional guidance issued by the Compagnie Nationale des Commissaires aux Comptes, Intervention du commissaire aux comptes – Intervention de l'OTI – Déclaration de performance extra-financière, our own procedures (Programme de vérification de la déclaration de performance extra-financière, July 7th 2023) acting as the verification program and with the international standard ISAE 3000 (revised).

## Independence and quality control

Our independence is defined by the provisions of Article L. 823-10 of the French Commercial Code and French Code of Ethics for Statutory Auditors (Code de déontologie) of our profession. In addition, we have implemented a system of quality control including documented policies and procedures aimed at ensuring compliance with applicable legal and regulatory requirements, ethical requirements and the professional guidance issued by the French Institute of Statutory Auditors (Compagnie Nationale des Commissaires aux Comptes) relating to this engagement.

## Means and resources

Our verification work mobilized the skills of ten people and took place between April and October 2024 on a total duration of intervention of twenty-six weeks.

We were assisted in our work by our specialists in sustainable development and corporate social responsibility. We conducted fifteen interviews with people responsible for preparing the Statement representing in particular the divisions HSE, Energy & Climate, Responsible Sourcing, Stop Hunger, Food Waste, Ethics & Internal control, Human Resources, Food Safety.

## Nature and scope of procedures

We are required to plan and perform our work to address the areas where we have identified that a material misstatement of the Information is likely to arise.

The procedures we performed were based on our professional judgment. In carrying out our limited assurance engagement on the Information:

- we obtained an understanding of all the consolidated entities' activities and the description of the main risks associated;
- we assessed the suitability of the criteria of the Guidelines with respect to their relevance, completeness, reliability, neutrality and understandability, with due consideration of industry best practices, where appropriate;
- we verified that the Statement includes each category of social and environmental information set out in Article L. 225 102 1 III of the French Commercial Code as well as information regarding compliance with human rights and anti-corruption and tax avoidance legislation and includes, where applicable, an explanation of the reasons for the absence of the information required under Article L. 225-102-1 III, paragraph 2 of the French Commercial Code;
- we verified that the Statement provides the information required under Article R.225-105 II of the French Commercial Code where relevant with respect to the main risks;
- we verified that the Statement presents the business model and a description of the main risks associated with all the consolidated entities' activities, including where relevant and proportionate, the risks associated with their business relationships, their products or services, as well as their policies, measures and the outcomes thereof, including key performance indicators associated to the main risks;

- we referred to documentary sources and conducted interviews to
  - assess the process used to identify and confirm the main risks as well as the consistency of the outcomes, including the key performance indicators used, with respect to the main risks and the policies presented, and
  - corroborate the qualitative information (measures and outcomes) that we considered to be the most important presented in Appendix 1; concerning certain risks (anti-corruption, tax avoidance), our work was carried out on the consolidating entity, for the others risks, our work was carried out on the consolidating entity and on a selection of entities : OSS USA; OSS UK; OSS Chile; OSS Italy; OSS Belgium.
- we verified that the Statement covers the scope of consolidation, i.e. all the consolidated entities in accordance with article L. 233-16 of the French Commercial Code;
- we obtained an understanding of internal control and risk management procedures the Entity has implemented and assessed the data collection process aimed at ensuring the completeness and fairness of the Information;
- for the key performance indicators and other quantitative outcomes that we considered to be the most important presented in Appendix 1, we implemented:
  - analytical procedures to verify the proper consolidation of the data collected and the consistency of any changes in those data;
  - tests of details, using sampling techniques, in order to verify the proper application of the definitions and procedures and reconcile the data with the supporting documents. This work was carried out on a selection of contributing entities and covers between 27% and 51% of the consolidated data relating to the key performance indicators and outcomes selected for these tests (44% of total workforce, 51% % of greenhouse gas emissions - Scope 3 category 1 Purchases of goods and services, 34% of greenhouse gas emissions - Scope 1 and 2 - market-based, 27% of organic food waste);
- we assessed the overall consistency of the Statement in relation to our knowledge of all the consolidated entities.

The procedures performed in a basis for our limited assurance conclusion review are less in extent than for a reasonable assurance opinion in accordance with the professional guidelines of the French National Institute of Statutory Auditors (Compagnie Nationale des Commissaires aux Comptes); a higher level of assurance would have required us to carry out more extensive procedures.

## Nature and scope of our work on the Indicators

With regard to the Entity's Indicators, we carried out work of the same nature as that described in the section 'Nature and scope of the work on the Declaration and Information' for the key performance indicators and other quantitative results that we considered to be the most important, but in greater depth, particularly with regard to the scope of the tests.

The sample selected thus represents between 44% and 51% of the Indicators.

We believe that this work allows us to express an opinion of reasonable assurance on the Indicators.

Paris la Défense, 23rd October 2024

French original signed by:

Independent third party

EY & Associés

Laurence Leguay

Partner, Sustainable Development



## Appendix 1 : The most important information

### Mandatory Information (Limited assurance report)

Social Information	
<b>Quantitative Information (including key performance indicators)</b> <ul style="list-style-type: none"> <li>• Total New Hires Excluding Acquisitions &amp; Transfers</li> <li>• Departures related to Resignation of Continuous Contract &gt; 3months (Excluding Site Loss)</li> <li>• % of workforce covered by collective agreements</li> <li>• Total number of training hours</li> <li>• Average Number of Hours of Training per Employee</li> <li>• Total number of hours of Zero Harm Mindset training</li> <li>• Total number of managers trained to Zero Harm Mindset</li> <li>• Proactive colleague engagement: Near Miss to accident</li> <li>• % of women's representation on the Board of Directors</li> <li>• % of women's representation on the Leadership Team</li> <li>• % of women in management positions</li> <li>• % of women's representation in total workforce</li> </ul>	<b>Qualitative Information (actions or results)</b> <ul style="list-style-type: none"> <li>• Measures taken to attract and retain talent (Talent Management, Career Management, Training, Diversity and Inclusion, Volunteering).</li> <li>• Health and safety conditions in the workplace and preventive measures to avoid accidents.</li> <li>• Strategic plans for retaining talent and attracting new talent.</li> </ul>

Environmental Information	
<b>Quantitative Information (including key performance indicators)</b> <ul style="list-style-type: none"> <li>• Energy consumption of our direct operations (MWh)</li> <li>• Total Scope 1 &amp; 2 emissions (tCO<sub>2</sub>e) - market-based</li> <li>• % renewable electricity in our direct operations</li> <li>• % reduction in absolute Scope 1 &amp; 2 emissions (market-based) (compared to 2017 baseline)</li> <li>• Total Scope 3 emissions covered by our SBTi commitment (tCO<sub>2</sub>e): Cat 3-Energy-related emissions not included in Scope 1 and 2; Cat 4- upstream transportation &amp; distribution; Cat 5-Waste generated during operations; Cat 6-Business travel; Cat 7-Employee's commuting; Cat 11-Use of products sold; Cat 12-End of life of products sold.</li> <li>• % reduction in absolute Scope 3 emissions (compared to 2017 baseline)</li> </ul>	<b>Qualitative Information (actions or results)</b> <ul style="list-style-type: none"> <li>• Measures taken to improve energy efficiency and the use of renewable energy.</li> <li>• Measures to reduce greenhouse gas emissions linked to the supply of raw materials.</li> </ul>

Societal Information	
<b>Quantitative Information (including key performance indicators)</b> <ul style="list-style-type: none"> <li>• % of our consumers offered healthy lifestyle choices (Food sites only)</li> <li>• Our business value benefiting SMEs (in billions of euro)</li> <li>• % of spend with contracted suppliers having signed the Sodexo Supplier Code of conduct</li> <li>• % of WasteWatch Sites Deployment Coverage as a % of Group Raw Material Cost</li> <li>• % of food waste reduction in sites having already deployed the WasteWatch Program</li> <li>• Number of Stop Hunger beneficiaries (since 2015)</li> <li>• % of cage free shell eggs (of the total of shell eggs purchased by Sodexo)</li> <li>• % of cage free liquid eggs (of the total liquid eggs purchased by Sodexo)</li> <li>• % of sustainable fish and seafood which is sustainable as a % of total seafood (kg)</li> <li>• % of spend on sustainable hygiene paper as a % of total hygiene paper (virgin certified or recycled sources)</li> <li>• % of spend on sustainable office paper as a % of total office paper (virgin certified or recycled sources)</li> </ul>	<b>Qualitative Information (actions or results)</b> <ul style="list-style-type: none"> <li>• Actions in favour of human rights, in particular respect for the fundamental conventions of the ILO (International Labour Organisation).</li> <li>• Consideration of social and environmental responsibility in relations with suppliers and subcontractors.</li> <li>• Measures taken to ensure ethics and integrity in the conduct of business.</li> <li>• Measures taken to ensure product food safety.</li> <li>• Measures taken to protect animal welfare.</li> <li>• Measures taken to ensure continuity of supply.</li> <li>• Actions to combat hunger in the world.</li> <li>• Measures to combat food waste and to recycle organic waste.</li> </ul>

### Indicators (Reasonable assurance report)

Social Information	
<b>Quantitative Information (including key performance indicators)</b> <ul style="list-style-type: none"> <li>• Workforce by Zone and activity</li> <li>• Retention rate for total workforce</li> <li>• Retention rate for site managers</li> <li>• Number of work-related accidents requiring leave</li> <li>• Average number of weekday absences per employee due to work-related and non-work-related accident or illness</li> <li>• LTIR</li> <li>• % of women's representation among Group Senior Executives</li> </ul>	<b>Qualitative Information (actions or results)</b> <ul style="list-style-type: none"> <li>• Health and safety conditions in the workplace and preventive measures to avoid accidents.</li> <li>• Strategic plans for retaining talent and attracting new talent.</li> </ul>
Environmental Information	
<b>Quantitative Information (including key performance indicators)</b> <ul style="list-style-type: none"> <li>• Scope 3 Category 1 Purchased Goods &amp; Services emissions (tCO<sub>2</sub>e)</li> <li>• % reduction in absolute Scope 3 Category 1 Purchased Goods &amp; Services emissions (compared to 2017 baseline)</li> <li>• % reduction in absolute Scope 3 Category 4 Upstream transportation and distribution emissions (compared to 2017 baseline)</li> </ul>	<b>Qualitative Information (actions or results)</b> <ul style="list-style-type: none"> <li>• Measures to reduce greenhouse gas emissions linked to the supply of raw materials.</li> </ul>
Societal Information	
<b>Quantitative Information (including key performance indicators)</b> <ul style="list-style-type: none"> <li>• % of physical certified sustainable palm oil (Mass Balance, Segregation and Identity Preserved)</li> </ul>	<b>Qualitative Information (actions or results)</b> <ul style="list-style-type: none"> <li>• Actions to promote the sourcing of sustainable palm oil.</li> </ul>

# 3

## Fiscal 2024 activity report

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## 3.1 Fiscal 2024 highlights

### 3.1.1 A year of strong Financial delivery

In Fiscal 2024, the Group delivered at the top of the guidance. Organic revenue growth was at +7.9%, compared to guidance of +6% to +8%, and Underlying operating profit margin at 4.7%, up +40 bps, year-on-year compared to guidance of +30 to +40 bps.

Fiscal 2024 solid growth resulted from a good level of inflation pass-through in pricing, acceleration in net new development contribution and some volume growth from the final effects of post-Covid recovery as well as a spectacular year for Sodexo Live! consisting of some major sports events (including Rugby World Cup in France and the Paris Olympics), new contracts, and increased travelers in the airport lounges.

The increase in the Underlying operating profit margin of +40 bps was due to operating leverage from higher revenue, rigorous inflation

management, enhanced on-site productivity, supply management optimization and cost control.

Net profit from continuing activities (Group share) was 738 million euros, up +31.8% *versus* the prior year. Underlying net profit from continuing activities (Group share) reached 775 million euros, an increase of +17.6% compared to Fiscal 2023.

During Fiscal 2024, the Group also successfully improved its financial position, generating 661 million euros in free cash flow, resulting in a reduction in financial leverage to 1.7 times compared to 2.2 at the end of the previous fiscal year, aligning within the target range.

### 3.1.2 A record year for new business signatures

Fiscal 2024 signatures amounted to 1.6 billion euros. The year saw numerous new contract wins during the year and here are some examples:

- in North America, Sodexo Live! has signed a significant multiyear contract for 23 American Airlines lounges. It includes key locations such as Charlotte, Miami, Philadelphia and New York, where circa 500 Sodexo Magic employees provide premium snack and beverage to guests each day. This contract has been effective since January with progressive operational transitions. Over the past few years, Sodexo Live! has developed a solid expertise in airline lounges with a strong client portfolio;
- in Europe, Sodexo has secured a 4-year contract with the Fontainebleau Hospital Center in France, covering its three main sites in Fontainebleau, Montereau Font-Yonne, and Nemours. This win marks a major step in the co-construction of a tailored food

service offer for patients, residents, and employees. Using fresh products cooked on site and compliant with the Egalim law, Sodexo is committed to a long-term partnership that prioritizes social and environmental responsibility. Operational involvement began well before the contract's start date of October 2024, with close collaboration with hospital dietitians to validate menus and nutritional approaches;

- in the Rest of the world, we are back to serving Mosaic Group in Brazil with the Sabor Brazil offer in their 18 sites for more than 6,600 consumers and providing our digital solutions to enhance consumer interaction, promoting healthy eating and improving services. We will also be supporting Mosaic's institute through food donations and joint actions focused on food, water, education and local development.

### 3.1.3 Simplification and Streamlining of Sodexo

#### Pluxee spin-off

The Pluxee spin-off was successfully concluded with the detachment and first listing of Pluxee shares on Euronext Paris on February 1, 2024, and the delivery of the Pluxee shares to shareholders on February 5, 2024, in line with the plan. The resolution proposed by the Board of Directors to approve the exceptional distribution in kind of one Pluxee share for every Sodexo share held was adopted at 99.96% during the Shareholders Meeting held on January 30, 2024. Following the Pluxee spin-off, Sodexo is now a pure player in Food and FM services.

As a consequence of the spin-off, Pluxee's assets and liabilities, including the cash, have been deconsolidated as of January 31, 2024. The profit and cash flows generated by Pluxee from the start of the Fiscal Year until the spin-off are reported as discontinued operations.

#### Portfolio management

**Homecare Disposal:** Sodexo sold its worldwide Homecare division including subsidiaries in the U.S., UK, Ireland, France, Scandinavian countries and Brazil at the end of October 2023 for a net selling price of 146 million euros, including a net gain of 77 million euros recorded in Other Operating income and expenses. This sale marked another step forward in the implementation of our 2025 strategic plan, to focus on serving sustainable food and valuable experiences to our clients and consumers.

**Expansion of InReach in North America:** Sodexo has expanded its multi-channel food offerings in the United States, through five strategic bolt-on acquisitions during the year (including A.H. Management, K&R Vending Services and Legend Food Services). These acquisitions are providing our traditional sites with a complementary portfolio of services, including micro markets, pantry, office coffee and vending, and increasing the Group's footprint in the region and leveraging the tech platform acquired in 2022.

**China expansion:** in April, 2024, Sodexo completed the acquisition of the Compass Mainland China business. In a market with undeniable long term growth potential, this acquisition strengthens Sodexo's position in Food services, enhancing its presence and service offerings in Mainland China with contracts in the corporate, education, and healthcare environments. Since entering the Chinese

market in 1995, Sodexo China has successfully developed its operations to serve the China market and its unique consumer demands. Following this operation, Sodexo's 17,000 employees across 950 operational sites serve more than 1.2 million consumers daily.

## Simplification of the ownership structure

On August 23, 2024, Sodexo sold its 19.6% stake in Bellon SA, held *via* its subsidiary Sofinsod, to Bellon SA for 918 million euros, enabling the simplification of Sodexo's shareholder structure.

This transaction allows Sodexo to unwind the cross-holding and monetize an illiquid asset.

The sale proceeds were distributed in full to Sodexo shareholders in the form of a special interim dividend of 6.24 euros per share at the end of August 2024.

## 3.1.4 Continuous improvement in Corporate Social Responsibility

In Fiscal 2024, Sodexo's solid financial performance was accompanied by continued progress on its sustainability commitments:

- **further improvement in the performance on safety of our People:**

At the end of Fiscal 2024, Sodexo achieved a 0.47 Lost Time Injury Rate (LTIR), representing a -14.5% reduction compared to Fiscal 2023. This is a second consecutive year with double-digit LTIR reduction;

- **81.5% workforce retention confirming a positive trend for the third consecutive year:**

Retention rate for total workforce and for site managers increased significantly compared to previous years. These results are correlated with the improvement in training indicators as well as with the continued deployment of Vita by Sodexo;

- **increased share in renewable electricity in our direct operations:**

Further progress has been achieved in the share of the Group's direct electricity consumption that is renewable at 73%, well above the 60% target for the year and therefore facilitating the achievement of our target of 100% by 2025;

- **continued progress in GHG emissions reduction:**

The year-on-year Scope 1, 2 and 3 reduction in Greenhouse Gas (GHG) emissions was -2.5% in Fiscal 2024 while the absolute reduction compared to 2017 was at -16.4% and the reduction in intensity was at -29.6%. This achievement was possible thanks to Sodexo's ability to mobilize its entire ecosystem around four decarbonization levers: sustainable supply chain, low-carbon meals, responsible use of energy and the fight against food waste.

## 3.1.5 Mandates for renewal within the Board of Directors

At the Shareholders Meeting on December 17, 2024, the following renewals and appointments will be proposed:

- François-Xavier Bellon, who, should he be reelected, will remain a member of the Audit, Nominating and Remuneration Committees.
- Jean-Baptiste Chasseloup de Chatillon, who, should he be reelected will then be confirmed as Chairman of the Audit Committee and member of the Remuneration Committee.

Should all the resolutions concerning the re-election of Board members be approved at the Shareholders Meeting, the Board will be made up of five women and seven men. Of the elected members, 40% will be women and 60% independent.

## 3.1.6 Changes in the Leadership team

Sébastien de Tramasure became Group Chief Financial Officer of Sodexo on May 1, 2024, a position that was previously held by Marc Rolland.

Sébastien has been with Sodexo for 18 years. Before taking up his current position, he held various positions within the finance function, including that of CFO of Sodexo Benefits & Rewards Services (now Pluxee). In 2018, Sébastien de Tramasure became CFO of the Healthcare and Seniors segments worldwide. In 2020, he was appointed CFO of Sodexo North America, which represented at that time 40% of the Group's revenue. In these roles, Sébastien actively participated in the recovery of Sodexo North America and notably led strategic acquisitions in the convenience market.

Marc Rolland was appointed General Secretary of Sodexo since May 1, 2024. He reports directly to Sophie Bellon, Chairwoman and CEO, and remains a member of the Senior Leadership Team. He has responsibility for Group Internal Audit, for Group Legal, for the transformation of our global business services, and he continues to provide strategic advice to the Group and to the Chairwoman and CEO.



## 3.2 Fiscal 2024 Performance of Sodexo

### 3.2.1 Consolidated income statement

(in million euros)	FISCAL 2024	FISCAL 2023	DIFFERENCE	DIFFERENCE CONSTANT RATES
Revenues	23,798	22,637	+5.1%	+7.0%
Organic growth	+7.9%	+11.0%		
<b>UNDERLYING OPERATING PROFIT</b>	<b>1,109</b>	<b>976</b>	<b>+13.7%</b>	<b>+16.0%</b>
<b>UNDERLYING OPERATING PROFIT MARGIN</b>	<b>4.7%</b>	<b>4.3%</b>	<b>+40 bps</b>	<b>+40 bps</b>
Other operating income and expenses	(58)	(129)		
<b>OPERATING PROFIT</b>	<b>1,051</b>	<b>847</b>	<b>+24.1%</b>	<b>+25.6%</b>
Net financial expense	(63)	(101)		
Tax charge	(249)	(181)		
Effective tax rate <sup>(1)</sup>	25.4%	24.6%		
<b>GROUP NET PROFIT FROM CONTINUING OPERATIONS<sup>(2)</sup> - Group share</b>	<b>738</b>	<b>560</b>	<b>+31.8%</b>	<b>+33.6%</b>
Basic EPS from Continuing Operations (in euros)	5.04	3.83	+31.6%	
<b>UNDERLYING NET PROFIT FROM CONTINUING OPERATIONS - Group share</b>	<b>775</b>	<b>659</b>	<b>+17.6%</b>	<b>+20.2%</b>
Basic Underlying EPS from Continuing Operations (in euros)	5.29	4.51	+17.3%	

(1) ETR based on Pre-tax profit excluding share of profit from Equity method of 983 million euros in Fiscal 2024 and 737 million euros in Fiscal 2023.

(2) Profit attributable to non-controlling interests were 9 million euros in Fiscal 2024 and 8 million euros in Fiscal 2023.

### 3.2.2 Revenues

#### Revenues by region

REVENUES (in million euros)	FISCAL 2024	FISCAL 2023	ORGANIC GROWTH	EXTERNAL GROWTH	CURRENCY EFFECT	TOTAL GROWTH
North America	11,111	10,479	+8.7%	-0.4%	-2.3%	+6.0%
Europe	8,448	8,071	+7.2%	-2.2%	-0.3%	+4.7%
Rest of the World	4,239	4,087	+7.3%	+0.1%	-3.7%	+3.7%
<b>SODEXO</b>	<b>23,798</b>	<b>22,637</b>	<b>+7.9%</b>	<b>-1.0%</b>	<b>-1.8%</b>	<b>+5.1%</b>

Fiscal 2024 consolidated revenues reached 23.8 billion euros, up +5.1% year-on-year, including a negative currency impact of -1.8% resulting from the appreciation of the euro against most currencies and a net contribution from acquisitions and disposals of -1.0% mainly linked to the sale of the Homecare activities in October 2023. Consequently, Fiscal 2024 organic revenue growth was +7.9%, which was driven by effective inflation pass-through, accelerated net new contribution, some ongoing post-Covid recovery and a standout year at Sodexo Live!. This included both the Rugby World Cup and the Paris Olympics as well as multiple lounge openings especially in North America. The Olympic contract boosted Fourth quarter Fiscal 2024 revenue by 66 million euros, and together with the Rugby World Cup, accounted for +0.4% in full-year organic growth.

Food services were particularly strong with an organic growth of +9.3%, now representing 66% of Group revenues, increasing from 64% in Fiscal 2023, and back up to pre-Covid levels. FM services were up +5.5% organically.

The commercial momentum was strong in Fiscal 2024:

- Net new signings during the year were 1.6%, a -60 bps drop compared to last year, but still a significant improvement compared to pre-Covid levels. This net new will contribute to Fiscal 2025 growth;
- New sales development was 7.4%, well within the target range of 7-8%, and up +40 bps *versus* last year. Total new signings during the year, including cross-selling, were the highest ever at 1.9 billion euros compared to 1.7 billion euros in Fiscal 2023. The renewed pipeline of targeted contracts has helped boost the volume of signings and has also been accretive to the gross margin;
- Client retention rate ended at 94.2%, -100 bps lower than the previous year. This drop is largely attributed to the loss of a large Global FM contract for 60 bps, as well as two losses in Energy & Resources in Latin America for 30 bps, due to a very competitive environment.

## North America

REVENUES BY SEGMENT (in million euros)	FISCAL 2024	FISCAL 2023	RESTATED ORGANIC GROWTH <sup>(2)</sup>
Business & Administrations <sup>(1)</sup>	3,036	3,866	+11.8%
Sodexo Live!	1,428	—	+23.4%
Healthcare & Seniors	3,411	3,440	+5.1%
Education	3,236	3,173	+4.2%
<b>NORTH AMERICA TOTAL</b>	<b>11,111</b>	<b>10,479</b>	<b>+8.7%</b>

(1) Since the first half of 2024, the Group has been reporting Sodexo Live! revenue separately; it was previously included in the Business & Administrations segment.

(2) As part of the streamlining of the organization during Fiscal 2023, some contracts or operations have been reallocated between segments.

Fiscal 2024 **North America** revenues totaled 11.1 billion euros, up +8.7% organically. This strong growth resulted from a continued trickle of consumers returning to the office, more travellers in the airports, an acceleration of net development, some cross-selling and pricing averaging around 3.5%.

Restated organic growth in **Business & Administrations** (excl. Sodexo Live!) reached +11.8%, driven by the contribution of new business, strong growth in Food services and price adjustments. Entegra also contributed to the momentum with strong organic growth.

**Sodexo Live!** restated organic growth was +23.4%, driven by robust activity in all venues, and in particular strong per capita spend in sports stadiums. Airport lounges activity also grew strongly with increased passenger count, added services and mobilization of new business.

In **Healthcare & Seniors**, revenues were up +5.1% organically, driven by price increases, volume & retail growth, and favorable net new contribution. This growth was somewhat offset by a negative contribution in Seniors due to the impact of sites lost at the end of the prior fiscal year.

In **Education**, organic growth was +4.2% benefiting from price increases as well as growth in meal count, retail and catering events, particularly in Universities. However, the performance was impacted by the reduction in the number of sites of a large school contract from March 2024 and the impact of some contract demobilizations in the fourth quarter in universities.

## Europe

REVENUES BY SEGMENT (in million euros)	FISCAL 2024	FISCAL 2023	RESTATED ORGANIC GROWTH <sup>(2)</sup>
Business & Administrations <sup>(1)</sup>	4,681	5,337	+5.3%
Sodexo Live!	750	—	+25.5%
Healthcare & Seniors	1,885	2,026	+6.1%
Education	1,132	708	+6.9%
<b>EUROPE TOTAL</b>	<b>8,448</b>	<b>8,071</b>	<b>+7.2%</b>

(1) Since the first half of 2024, the Group has been reporting Sodexo Live! revenue separately; it was previously included in the Business & Administrations segment..

(2) As part of the streamlining of the organization during Fiscal 2023, some contracts or operations have been reallocated between segments.

Fiscal 2024 **Europe** revenues totaled 8.4 billion euros, up +7.2% organically. The growth was driven by increased food volumes, price adjustments of just below 5% and the contribution of the Paris Olympics and the Rugby World Cup. Excluding these large sporting events, organic growth would have been +6.0%, slowing in the second half due to the sequential slowdown in pricing and the negative effect of the Paris Olympics on some tourist and corporate activities.

In **Business & Administration**, (excl. Sodexo Live!) restated organic growth was +5.3%. This was supported by Corporate services benefiting from both price increases and higher attendance, coupled with new business in Government in the United Kingdom and strong growth in Türkiye, driven by inflation pricing pass through.

**Sodexo Live!** restated organic growth stood at +25.5%, or +8.8% excluding the Rugby World Cup and the Olympics. In the first half, the growth was primarily driven by improved attendance and pricing in sports and cultural destinations in France, by increased volumes in the United Kingdom in airport lounges, as activity was only just starting to pick-up in early Fiscal 2023 post-pandemic, and stadiums, helped by price increases. In the second half, the negative effect of the Olympics on the peak season tourist activity in Paris, such as boat tours, impacted organic growth in Europe, for about -4.1% in the second half.

In **Healthcare & Seniors**, restated organic growth was +6.1%, driven by price revisions and new openings in Spain, Belgium and France.

In **Education**, restated organic revenue growth was +6.9%, reflecting the significant positive impact of price revisions especially in the UK and France from the start of the school year, somewhat offset by the exit of low performing school contracts in France.

## Rest of the World

REVENUES BY SEGMENT (in million euros)	FISCAL 2024	FISCAL 2023	RESTATED ORGANIC GROWTH <sup>(2)</sup>
Business & Administrations <sup>(1)</sup>	3,694	3,659	+6.9%
Sodexo Live!	46	—	+102.8%
Healthcare & Seniors	337	337	+3.6%
Education	162	91	+11.2%
<b>REST OF THE WORLD TOTAL</b>	<b>4,239</b>	<b>4,087</b>	<b>+7.3%</b>

(1) Since the first half of 2024, the Group has been reporting Sodexo Live! revenue separately; it was previously included in the Business & Administrations segment.

(2) As part of the streamlining of the organization during Fiscal 2023, some contracts or operations have been reallocated between segments.

Fiscal 2024 **Rest of the World** revenues were 4.2 billion euros. Organic growth was +7.3% with double digit growth in APAC driven by Australia and India. The fourth quarter was boosted by 8 points due to the base effect from the prior year's retroactive impact of an accounting change on a large Energy & Resources contract. Barring that, there was a slowdown in the second half due to decelerating price increases and flat activity in China.

**Business & Administrations** (excl. Sodexo Live!) restated organic growth was +6.9%. Growth in food in India has continued to be very strong, driven by both new and existing business, and in Australia notably from price renegotiation. Brazil and Latin America are still growing in high single digit, although with a slight deceleration in the second half due to a lower pricing impact and a slowing market growth. Chile was impacted by the end of several fixed-term Energy & Resources contracts and lower price increases, while China continued to be impacted especially by downsizing in the tech sector.

**Sodexo Live!** revenues (principally airport lounges) doubled due to strong activity as Covid restrictions in airlines were lifted only from January 2023 combined with the opening of new lounges in Hong Kong.

**Healthcare & Seniors** restated organic growth was +3.6%, with a ramp up of a few contracts in India, offset by slowdown in China and the impact of the exit of low-performing contracts in Brazil during the second quarter last year.

**Education** restated organic growth was +11.2%, fueled by sustained growth in Brazil and India boosted by both new business and volume growth in existing sites, along with acceleration of growth in China in the fourth quarter of Fiscal 2024.

## 3.2.3 Underlying Operating Profit

Fiscal 2024 Underlying operating profit was 1,1 billion euros, up +13.7%, or +16.0% excluding the currency effect. The Underlying operating profit margin, including corporate expenses, was 4.7%, up +40 bps. The currency mix effect was negligible.

(in million euros)	UNDERLYING OPERATING PROFIT FISCAL 2024	DIFFERENCE	DIFFERENCE (EXCLUDING CURRENCY EFFECT)	UNDERLYING OPERATING PROFIT MARGIN FISCAL 2024	DIFFERENCE IN MARGIN	DIFFERENCE IN MARGIN (EXCLUDING CURRENCY MIX EFFECT)
North America	650	+11.7%	+14.4%	5.9%	+30 bps	+30 bps
Europe	339	+13.5%	+14.2%	4.0%	+30 bps	+30 bps
Rest of the World	206	+7.3%	+9.9%	4.9%	+20 bps	+10 bps
<b>UNDERLYING OPERATING PROFIT BEFORE CORPORATE COSTS</b>	<b>1,195</b>	<b>+11.4%</b>	<b>+13.6%</b>	<b>5.0%</b>	<b>+30 bps</b>	<b>+30 bps</b>
Corporate expenses	(86)	-11.3%	-11.3%			
<b>UNDERLYING OPERATING PROFIT (continuing activities)</b>	<b>1,109</b>	<b>+13.7%</b>	<b>+16.0%</b>	<b>4.7%</b>	<b>+40 bps</b>	<b>+40 bps</b>

The increase in profitability in Fiscal 2024 was driven by operating leverage from higher revenue, enhanced on site productivity, supply efficiencies, and rigorous cost control in central costs, in a normalizing food cost inflation environment.

- North America Underlying operating profit increased by +11.7% or +14.4% excluding the currency effect, and the Underlying operating margin was up +30 bps to 5.9%, fueled by higher revenue, a focus on labor efficiency, scale up in purchasing within the operations, further supported by strong volume growth from Entegra, the Group's GPO (Group Purchasing Organization).
- In Europe, Underlying operating profit was up +13.5% or +14.2% excluding the currency effect, and the margin was up +30 bps to

4.0%. This was due to inflation mitigation measures, SKU reduction and enhanced supplier compliance combined with price revisions, particularly in Education in France where there was still a catch-up required.

- In Rest of the World, Underlying operating profit was up +7.3% or +9.9% excluding the currency effect, and the margin was up +20 bps, or +10 bps excluding the currency effect, to 4.9%. Improvements were driven by cost control, successful price negotiations especially in Australia, and turnaround and/or exit of underperforming contracts in Brazil and in the Middle-East, somewhat offset by demobilization costs in Latin America and by acquisition-related integration costs in China.

### 3.2.4 Net profit from continuing operations

(in million euros)	FISCAL 2024	FISCAL 2023
<b>UNDERLYING OPERATING PROFIT</b>	<b>1,109</b>	<b>976</b>
Net impact related to consolidation scope changes	90	(7)
Restructuring and rationalization costs	(65)	(45)
Amortization of purchased intangible assets	(35)	(36)
Other	(48)	(41)
<b>OTHER OPERATING INCOME AND EXPENSES</b>	<b>(58)</b>	<b>(129)</b>
<b>OPERATING PROFIT</b>	<b>1,051</b>	<b>847</b>
Net financial expense	(63)	(101)
<b>Net income before tax &amp; shares accounted for equity method</b>	<b>983</b>	<b>737</b>
Tax charge	(249)	(181)
<b>NET PROFIT FROM CONTINUING OPERATIONS (GROUP SHARE)</b>	<b>738</b>	<b>560</b>
<b>UNDERLYING NET PROFIT FROM CONTINUING OPERATIONS (GROUP SHARE)</b>	<b>775</b>	<b>659</b>

Other operating income and expenses amounted to -58 million euros compared to -129 million euros in the previous year. The main elements of the period were a net gain of 90 million euros related to the scope changes, principally the disposal of the Homecare business, partly offsetting restructuring expenses, which accelerated in the second half, as well as the spin-off costs, M&A costs and amortization of acquisition-related assets.

As a result, the **Operating profit** is 1,051 million euros compared to 847 million euros in the previous year.

Fiscal 2024 **Net financial expenses** decreased to 63 million euros, against 101 million euros in the previous year, which included 14 million euros of costs linked to the bond consent process for the Pluxee spin-off. The rest of the improvement was mainly due to a more favorable currency impact and some specific gains in Fiscal 2024 including compensatory interests in Brazil and the revaluation of the Group's participation in Grandir (Childcare).

The blended cost of debt at Fiscal 2024 year-end was at 1.8%, 10 bps higher than at Fiscal 2023 year-end due to the reimbursement of two bonds in November 2023 and January 2024 which were both at very low interest rates, as well as increased costs associated with higher dollar floating rates. Of the 137 million euros of Gross borrowing costs for Fiscal 2024 (cf. note 12.1 to the consolidated financial statements), 88 million euros relates to the

Group's bonds and other committed banking facilities, and 49 million euros relates to cash pool mechanism costs. Interest income from cash pooling is included in the 67 million euros of Interest income from short-term bank deposits and equivalent).

The **tax charge** was up to 249 million euros, leading to an Effective Tax Rate of 25.4% against 24.6% in the prior year. The effect of the non taxable capital gain on the Homecare disposal and the utilization of previously unrecognized tax assets due to better results in France was offset by the update of the risk related to the tax exposure in France.

The share of profit of other companies accounted for using the equity method was 13 million euros compared to 12 million euros last year. Profit attributed to non-controlling interests was 9 million euros compared to the previous year amount of 8 million euros.

As a result, **Group net profit from continuing activities** was up +31.8% and amounted to 738 million euros, against 560 million euros in Fiscal 2023. **Underlying net profit** adjusted for Other operating income and expenses net of tax and exceptional taxes, reached 775 million euros, compared to 659 million euros in Fiscal 2023, up +17.6%.

### 3.2.5 Net profit from discontinued operations (Pluxee)

(in million euros)	FISCAL 2024	FISCAL 2023
Group Net Profit from continuing operations	738	560
Group Net Profit from discontinued operations	(570)	234
<b>GROUP NET PROFIT (Group share)</b>	<b>168</b>	<b>794</b>

Given the spin-off of Pluxee from February 1, 2024, the contribution of discontinued operations to Fiscal 2024 full year numbers is the same as in the First half Fiscal 2024.

Fiscal 2024 Net profit from discontinued operations amounts to -570 million euros, against +234 million euros in the previous year. This result is composed of:

- (i) Pluxee's contribution to the Group's Net income under IFRS 5 for 97 million euros, reflecting Pluxee's performance over the five-month period leading up to the spin-off, spanning from September 1, 2023 to January 31, 2024, adjusted for IFRS 5 impacts (in particular, the neutralization of depreciation);
- (ii) a provision related to the anti-trust fine (fully paid before the end of Fiscal 2023) following the decision of the Paris Court of Appeal in November 2023, of -126 million euros;

(iii) the impact of the recycling of the currency translation adjustment reserves linked to Pluxee for -540 million euros as of January 31, 2024. Sodexo has elected to account for the demerger using Pluxee's Net Book Value. Therefore, the deconsolidation does not generate any loss or gain in the consolidated income statement as of February 29, 2024, except for the negative impact of the recycling of the currency translation adjustment reserves, mainly from the Brazilian Real and Venezuelan Bolivar. This non-cash loss is purely technical, with no impact on Sodexo's equity, cashflow or dividend distribution capacity.

None of these items impact the Fiscal 2024 dividend as the pay-out ratio is based on the Underlying net profit of Sodexo continuing activities only.



## 3.3 Consolidated financial position

As a consequence of the spin-off, Pluxee's assets and liabilities, including the cash, were deconsolidated as of January 31, 2024. The cash flows generated by Pluxee between the start of the Fiscal Year until the spin-off are reported as cash flow from discontinued operations.

### 3.3.1 Cash flows from continuing operations

(in million euros)	FISCAL 2024	FISCAL 2023
Operating cash flow <sup>(1)</sup>	1,338	1,270
Change in working capital	(43)	(222)
IFRS 16 leases outflow	(165)	(186)
Net capital expenditure (including new client investments)	(469)	(488)
<b>Free cash flow<sup>(2)</sup></b>	<b>661</b>	<b>374</b>
Net disposals	986	(21)
Share buy-backs	(51)	(57)
Dividends paid to shareholders	(1,373)	(352)
Other changes (including scope and exchange rates)	95	646
<b>(Increase)/decrease in net debt</b>	<b>318</b>	<b>590</b>

(1) The difference with the Operating Cash Flow as presented in the consolidated cash flow statement (section 4.1.4) comes from the new client investments, presented in this table within Net Capex (within Operating Cash flow in the cash flow statement, under "change in client investments").

(2) The Group does not believe the accounting treatment introduced by IFRS 16 modifies the operating nature of its lease transactions. Accordingly, to ensure the Group's performance measures continue to best reflect its operating performance, the Group considers repayments of lease liabilities as operating items impacting the Free cash flow, which integrates all lease payments (fixed or variable). To be consistent, the lease liabilities are not included in Net debt (treated as operating items).

Free cash flow from continuing operations was 661 million euros against 374 million euros in Fiscal 2023.

Operating cash flow improved to 1,338 million euros against 1,270 million euros in the previous year, as a result of the improvement in Underlying operating profit, offset by the unfavorable variation of cash tax due to significant positive prior year one-offs.

The working capital outflow in Fiscal 2024 of 43 million euros, improved from the 222 million euros outflow of the previous year which was affected by the residual unwinding of public sector Covid-linked payment delays, a change in supplier payment delays in Europe, as well as a significant payroll timing impact in North America.

Net capital expenditure, including client investments, at 469 million euros, representing 2.0% of revenues, was slightly below last year at

2.2% of revenues which was marked by higher client investments. IT investments were up, representing 18% share of total Net capital expenditure, up 5 points compared to the previous year.

Acquisitions net of disposals amounted to an inflow of 986 million euros in Fiscal 2024, resulting from the disposal of Sofinsod for 918 million euros and the Homecare business, offset somewhat by some acquisitions mainly in the Convenience activity in North America and the food services market in China.

Dividends paid to shareholders during Fiscal 2024 are exceptionally high as they include the special interim dividend paid in August 2024 for 918 million euros related to the sale of Sofinsod, on top of the usual dividend paid in December 2023 for the prior fiscal year.

After taking into account Other changes, net debt decreased by 318 million euros during the year to reach 2.6 billion euros at August 31, 2024.

### 3.3.2 Condensed consolidated statement of financial position at August 31, 2024

(in million euros)	AUGUST 31, 2024	AUGUST 31, 2023 ADJUSTED <sup>1</sup>	(in million euros)	AUGUST 31, 2024	AUGUST 31, 2023 ADJUSTED <sup>1</sup>
Non-current assets	8,627	9,406	Shareholders' equity	3,782	4,542
Current assets excluding cash	4,233	4,044	Non-controlling interests	16	12
			Non-current liabilities	5,304	6,440
Interco loans / deposits with Pluxee		1,215			
Cash and cash equivalent	2,137	1,455	Current liabilities	5,914	5,481
Asset held for sale and for distribution	27	5,889	Liabilities held for sale and for distribution	8	5,534
<b>TOTAL ASSETS</b>	<b>15,024</b>	<b>22,009</b>	<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<b>15,024</b>	<b>22,009</b>

(1) As of August 31, 2023, in order to project the post spin-off financial position, in this table intragroup loans and deposits between Sodexo and Pluxee were not eliminated (on the one hand 1,215 million euros loan from Sodexo to Pluxee, presented in this table in Assets, into "inter-company loans / deposits with Pluxee" with counterpart in "Liabilities held for sale", and on the other hand deposits from Pluxee in Sodexo cash-pooling for 570 millions euros, presented in the table in Assets as a reduction of Cash with counterpart in "Assets held for sale"). These restatements explain the gaps with the Consolidated financial position in note 4.1.3, in which intragroup loans were eliminated. Moreover, these intragroup loans were considered as settled as at August 31, 2023, and thus are part of the net debt calculation, as they have been settled just prior to the listing date of Pluxee.

The sale of Sofinsod is reflected in the decrease in Non-current assets. The decrease in shareholder's equity is explained by the special interim dividend paid in August 2024 following the sale of Sofinsod, as well as by the Pluxee spin-off on February 1, 2024.

The strong decrease in Assets and Liabilities held for sale or distribution is linked to the spin-off of Pluxee and the disposal of the Homecare activity. The remaining amounts as of August 31, 2024 these accounts relate to Denali Universal Services, specialized in security services to the private and public sectors in Alaska, which was divested by the Group on September 3, 2024.

(in million euros)	AUGUST 31, 2024	AUGUST 31, 2023 ADJUSTED
Gross debt	4,734	5,588
Net debt	2,600	2,918
Gearing ratio	68%	64%
Net Debt ratio (Net Debt/EBITDA <sup>(1)</sup> )	1.7x	2.2x

(1) For the new definition of EBITDA, please refer to the Alternative Performance Measure in section 3.3.9

As of August 31, 2024, Net debt was 2,600 million euros, down from 2,918 million euros at the end of Fiscal 2023 (adjusted). This reduction, combined with the year-on-year increase in EBITDA of 11.5%, has resulted in a net debt to EBITDA ratio of 1.7x, well below the levels at the end of Fiscal 2023 of 2.2x, and fully back into the targeted range of 1-2x. Despite the reduction in net debt, gearing is up by 4 points at 68%, due to the reduction in equity.

During the fiscal year, two bonds were reimbursed: in November 2023, 300 million euros, due in May 2025, carrying an interest rate of 1.125% and in January 2024, 500 million euros at term, carrying an interest rate of 0.5%. As a result, the average interest rate on the bonds at the end of the Fiscal 2024 was at 1.8%, against 1.7% at the end of Fiscal 2023.

At year end, the Group's gross debt of 4.7 billion euros was 70% euro-denominated, 23% dollar denominated and 6% sterling denominated, with an average maturity of 3.3 years, 94% fixed-rate and 100% covenant-free.

As of August 31, 2024, Operating cash (including bank overdrafts of 3 million euros) reached a total of 2,134 million euros.

Moreover, at the end of Fiscal 2024, unused credit lines totaled 1.75 billion euros, with a 5-year maturity, having been renewed by anticipation in August 2024.

### 3.3.3 Acquisitions and disposals for the period

Fiscal 2024 was marked by the spin-off and listing of Pluxee on February 1, 2024, and the disposal of Sofinsod for 918 millions euros on August 23, 2024.

Other scope changes of Fiscal 2024 included:

- the disposal of non-core activities, mainly the Homecare business, completed in October 2023;

- targeted acquisitions, of which five in North America in the convenience business, Compass' food services activities in China, and one in urban food services in Sweden.

Disposals net of acquisitions amounted to 986 million euros.

### 3.3.4 Earnings per share

Earnings per share (EPS) from continuing operations was 5.04 euros against 3.83 euros in Fiscal 2023, up +31.6%. The weighted average number of shares for Fiscal 2024 was more or less stable at 146,451,943 compared to 146,127,620 shares for Fiscal 2023. Underlying EPS from continuing operations was 5.29 euros, up +17.3% compared to the prior year.

### 3.3.5 Proposed dividend

The Board proposes an ordinary dividend of 2.65 euros, up 17.8% and in line with the Group policy of a 50% pay-out ratio. Both the ordinary dividend and the 6.24 euros special interim dividend paid in August 2024 will be proposed at the Shareholders Meeting on December 17, 2024.

### 3.3.6 Currency effect

Exchange rate fluctuations do not generate operational risks, because each subsidiary bills its revenues and incurs its expenses in the same currency.

€1=	AVERAGE RATE FY 2024	AVERAGE RATE FY 2023	AVERAGE RATE FY 2024 VS. FY 2023	CLOSING RATE AT 08/31/2024	CLOSING RATE AT 08/31/2023	CLOSING RATE 08/31/2024 VS. 08/31/2023
U.S. dollar	1.082	1.059	-2.1%	1.109	1.087	-2.0%
Pound Sterling	0.857	0.871	+1.6%	0.841	0.857	+1.9%
Brazilian real	5.543	5.403	-2.5%	6.216	5.308	-14.6%

The 1.8% negative impact of currencies Fiscal 2024 revenues is linked to the appreciation of the euro, notably against the U.S. dollar during the first half of the fiscal year. The euro has been stable since the end of the first half Fiscal 2024 and therefore the currency impact remains negative for the entire year. On the other hand, the

Brazilian real weakened in the last quarter, explaining a negative impact in the second half. The impact of currency mix on the Underlying operating margin was negligible.

The Group operates in 45 countries. The percentage of total revenues and Underlying operating profit denominated in the main currencies are as follows:

FISCAL 2024	% OF REVENUES	% OF UNDERLYING OPERATING PROFIT
U.S. dollar	44%	60%
Euro	23%	2%
UK pound Sterling	8%	8%
Brazilian real	4%	6%

The currency effect is determined by applying the previous year's average exchange rates to the current year figures.

### 3.3.7 Outlook

Looking ahead to Fiscal Year 2025, we anticipate sustained growth and continued margin improvement.

Growth will be driven by:

- contribution from net new business of around 2% for the full year, expected to accelerate during the year due to the momentum of the signings and a robust pipeline;
- pricing expected to average around +3%, as we continue to pass through inflation;
- positive volume growth fueled by rising demand for new or upgraded services as well as higher attendance in Corporate Services, despite lapping strong comparatives linked to the leap year and the major sporting events in Fiscal 2024.

We will drive further efficiencies and support margin improvement by our disciplined commercial approach, investments in data and digital, supply management optimization, deployment of our branded offers, and scaling of new production and distribution models, combined with rigorous cost control and reinforced efficiency of our support services.

As a result, the Group guidance for Fiscal 2025 is as follows:

- Organic revenue growth expected between +5.5% and +6.5%. Excluding the base effect of the Olympics, the Rugby World Cup and the leap year in Fiscal 2024, underlying trend should be +6% to +7%.
- Underlying operating profit margin improvement expected between +30 and +40 bps, at constant currencies.

### 3.3.8 Subsequent events

No major events have occurred since the closing of Fiscal year 2024.

### 3.3.9 Alternative Performance Measure definitions

#### Blended cost of debt

The blended cost of debt is calculated at period end and is the weighted blended financing rate on borrowings (including derivative financial instruments and commercial papers) and cash pooling balances at period end.

#### Financial ratios

Please refer to Chapter 4, note 4.3.1.

#### Free cash flow

Please refer to the section entitled Consolidated financial position.

## Growth excluding currency effect

The currency effect is determined by applying the previous year's average exchange rates to the current year figures except in hyper-inflationary economies where all figures are converted at the latest closing rate for both periods when the impact is significant.

For Türkiye, despite being in hyperinflation, the average exchange rates of the previous period are used due to the lack of materiality.

## Net debt

Net debt is defined as Group borrowing at the balance sheet date, less operating cash.

## Organic growth

Organic growth corresponds to the increase in revenue for a given period (the "current period") compared to the revenue reported for the same period of the prior fiscal year, calculated using the exchange rate for the prior fiscal year; and excluding the impact of business acquisitions (or gain of control) and divestment, as follows:

- for businesses acquired (or gain of control) during the current period, revenue generated since the acquisition date is excluded from the organic growth calculation;
- for businesses acquired (or gain of control) during the prior fiscal year, revenue generated during the current period up until the first anniversary date of the acquisition is excluded;
- for businesses divested (or loss of control) during the prior fiscal year, revenue generated in the comparative period of the prior fiscal year until the divestment date is excluded;

- for businesses divested (or loss of control) during the current fiscal year, revenue generated in the period commencing 12 months before the divestment date up to the end of the comparative period of the prior fiscal year is excluded.

## Underlying net profit

Underlying net profit presents a net income excluding significant unusual and/or infrequent elements. Therefore, it corresponds to the Net Income Group share excluding Other Income and Expense and significant non-recurring elements in both Net Financial Expense and Income Tax Expense where relevant.

## Underlying net profit per share

Underlying net profit per share presents the Underlying net profit divided by the average number of shares.

## Underlying operating profit margin

The Underlying operating profit margin corresponds to Underlying operating profit divided by revenues.

## Underlying operating profit margin at constant rates

The Underlying operating profit margin at constant rates corresponds to Underlying operating profit divided by revenues, calculated by converting 2024 figures at Fiscal 2023 rates, except for countries with hyperinflationary economies.

## 3.3.10 Changes in financial disclosure

Following the Pluxee spin-off, Sodexo is now a pure player in Food and FM services. In order to better reflect the Group's performance, to provide more clarity and to ease the comparability with its main peers, the Group has decided to make the following changes to its financial disclosure:

- In the breakdown of revenues by segment within each geography, the Sports & Leisure segment, operated under the Sodexo Live! brand, previously grouped within the Business & Administrations segment, is now presented separately.
- Definitions of Operating cash flow, Net Capex and EBITDA have been adjusted:

- Client Investment amortization, which is accounted for, in the P&L, as a reduction to Revenue (as per IFRS 15), previously neutralized in Free Cash Flow within Net Capex, is now neutralized within Operating cash flow and EBITDA,
- New definition of Net Capex includes (i) acquisition of PPE and intangible assets, (ii) new Client Investments and (iii) Disposal of assets, as before, but no longer includes the neutralization of client investment amortization,
- EBITDA is now defined as Underlying operating profit excluding both underlying Depreciation & amortization and Client investment amortization, and including Lease payments.

FISCAL 2024 (in million euros)	PREVIOUS DEFINITIONS	Client Investments amortization	NEW DEFINITIONS
Operating Cash Flow	1,203	135	1,338
Net Capex	(334)	(135)	(469)
EBITDA	1,354	135	1,489
Net debt	2,600		2,600
Net debt / EBITDA	1.9x		1.7x



## New segment reporting following evolution of the organization

As part of the streamlining of the organization, from Fiscal 2024, some contracts or operations have been reallocated between segments, with main impacts in Europe, from Healthcare & Seniors to Education.

Restated revenue breakdown for Fiscal 2023:

REVENUES (in million euros)	Fiscal 2023		Q1 2023		Q2 2023		Q3 2023		Q4 2023	
	Published	Restated	Published	Restated	Published	Restated	Published	Restated	Published	Restated
<b>North America</b>	<b>10,479</b>	<b>10,479</b>	<b>2,992</b>	<b>2,992</b>	<b>2,506</b>	<b>2,506</b>	<b>2,658</b>	<b>2,658</b>	<b>2,322</b>	<b>2,322</b>
Business & Administrations		2,723		699		641		679		704
Sodexo Live! <sup>(1)</sup>	3,866	1,184	1,009	327	874	248	959	296	1,023	312
Healthcare & Seniors	3,440	3,399	877	866	844	831	856	844	863	858
Education	3,173	3,173	1,106	1,100	788	786	844	839	436	448
<b>Europe</b>	<b>8,071</b>	<b>8,071</b>	<b>2,047</b>	<b>2,047</b>	<b>1,980</b>	<b>1,980</b>	<b>2,042</b>	<b>2,042</b>	<b>2,002</b>	<b>2,002</b>
Business & Administrations		4,464		1,125		1,110		1,115		1,114
Sodexo Live! <sup>(1)</sup>	5,337	599	1,337	141	1,296	118	1,324	138	1,380	202
Healthcare & Seniors	2,026	1,950	504	470	505	481	531	498	487	500
Education	708	1,059	206	311	179	271	187	291	136	185
<b>Rest of the World</b>	<b>4,087</b>	<b>4,087</b>	<b>1,057</b>	<b>1,057</b>	<b>998</b>	<b>998</b>	<b>1,055</b>	<b>1,055</b>	<b>978</b>	<b>978</b>
Business & Administrations		3,546		914		871		916		845
Sodexo Live! <sup>(1)</sup>	3,659	23	941	3	898	5	946	6	874	9
Healthcare & Seniors	337	376	87	95	81	92	83	93	87	96
Education	91	142	29	45	19	30	26	39	17	28
<b>Sodexo</b>	<b>22,637</b>	<b>22,637</b>	<b>6,097</b>	<b>6,097</b>	<b>5,484</b>	<b>5,484</b>	<b>5,755</b>	<b>5,755</b>	<b>5,301</b>	<b>5,301</b>

(1) Since the first half of 2024, the Group has been reporting Sodexo Live! revenue separately; it was previously included in the Business & Administrations segment.

# 4

## Consolidated financial statements

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## 4.1 Consolidated financial statements

### 4.1.1 Consolidated income statement

(in million euros)	NOTES	FISCAL 2024	FISCAL 2023
<b>Revenues</b>	<b>4.1</b>	<b>23,798</b>	<b>22,637</b>
<b>Cost of sales</b>	<b>4.2</b>	<b>(20,953)</b>	<b>(19,917)</b>
<b>Gross profit</b>		<b>2,845</b>	<b>2,720</b>
Selling, General and Administrative costs	4.2	(1,741)	(1,753)
Share of profit of companies accounted for using the equity method that directly contribute to the Group's business	8	5	9
<b>Underlying operating profit</b>	<b>4.1</b>	<b>1,109</b>	<b>976</b>
Other operating income	4.2	91	4
Other operating expenses	4.2	(149)	(133)
<b>Operating profit</b>		<b>1,051</b>	<b>847</b>
Financial income	12.1	120	90
Financial expenses	12.1	(183)	(191)
Share of profit of other companies accounted for using the equity method	8	8	3
<b>Profit for the year before tax</b>		<b>996</b>	<b>749</b>
Income tax expense	9.2	(249)	(181)
<b>Net profit of the year from continuing operations</b>		<b>747</b>	<b>568</b>
<b>Net profit of the year from discontinued operations</b>	<b>3.2</b>	<b>(568)</b>	<b>236</b>
<b>Net profit for the year</b>		<b>179</b>	<b>804</b>
Of which:			
Profit attributable to non-controlling interests		11	10
Net profit of the year from continuing operations – Attributable to non-controlling interests		9	8
Net profit of the year from discontinued operations – Attributable to non-controlling interests		2	2
<b>PROFIT ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT</b>		<b>168</b>	<b>794</b>
<b>Net profit of the year from continuing operations – Attributable to equity holders of the parent</b>		<b>738</b>	<b>560</b>
<b>Net profit of the year from discontinued operations – Attributable to equity holders of the parent</b>		<b>(570)</b>	<b>234</b>
<b>Basic earnings per share</b> (in euros)	<b>11.2</b>	<b>1.15</b>	<b>5.44</b>
Net profit of the year from continuing operations – Group share per share (in euros)		5.04	3.83
Net profit of the year from discontinued operations – Group share per share (in euros)		(3.89)	1.61
<b>Diluted earnings per share</b> (in euros)	<b>11.2</b>	<b>1.13</b>	<b>5.38</b>
Net profit of the year from continuing operations – Group share diluted per share (in euros)		4.98	3.80
Net profit of the year from discontinued operations – Group share diluted per share (in euros)		(3.85)	1.58

## 4.1.2 Consolidated statement of comprehensive income

(in million euros)	NOTES	FISCAL 2024	FISCAL 2023
<b>NET PROFIT FOR THE YEAR</b>		<b>179</b>	<b>804</b>
<b>Components of other comprehensive income that may be reclassified subsequently to profit or loss</b>		<b>412</b>	<b>(398)</b>
Change in fair value of cash flow hedge instruments	12.5 and 11.1	—	—
Change in fair value of cash flow hedge instruments reclassified to profit or loss	12.5 and 11.1	—	—
Currency translation adjustment	11.1	(121)	(398)
Currency translation adjustment reclassified to profit or loss	11.1	533	—
Tax on components of other comprehensive income that may be reclassified subsequently to profit or loss	11.1	—	—
Share of other components of comprehensive income (loss) of companies accounted for using the equity method, net of tax	11.1 and 8	—	—
<b>Components of other comprehensive income that will not be reclassified subsequently to profit or loss</b>		<b>153</b>	<b>125</b>
Remeasurement of defined benefit plan obligation	5.1 and 11.1	(34)	(104)
Change in fair value of financial assets revalued through other comprehensive income*	12.3 and 11.1	186	197
Tax on components of other comprehensive income that will not be reclassified subsequently to profit or loss	11.1	1	32
<b>TOTAL OTHER COMPREHENSIVE INCOME (LOSS), AFTER TAX</b>		<b>565</b>	<b>(273)</b>
<b>COMPREHENSIVE INCOME FROM CONTINUING OPERATIONS</b>		<b>772</b>	<b>293</b>
<b>COMPREHENSIVE INCOME FROM DISCONTINUED OPERATIONS</b>		<b>(28)</b>	<b>238</b>
<b>COMPREHENSIVE INCOME</b>		<b>744</b>	<b>531</b>
Of which:			
Attributable to equity holders of the parent		<b>733</b>	<b>523</b>
Comprehensive income from continuing operations – Attributable to equity holders of the parent		762	285
Comprehensive income from discontinued operations – Attributable to equity holders of the parent		(29)	238
Attributable to non-controlling interests		<b>11</b>	<b>8</b>
Comprehensive income from continuing operations – Attributable to non-controlling interests		9	8
Comprehensive income from discontinued operations – Attributable to non-controlling interests		2	—

\* Including for Fiscal 2024 the revaluation at fair value of the financial assets of Pluxee (formerly the Benefits & Rewards Services activity) reclassified as assets held for sale or distribution prior to the spin-off.



### 4.1.3 Consolidated statement of financial position

#### Assets

(in million euros)	NOTES	AUGUST 31, 2024	AUGUST 31, 2023
Goodwill	6.1	5,564	5,568
Other intangible assets	6.2	436	448
Property, plant and equipment	6.3	552	510
Right-of-use assets relating to leases	7.2	673	787
Client investments	4.4	712	687
Investments in companies accounted for using the equity method	8	71	66
Non-current financial assets	12.3 and 12.5	358	1,071
Other non-current assets		62	77
Deferred tax assets	9.3	199	192
<b>NON-CURRENT ASSETS</b>		<b>8,627</b>	<b>9,406</b>
Financial assets	12.3 and 12.5	61	74
Inventories		322	324
Income tax receivable		148	84
Trade and other current operating assets	4.3	3,702	3,562
Cash and cash equivalents	12.2	2,137	2,025
Assets held for sale or for distribution	3.2	27	5,319
<b>CURRENT ASSETS</b>		<b>6,397</b>	<b>11,388</b>
<b>TOTAL ASSETS</b>		<b>15,024</b>	<b>20,794</b>

## Shareholders' equity and liabilities

(in million euros)	NOTES	AUGUST 31, 2024	AUGUST 31, 2023
Share capital		590	590
Additional paid-in capital		248	248
Reserves and retained earnings		2,944	3,704
<b>EQUITY ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT</b>		<b>3,782</b>	<b>4,542</b>
<b>NON-CONTROLLING INTERESTS</b>		<b>16</b>	<b>12</b>
<b>SHAREHOLDERS' EQUITY</b>	<b>11.1</b>	<b>3,798</b>	<b>4,554</b>
Long-term borrowings	12.4 and 12.5	4,011	5,056
Long-term lease liabilities	7.1	581	683
Employee benefits	5.1	274	265
Other non-current liabilities	4.3	181	174
Non-current provisions	10.1	108	110
Deferred tax liabilities	9.3	149	152
<b>NON-CURRENT LIABILITIES</b>		<b>5,304</b>	<b>6,440</b>
Bank overdrafts	12.2	3	—
Short-term borrowings	12.4 and 12.5	725	537
Short-term lease liabilities	7.1	147	148
Income tax payable		325	177
Current provisions	10.1	66	79
Trade and other payables	4.3	4,648	4,540
Liabilities directly associated with assets held for sale or for distribution	3.2	8	4,319
<b>CURRENT LIABILITIES</b>		<b>5,922</b>	<b>9,800</b>
<b>TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES</b>		<b>15,024</b>	<b>20,794</b>

## 4.1.4 Consolidated cash flow statement

(in million euros)	NOTES	FISCAL 2024	FISCAL 2023
<b>Operating profit</b>		<b>1,051</b>	<b>847</b>
Depreciation, amortization and impairment of intangible assets, property, plant and equipment and right-of-use assets <sup>(1)</sup>		470	458
Change in client investments <sup>(2)</sup>	4.4	(12)	(43)
Provisions		(32)	(17)
(Gains) losses on disposals and dilution		(83)	11
Other non-cash items		29	31
Dividends received from companies accounted for using the equity method	8	7	8
Net interest expense paid		(37)	(66)
Interests paid on lease liabilities		(23)	(19)
Income tax paid		(179)	(123)
<b>Operating cash flow</b>		<b>1,191</b>	<b>1,087</b>
Change in inventories		(2)	(11)
Change in trade and other current operating assets		(213)	(204)
Change in trade and other payables		172	(7)
<b>Change in working capital from operating activities</b>		<b>(43)</b>	<b>(222)</b>
<b>Net cash provided by/(used in) operating activities from continuing operations</b>		<b>1,148</b>	<b>865</b>
<b>Net cash provided by/(used in) operating activities from discontinued operations</b>		<b>172</b>	<b>468</b>
<b>NET CASH PROVIDED BY/(USED IN) OPERATING ACTIVITIES</b>		<b>1,320</b>	<b>1,333</b>
Acquisitions of property, plant and equipment and intangible assets		(358)	(338)
Disposals of property, plant and equipment and intangible assets		35	33
Change in financial assets and share of companies accounted for using the equity method		35	(36)
Business combinations	3.1	(92)	(21)
Disposals of activities	3.2	1,073	—
<b>Net cash provided by/(used in) investing activities from continuing operations</b>		<b>693</b>	<b>(362)</b>
<b>Net cash provided by/(used in) investing activities from discontinued operations</b>		<b>(1,740)</b>	<b>(121)</b>
<b>NET CASH PROVIDED BY/(USED IN) INVESTING ACTIVITIES</b>		<b>(1,047)</b>	<b>(483)</b>
Dividends paid to Sodexo S.A. shareholders	11.1	(1,373)	(352)
Dividends paid to non-controlling shareholders of consolidated companies		(4)	(6)
Purchases of treasury shares	11.1	(51)	(57)
Sales of treasury shares	11.1	(1)	7
Change in non-controlling interests		—	(12)
Proceeds from borrowings	12.4	389	544
Repayment of borrowings	12.4	(1,212)	(550)
Repayments of lease liabilities	7.1	(165)	(186)
<b>Net cash provided by/(used in) financing activities from continuing operations</b>		<b>(2,417)</b>	<b>(612)</b>
<b>Net cash provided by/(used in) financing activities from discontinued operations</b>		<b>1,065</b>	<b>(34)</b>
<b>NET CASH PROVIDED BY/(USED IN) FINANCING ACTIVITIES</b>		<b>(1,352)</b>	<b>(646)</b>
<b>NET EFFECT OF EXCHANGE RATES AND OTHER EFFECTS ON CASH</b>		<b>(17)</b>	<b>(191)</b>
<b>Net effect of exchange rates and other effects on cash from continuing operations</b>		<b>9</b>	<b>(156)</b>
<b>Net effect of exchange rates and other effects on cash from discontinued operations</b>		<b>(26)</b>	<b>(35)</b>
<b>CHANGE IN NET CASH AND CASH EQUIVALENTS</b>		<b>(1,096)</b>	<b>13</b>
<b>NET CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR</b>		<b>3,230</b>	<b>3,217</b>
<b>NET CASH AND CASH EQUIVALENTS, END OF YEAR</b>	<b>12.2</b>	<b>2,134</b>	<b>3,230</b>
of which Net cash and cash equivalents from continuing operations, end of year		2,134	2,025
of which Net cash and cash equivalents from discontinued operations, end of year		—	1,205

(1) Including 179 million euros corresponding to the depreciation of right-of-use assets recognized in Fiscal 2024 pursuant to IFRS 16 (188 million euros recognized in Fiscal 2023).

(2) Since the First half Fiscal 2024, the change in client investments (of which -147 million euros of new client investments) previously classified in net cash used in investing activities is presented within the cash flow provided by operating activities in the consolidated cash flow statement. This change of presentation has been included in the comparative information of the Fiscal 2023.

## 4.1.5 Consolidated statement of changes in shareholders' equity

(in million euros)	NUMBER OF SHARES OUTSTANDING	SHARE CAPITAL	ADDITIONAL PAID-IN CAPITAL	RESERVES AND COMPREHENSIVE INCOME	CURRENCY TRANSLATION ADJUSTMENT	TOTAL SHAREHOLDERS' EQUITY		
						ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT	NON- CONTROLLING INTERESTS	TOTAL
<b>Notes</b>	<b>11.1</b>			<b>11.1</b>				
<b>Shareholders' equity as of August 31, 2023</b>	<b>147,454,887</b>	<b>590</b>	<b>248</b>	<b>4,514</b>	<b>(811)</b>	<b>4,542</b>	<b>12</b>	<b>4,554</b>
Net profit for the year				168		168	11	179
Other comprehensive income (loss), net of tax*				153	412	565	—	565
<b>Comprehensive income</b>				<b>321</b>	<b>412</b>	<b>733</b>	<b>11</b>	<b>744</b>
Dividends paid				(1,373)		(1,373)	(4)	(1,377)
Distribution of shares Pluxee				(96)		(96)	(7)	(103)
Treasury share transactions				(52)		(52)		(52)
Share-based payment (net of income tax)				37		37		37
Change in ownership interest without any change of control				(9)		(9)	(4)	(13)
Other				—		—	8	8
<b>SHAREHOLDERS' EQUITY AS OF AUGUST 31, 2024</b>	<b>147,454,887</b>	<b>590</b>	<b>248</b>	<b>3,342</b>	<b>(399)</b>	<b>3,782</b>	<b>16</b>	<b>3,798</b>

\* Other comprehensive income/loss include reevaluation impact of hyperinflation in Türkiye for 19 million euro.

(in million euros)	NUMBER OF SHARES OUTSTANDING	SHARE CAPITAL	ADDITIONAL PAID-IN CAPITAL	RESERVES AND COMPREHENSIVE INCOME	CURRENCY TRANSLATION ADJUSTMENT	TOTAL SHAREHOLDERS' EQUITY		
						ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT	NON- CONTROLLING INTERESTS	TOTAL
<b>Notes</b>	<b>11.1</b>			<b>11.1</b>				
<b>Shareholders' equity as of August 31, 2022</b>	<b>147,454,887</b>	<b>590</b>	<b>248</b>	<b>3,992</b>	<b>(415)</b>	<b>4,415</b>	<b>10</b>	<b>4,425</b>
Net profit for the year				794		794	10	804
Other comprehensive income (loss), net of tax				125	(396)	(271)	(2)	(273)
<b>Comprehensive income</b>				<b>919</b>	<b>(396)</b>	<b>523</b>	<b>8</b>	<b>531</b>
Dividends paid				(352)		(352)	(7)	(359)
Treasury share transactions				(52)		(52)		(52)
Share-based payment (net of income tax)				45		45		45
Change in ownership interest without any change of control				(36)		(36)	2	(34)
Other				(1)		(1)	(1)	(2)
<b>SHAREHOLDERS' EQUITY AS OF AUGUST 31, 2023</b>	<b>147,454,887</b>	<b>590</b>	<b>248</b>	<b>4,514</b>	<b>(811)</b>	<b>4,542</b>	<b>12</b>	<b>4,554</b>



## 4.2 Notes to the consolidated financial statements

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Sodexo is a *Société Anonyme* (a form of limited liability company) registered in France, with its headquarters located in Issy-les-Moulineaux. Sodexo offers a wide range of services to meet the daily needs of its clients, within its On-site Services activity, composed of Food and Facilities Management services.

Sodexo's consolidated financial statements for the fiscal year ended August 31, 2024 were approved by the Board of Directors on October 23, 2024 and will be submitted to the Annual Shareholders Meeting on December 17, 2024.

The numbers shown in the tables were prepared in thousands of euros and are presented in million euros (unless otherwise indicated).

## NOTE 1. SIGNIFICANT EVENTS

### 1.1 Spin-off of Pluxee (ex Benefit & Rewards Services activity)

The project to separate the two business units of Sodexo by spinning-off and listing Pluxee (ex-Benefits & Rewards Services activity) announced on April 5, 2023, by the Group, and was unanimously approved by the Board of Directors on October 25, 2023. The resolution proposed by the Board of Directors to approve the exceptional distribution in kind of one Pluxee share for every Sodexo share held was adopted by a very large majority of the Shareholders Meeting held on January 30, 2024. The spin-off has been implemented according to the defined schedule, with the detachment and first listing of Pluxee shares on Euronext Paris on February 1, 2024 and the delivery of the Pluxee shares to shareholders on February 5, 2024.

As the transaction is carried out under common control, it is excluded from the scope of IFRIC 17 "Distributions of non-cash assets to owners". The Group has elected to recognize the demerger using Pluxee's Net Book Value. This operation did not generate any capital gain or loss in the consolidated income statement, with the exception of the negative impact of the recycling of the currency translation adjustment reserves, mainly coming from the Brazilian Real and the Venezuelan Bolivar, for an amount -540 million euros as of January 31, 2024 (see the detailed accounting treatment in note 3.2).

Following the Pluxee spin-off, Sodexo is now a pure player in Food and Facilities Management services.

### 1.2 Simplification of the ownership structure of Sodexo and monetization of an illiquid asset

On August 23, 2024, Sodexo sold Sofinsod to Bellon SA for 918 million euros, enabling the simplification of Sodexo's shareholder structure and the monetization of an illiquid asset.

Sodexo held 100% of this holding company, which, as its only asset, holds a 19.6% stake in Bellon SA, the Bellon family holding company (*holding animatrice* in French) and major shareholder of Sodexo and Pluxee. This cross-shareholding loop came about in 1991 as a result of the unwinding of the cross-holdings between Sodexo and Carlson Wagon Lit following the attempted merger of some of their activities.

This transaction allows Sodexo to unwind the cross-holding and monetize an illiquid: Sofinsod was valued at 751 million euros in Sodexo's First half Fiscal 2024 accounts. The sale price is fair from a financial point of view, according to Finexsi, an independent expert appointed to examine the financial conditions, in line with the AMF (French regulator of financial markets) recommendations.

The sale proceeds were distributed in full to Sodexo shareholders in the form of a special interim dividend of €6.24 per share. The stock went ex-dividend on August 27, 2024, the record date was August 28, 2024, and the special interim dividend was paid on August 29, 2024.

### 1.3 Disposal of the non-core Homecare business

As part of its continued strategy to rationalize its portfolio, the Group signed at the end of September 2023 a disposal agreement for its worldwide Homecare services including subsidiaries in the United States, United Kingdom, and Scandinavian countries.

The transaction was subject to the satisfaction of customary closing conditions and was finalized in October 2023 with a net selling price of 146 million euros. It resulted in a net gain on disposal of 77 million euros recognized in other operating expenses and income during the First half Fiscal 2024 (cf. note 3.2).

As a reminder, pursuant to IFRS 5, the assets and liabilities of the subsidiaries to be disposed were classified in the consolidated statement of financial position as of August 31, 2023, in "Assets held for sale or for distribution" and "Liabilities directly associated with assets held for sale or for distribution" for respectively 211 million euros and 72 million euros. As Homecare services did not meet the definition of a discontinued operation, their contribution to income and cash flows was maintained within continuing operations in the consolidated income statement and in the consolidated cash flow statement as of August 31, 2023, in accordance with IFRS 5.

### 1.4 Refinancing of the main sustainability linked Syndicated Revolving Credit Facility

On July 25, 2024, Sodexo successfully completed 1.75 billion euros refinancing of its main Sustainability linked Syndicated Revolving Credit Facility. Its core Syndicated Revolving Credit Facility was amended and extended for a further 5 years to July 2029 with two additional one-year extension options (up to 7 years in total). The facility has been upsized from circa 1.3 billion euros to 1.75 billion euros to incorporate its existing bilateral lines and will provide liquidity headroom for the Group. The facility remains aligned to Sodexo's external sustainability commitments (see note 12.4.3.1).

There has been a strong appetite to participate in this facility, with all of Sodexo's existing banking partners providing commitments in addition to two newly invited banks.

## NOTE 2. BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS

### 2.1 Accounting policies

#### 2.1.1 General principles

Pursuant to European regulation 1606/2002 of July 19, 2002, the consolidated financial statements of the Sodexo Group have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB) and approved by the European Union as of the fiscal year end. The texts adopted by the European Union are published in the Official Journal of the European Union and are available for consultation on EUR-Lex.

Information for the comparative year presented has been prepared using the same principles.

The Group does not apply IFRS standards that are not approved by the European Union at the closing date. Considering the Company closing date, the IFRS application dates as approved by the European Union have been the same as those for the IFRS standards published by the IASB.

#### 2.1.2 New accounting standards and interpretations applied

The accounting policies used by the Group to prepare its consolidated financial statements for the fiscal year ended August 31, 2024 are the same as those used for the consolidated financial statements as of August 31, 2023.

The texts effective as of September 1, 2023 had no material impact on the consolidated financial statements of the Group, in particular IAS 12 amendment regarding the exemption from the recognition of deferred tax assets and liabilities linked to taxes on the result arising from the Pillar 2 rules based on estimates made to date by the Group. Based on the preliminary work performed, the Group does not expect any significant impact from the Pillar 2 reform on its consolidated financial statements.

Furthermore, the Group did not elect to early adopt the texts, which will be effective for the Group as of September 1, 2024. The Group does not expect the application of these texts to have a material impact on its consolidated financial statements.

In addition, amendments and standards not yet applicable whose date of application defined by the IASB is from 1 January 2025 or later, the analysis of the impact of their application on consolidated financial statements is in progress, notably regarding IFRS 18 "Presentation of financial statements and disclosures" (effective as of 1 January 2027, subject to adoption by the European Union).

### 2.2 Use of estimates

The preparation of financial statements requires the Management of Sodexo and its subsidiaries to make estimates and assumptions which affect the amounts reported for assets, liabilities and contingent liabilities as of the date of preparation of the financial statements, and for revenues and expenses for the fiscal year.

These estimates and valuations are updated continuously based on past experience and on various other factors considered reasonable in view of current circumstances and are the basis for the assessments of the carrying amount of assets and liabilities.

Actual amounts may differ from these estimates if assumptions or circumstances change.

#### 2.2.1 Key estimates and assumptions

Significant items subject to such estimates and assumptions include the following:

- impairment of current and non-current assets (see notes 4.3 and 6.4);
- provisions for risks, litigation and restructuring (see notes 10.1 and 10.2);

- recognition of deferred tax assets (see note 9);
- liabilities recognized for uncertain tax positions (see note 9);
- fair value of certain financial assets and liabilities (see notes 12.5 and 12.6);
- valuation of post-employment defined benefit plan assets and liabilities (see note 5.1);
- share-based payments (see note 5.2);
- valuation of intangible assets acquired as part of a business combination, as well as their estimated useful lives (see note 3);
- assessment of the lease term in measuring the lease liabilities and related right-of-use assets (see note 7).

#### 2.2.2 Assessment of the effects of climate change

As part of its Climate Strategy, the Group has set the objective of significantly reducing its environmental impact at every level of its value chain, in particular through the following actions:

- developing plant-based food offers, to raise consumer awareness of the nutritional and environmental benefits of meals based on plant-based proteins, an essential driver in reducing carbon emissions;
- using 100% renewable electricity at its directly operated sites by 2025, and deploying its energy management service to assist its clients with their renewable energy choices;
- implementing the WasteWatch program, to reduce food waste by facilitating the operational and behavioral changes required to eliminate avoidable product waste, both in the kitchen and by consumers;
- progressively phasing-out from coal sector projects, with the aim of exiting the sector by 2025 (no new contract and no renewal of contracts relating to catering services or Facilities Management on coal mining sites).

The many initiatives undertaken by Sodexo aim, in particular, to achieve the objective of a 34% greenhouse gas emissions reduction by 2025 (as compared to the 2017 baseline), as part of its corporate responsibility roadmap Better Tomorrow 2025 defined in 2017.

The results of these initiatives are reflected in significant progress of the non-financial performance indicators for Fiscal 2024, including 73% renewable electricity (vs. 57.4% in 2023) on directly operated sites and a 40.7% food waste reduction (vs 37.6% in 2023).

The Group took into account the estimated costs of implementing these actions within the business plans drawn up for each operating segment when preparing its impairment tests.

The potential long-term impact of climate-related risks and opportunities on other components of business plans – primarily the effect on the cost of sales and the margin of possible disruptions to the Group's supply chain due to physical risks after taking into account the anticipated impact of the mitigating measures – is considered *via* sensitivity analysis of the value in use estimated for the purposes of the impairment tests to the variation in operational assumptions, the results of which are presented in note 6.4.

The Group continues and strengthens its work on assessing the impact of climate change on its activities and will be able to provide more details on the topic as part of the 2025 publication, in compliance with the European Corporate Sustainability Reporting Directive (CSRD) requirements.

The commitments made by the Group in relation to climate change had no other impact on the judgments and estimates used by Management in the context of the preparation of its consolidated financial statements as of August 31, 2024, in particular regarding the assessment of the useful life of property, plant and equipment, the estimate of their recoverable value or the recognition of liabilities.

## 2.3 Valuation bases

The consolidated financial statements are prepared using the historical cost convention, except for:

- identifiable assets acquired, and liabilities assumed, recognized as part of a business combination, measured at the acquisition date fair value (see note 3.1);
- some financial assets and liabilities, measured at fair value (see note 12);
- post-employment defined benefit plan assets and liabilities (see note 5.1);
- share-based payment, measured at fair value (see note 5.2);
- right-of-use assets relating to leases and lease liabilities (see note 7).

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants.

In accordance with the hierarchy defined in IFRS 13 “Fair Value Measurement” classification, there are three levels of fair value:

- level 1: fair value measured using unadjusted quoted prices in active markets for identical assets or liabilities, used for the valuation of marketable securities;
- level 2: fair value measured by models that use observable inputs for the asset or liability concerned, either directly (*i.e.*, prices) or indirectly (*i.e.*, price-based data), used for the valuation of over-the-counter derivative instruments on the basis of models commonly used to value these instruments;
- level 3: fair value measured using valuation techniques based on unobservable inputs, used mainly for the valuation of client relationships acquired as part of a business combination and non-consolidated investments.

## NOTE 3. MAIN CHANGES IN SCOPE OF CONSOLIDATION

### ACCOUNTING PRINCIPLES

#### Principles and methods of consolidation

##### INTRAGROUP TRANSACTIONS

Intragroup transactions and balances, and unrealized losses and gains between Group subsidiaries, are eliminated. Unrealized losses are eliminated in the same way as unrealized gains, unless they represent an impairment charge.

##### CONSOLIDATION METHODS

A subsidiary is an entity directly or indirectly controlled by Sodexo S.A.. The Group controls a subsidiary when it is exposed or has rights to obtain variable benefits from its involvement with the subsidiary and has the ability to influence those benefits through its power over the subsidiary. In determining whether control exists, voting rights granted by equity instruments are taken into account only when they give the Group substantive rights. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control is obtained to the date on which control ceases to be exercised.

Associates are companies in which Sodexo S.A. directly or indirectly exercises significant influence over financial and operating policy without exercising exclusive or joint control. Joint ventures are joint arrangements in which Sodexo S.A. directly or indirectly exercises joint control and has rights to the net assets of the arrangement. Associates and joint ventures are accounted for using the equity method. Sodexo has a number of equity interests in project companies established in connection with Public-Private Partnership (PPP) contracts. These contracts enable governments to call upon the private sector for the design, construction, financing and management of public infrastructure (hospitals, schools, barracks, prisons), with detailed performance criteria. An analysis is performed for each of these equity interests, in order to determine whether they qualify as associates or joint ventures. Sodexo only makes equity and subordinated debt investments in such projects when it acts as a service provider to the project company.

Further information on the main entities consolidated as at fiscal year-end is provided in note 14.4 “Scope of consolidation”.

##### FOREIGN CURRENCY TRANSLATION

The exchange rates used are derived from rates quoted by the European Central Bank and on other major international financial markets.



## Foreign currency transactions

Monetary assets and liabilities denominated in foreign currencies at the period end are translated using the closing rate. The resulting translation differences are reported in financial income or expenses.

Non-monetary foreign currency assets and liabilities reported at historical cost are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities reported at fair value are translated using the exchange rate at the date when the fair value was determined.

Transactions for the period are translated at the exchange rate at the transaction date.

Translation differences on monetary items that are in substance part of a net investment in a foreign operation consolidated by Sodexo are reported in other comprehensive income until the disposal or liquidation of this net investment.

## Financial statements denominated in foreign currencies

### (i) Countries with stable currencies

The separate financial statements of each consolidated entity are presented on the basis of the primary economic environment (functional currency) in which the entity operates.

For consolidation purposes, all foreign currency assets and liabilities of consolidated entities are translated into the reporting currency of the Sodexo Group (euro) at the closing exchange rate, and all income statement items are translated at the average exchange rate for the period. The resulting translation differences are recognized in other comprehensive income under "Currency translation adjustment".

### (ii) Countries with hyperinflationary economies

Non-monetary assets and liabilities in hyperinflationary countries, as well as the income statement, are adjusted to reflect the changes in the general pricing power of the functional currency in accordance with IAS 29 "Financial reporting in hyperinflationary economies". Moreover, financial statements of subsidiaries in hyperinflationary countries are translated at the closing rate of the period in accordance with IAS 21 "The effects of changes in foreign exchange rates". Since April 2022, Türkiye has been classified as a country with a hyperinflationary economy. However, the impacts of hyperinflation in that country are not material at Group level to date.

## Business combinations

In accordance with IFRS 3 "Business combinations", the purchase method is used to account for acquisitions of subsidiaries by the Group. At the acquisition date, the Group measures the consideration transferred, the identifiable assets acquired, and the liabilities assumed at fair value, as well as any non-controlling interest in the acquired company. The residual difference between the fair value of the consideration transferred, increased by the amount of the non-controlling interest in the acquired company, and the fair value as of the date of acquisition of the assets acquired and liabilities assumed, is recognized as goodwill in the statement of financial position.

Fair value of the consideration corresponds to the fair value of assets transferred, liabilities incurred, and equity interests issued by the Group measured as of the date of the acquisition. Costs directly related to the acquisition are expensed as incurred in the income statement.

The Group measures non-controlling interests on a case-by-case basis for each business combination either at fair value or based on their percentage interest in the fair value of identifiable net assets acquired. Commitments to purchase non-controlling interests given in connection with business combinations are recognized as described in section Accounting principles of the note 11 "Equity and earnings per share".

Changes to the measurement of identifiable assets and liabilities resulting from specialist valuations or additional analysis may be recognized as adjustments to goodwill if they are identified within one year of the date of acquisition and result from facts and circumstances existing at the acquisition date. Once this one-year period has elapsed, the effect of any adjustments is recognized directly in the income statement (unless it is the correction of an error), including recognition of deferred tax assets which are recognized in the income statement as a tax benefit if recognized more than one year after the acquisition date.

## PURCHASE PRICE ADJUSTMENTS AND/OR EARN-OUTS

Purchase price adjustments and/or earn-outs related to business combinations are recognized at their fair value as of the date of acquisition even if they are considered to be not probable. After the date of acquisition, changes in estimate of the fair value of price adjustments lead to an adjustment to goodwill only if they occur within the time allowed (a maximum of one year as of the date of acquisition) and if they result from facts and circumstances that existed at the acquisition date. In all other cases, the change is recognized in profit or loss except when the consideration transferred consists of an equity instrument.

## BARGAIN PURCHASES

When the fair value of the assets acquired and the liabilities assumed as of the acquisition date is greater than acquisition cost, increased by the amount of any non-controlling interest, the excess – representing negative goodwill – is immediately recognized in the income statement in the period of acquisition, after reviewing the procedures for the identification and measurement of the different components included in the calculation.

## STEP ACQUISITIONS

In a step acquisition, the fair value of the Group's previous interest in the acquired entity is measured at the date that control is obtained and is recognized in profit or loss (in the case of investments in companies accounted for using the equity method upon acquisition of control) or through other comprehensive income (in case of non-consolidated investments). In determining the amount of goodwill recognized, the fair value of the consideration transferred (for example the price paid) is increased by the fair value of the interest previously held by the Group.

### 3.1 Business combinations

A total goodwill amount of 76 million euros was recognized during Fiscal 2024, mainly due to the acquisitions of A.H. Management, K&R Vending Services and Legend Food Services in the United States and of Compass Management Services and Shanghai Eurest Food Technologies in China.

The table below shows the values of the assets acquired and liabilities assumed as of the acquisition date. The values are estimated provisionally as of August 31, 2024 for most of Fiscal 2024 acquisitions:

(in million euros)	AUGUST 31, 2024
Intangible assets	17
Property, plant and equipment	9
Current financial assets	7
Trade and other current operating assets	25
Cash and cash equivalents	8
Trade and other payables	(47)
<b>TOTAL IDENTIFIABLE NET ASSETS</b>	<b>19</b>
<b>CONSIDERATION TRANSFERRED</b>	<b>95</b>
<b>GOODWILL</b>	<b>76</b>

Business combinations impacts the cash flow statement as follows:

Price paid during the fiscal year*	100
Cash acquired	8
<b>Business combinations</b>	<b>92</b>

\* Including earn out paid related to prior acquisitions to Fiscal 2024.

Companies acquired during Fiscal 2024 were integrated from the date of acquisition, and contributed for 104 million euros to revenue and for 7 million euros to the underlying operating profit.

Goodwill changes during Fiscal 2024 and the comparative period are presented in note 6.1 "Goodwill".

### 3.2 Disposed and held for sale or distribution activities

#### ACCOUNTING PRINCIPLES

In accordance with IFRS 5 "Non-current assets held for sale and discontinued operations", when the Group expects to recover the value of an asset or a group of assets through its sale rather than by its use, or when the asset or group of assets is held for distribution to owners of the Group, this asset or group of assets is presented on a separate line "Assets held for sale or for distribution" of the consolidated statement of financial position. Non-current assets classified as such are measured at the lower of their carrying value and their fair value net of disposal costs and therefore are no longer subject to depreciation. The liabilities relating to the asset or group of assets are also presented on a separate line of the consolidated statement of financial position ("Liabilities directly associated with assets held for sale or for distribution").

In addition, when the group of assets held for sale or for distribution represents a separate major line of business or geographic area of operations, and thus meets the definition of a discontinued operation according to IFRS 5, its contribution to income and cash flows is presented on separate lines in the consolidated income statement (line "Net profit from discontinued operation") and the consolidated cash flow statement (separate lines within each cash flow category). The comparative consolidated income statement and consolidated cash flow statement are restated as if the activity had met the criteria for a discontinued operation as of the opening of the comparative period.

The Group continued its portfolio rationalization by disposing of a certain numbers of its activities, resulting in a net gain on disposal of 90 million euros recognized in other operating expenses and income during the First half Fiscal 2024 (cf. note 4.2.2 "Other operating expenses and income"), corresponding mainly to the net gain on disposal of 77 million euros for the disposal of its worldwide Homecare services including mainly subsidiaries in the United States, in the United Kingdom, and in Scandinavian countries at the end of October 2023, disposed for a net selling price of 146 million euros.

The completion of the spin-off of Pluxee (ex-Benefits & Rewards Services activity) has occurred on February 1, 2024, its contribution to the net result and to the cash flows over 5 months (from September 1, 2023 to January 31, 2024) as well as the negative impact of the recycling of the currency translation adjustment reserves mainly from the Brazilian Real and Venezuelan Bolivar for -540 million euros are presented on separate lines in the consolidated income statement (line "Net income from discontinued

operations") and in the consolidated cash flow statement (separate lines within each category cash flow). For reminder, this activity met the definition of a discontinued operation as of August 31, 2023 as set out by IFRS 5: separate major line of business, the net assets of which are available for immediate distribution in their present condition, and the distribution of which is highly probable (see note 3.2 in consolidated financial statements as of August 31, 2023 for further details).

#### Choice of the accounting method for the deconsolidation

Sodexo has elected to account for the demerger using Pluxee's net book value. Therefore, the deconsolidation does not generate any loss or gain in the consolidated income statement as of August 31, 2024, except for the negative impact of the recycling of the currency translation adjustment reserves related to Pluxee (ex-Benefits & Rewards Services activity). This loss will not have any impact on cashflow or dividend distribution capacity.

### Impact of the spin-off on free shares grants

On January 30, 2024, the resolution proposed by the Board of Directors to approve the exceptional distribution in kind of one Pluxee share for every Sodexo share held was adopted by a very large majority.

As a result of the spin-off, it was proposed to Sodexo shareholders, to acknowledge that the rights of beneficiaries of free share plans whose Sodexo shares have not been delivered on the completion date of the spin-off in accordance with the relevant plan rules (the "Performance Shares") will be preserved. For free share plans under which Sodexo shares are to be delivered after the completion date of the spin-off in accordance with the relevant plan rules, the Sodexo Board of Directors made adjustments to the rights of beneficiaries of

Performance Shares referring to the principles stipulated in Article R. 228-91 of the Commercial Code, to be delivered after the completion date of the spin-off by multiplying the number of each Performance Shares by the following ratio:

Value of the Sodexo share before the In-Kind Distribution / (Value of the Sodexo share before the In-Kind Distribution - Amount of the In-Kind Distribution per share), giving an adjustment ratio of 138,14%,

The 1,308,936 Sodexo shares initially granted and to be acquired were adjusted and amount to 1,806,562 Sodexo Shares following the spin-off. This adjustment did not result in granting an additional benefit to employees and therefore had no impact on the Group's IFRS 2 expense.

## 3.2.1 Financial statements of discontinued operations

### Net profit from discontinued operations

The key consolidated income statement items of Pluxee (ex-Benefits & Rewards Services activity) classified as discontinued operations are the following:

(in million euros)	5 FIRST MONTH FISCAL 2024	FISCAL 2023
<b>Revenue</b>	<b>508</b>	<b>1,099</b>
<b>Cost of sales</b>	<b>(149)</b>	<b>(334)</b>
<b>Gross profit</b>	<b>359</b>	<b>765</b>
<b>Underlying operating profit</b>	<b>190</b>	<b>364</b>
Net other operating income/(expenses)	(158)	(30)
<b>Recycling of currency translation adjustment reserves</b>	<b>(540)</b>	<b>—</b>
<b>Operating profit</b>	<b>(508)</b>	<b>334</b>
Financial income (expense)	(8)	(18)
<b>Net profit before tax</b>	<b>(516)</b>	<b>316</b>
Income tax expense	(52)	(80)
<b>Net profit</b>	<b>(568)</b>	<b>236</b>

### Cash flow statement of discontinued operations

The key consolidated cash flow statement items of Pluxee (ex-Benefits & Rewards Services activity) classified as discontinued operations are the following:

(in million euros)	5 FIRST MONTH FISCAL 2024	FISCAL 2023
<b>Operating profit</b>	<b>(508)</b>	<b>334</b>
Adjustments	78	(33)
<b>Recycling of currency translation adjustment reserves</b>	<b>540</b>	<b>—</b>
<b>Operating cashflow</b>	<b>110</b>	<b>301</b>
Change in vouchers payables	409	114
Change in financial assets related to the Benefits & Rewards Services activity	(111)	(100)
Other components of net change in working capital from operating activities	(236)	153
<b>Net cash provided by operating activities</b>	<b>172</b>	<b>468</b>
Net capital expenditure	(57)	(115)
Other investing activities	64	(6)
<b>Net cash outflow of the Benefits &amp; Rewards Services activity at date of distribution</b>	<b>(1,747)</b>	<b>—</b>
<b>Net cash used in investing activities</b>	<b>(1,740)</b>	<b>(121)</b>
Dividends paid	—	(140)
Net proceed of borrowings <sup>(1)</sup>	1,071	(14)
Other financial activities	(6)	120
<b>Net cash provided by (used in) financing activities</b>	<b>1,065</b>	<b>(34)</b>
Net effect of exchange rates and other effects on cash	(26)	(34)
Net effect on cash from internal transactions <sup>(2)</sup>	(676)	(17)
<b>Change in cash and cash equivalents</b>	<b>(1,205)</b>	<b>262</b>
<b>Net cash and cash equivalents, beginning of the period</b>	<b>1,205</b>	<b>943</b>
<b>Net cash and cash equivalents, end of the period</b>	<b>—</b>	<b>1,205</b>

(1) Of which a bridge loan of 1.1 billion euros used to refinance the debt to the Group before the spin-off, existing as of August 31, 2023.

(2) Corresponds mainly to the repayment of the loans and borrowings to Sodexo.

## Statement of financial position of discontinued operations

The major classes of assets and liabilities of Pluxee (ex-Benefits & Rewards Services activity) classified in Assets held for sale or for distribution and in Liabilities directly associated in the consolidated statement of financial position as of August 31, 2023, were:

(in million euros)	AUGUST 31, 2023
Goodwill	635
Other intangible assets, property, plant and equipment, and right-of-use assets relating to leases	284
Other non-current assets	64
<b>NON-CURRENT ASSETS</b>	<b>983</b>
Trade and other current operating assets (including inventories)	1,386
Restricted cash and current financial assets	1,320
Cash and cash equivalents*	1,210
Other current assets	209
<b>CURRENT ASSETS</b>	<b>4,125</b>
<b>TOTAL ASSETS</b>	<b>5,108</b>

(in million euros)	AUGUST 31, 2023
Long-term borrowings	15
Other non-current liabilities	99
<b>NON-CURRENT LIABILITIES</b>	<b>114</b>
Short-term borrowings *	26
Trade and other payables	523
Voucher liabilities	3,543
Other current liabilities	41
<b>CURRENT LIABILITIES</b>	<b>4,133</b>
<b>TOTAL LIABILITIES</b>	<b>4,247</b>

\* Short-term borrowings are shown after elimination of internal borrowings/deposits with Sodexo S.A. and its non Pluxee subsidiaries for 645 million euros (of which 1,215 million euros of borrowings and 570 million euros of deposits).



## NOTE 4. SEGMENT INFORMATION AND OTHER OPERATING ITEMS

### ACCOUNTING PRINCIPLES

#### Income statement

The Group presents its income statement by function.

Operating profit comprises the following components:

- gross profit;
- Selling, General and Administrative costs (SG&A); and
- other operating income and expenses.

In order to better focus the Group's financial communication on recurring operating profit and to simplify benchmarking with competitors, the consolidated income statement includes the indicator "Underlying operating profit", which corresponds to operating profit before "Other operating income" and "Other operating expenses".

Other operating income and expenses include the following:

- gains and losses arising from changes in the scope of consolidation;
- gains and losses arising from changes in post-employment benefit obligations;
- restructuring and rationalization costs;
- acquisition-related costs;
- amortization and impairment of purchased intangible assets (primarily client relationships and trademarks);
- goodwill impairment;
- impairment of non-current assets and other unusual and non-recurring items representing material amounts.

Underlying operating profit also comprises the Group's share of profit of companies accounted for using the equity method that directly contribute to the Group's business.

Underlying operating profit is disclosed in the segment information, as it is the main indicator reviewed regularly by the Sodexo Leadership Team, which is the Group's main operating decision-maker.

#### REVENUES

Revenues reported by Sodexo relate to the sale of services in connection with the ordinary activities of fully consolidated companies as follows (On Site Services):

Revenues include all revenues stipulated in contracts with clients, whether Sodexo acts as principal (the vast majority of cases) or agent.

Foodservices revenues are recognized when the consumer pays at the check-out (the date on which control of the goods is transferred to the consumer, since the sales do not represent any other unsatisfied performance obligation at that date). Facilities Management services mainly represent routine or recurring services, whose benefits are simultaneously received and consumed by clients as they are performed by the Group, and therefore correspond to performance obligations satisfied over time. Consequently, the Group applies the practical expedient provided for in IFRS 15 "Revenue from contracts with customers" and recognizes the revenue for its right to bill (invoicing based on contractual prices, which represent the transaction prices of the different promised services).

As a result, revenue recognition matches with billing for most of the services provided.

#### *Principal versus Agent considerations*

When a third party is involved in providing goods or services to a client (for example, a subcontractor), the Group evaluates whether or not it obtains control of goods or services before transferring control to the client. When the Group controls the good or service before it is transferred to the client, the revenue is recognized on a gross basis. Otherwise, when the control is not obtained, the Group is not considered to be acting as principal in the transaction and the revenue is recognized on a net basis.

Revenues are measured at the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to the clients, net of discounts and rebates as well as Value Added Tax (VAT) and other taxes. The financial component of each commercial transaction is considered as negligible and therefore is not recognized separately in accordance with IFRS 15 provisions.

## VENDOR DISCOUNTS AND DISCOUNT ALLOWANCES

As part of its food or other material supply contracts with manufacturers and distributors, the Group can earn discounts, rebates, or credits related to purchases made under those contracts. Vendor Discounts and Allowances (VDA) are earned on the volume of materials purchased under the contract, on the periodic purchase volumes exceeding certain contractually-defined thresholds, or as fixed amounts in exchange for certain commitments such as vendor exclusivity arrangements. The Group retains VDAs to the extent consistent with the Food or Facilities Management services contract signed with the client and applicable law.

VDAs are typically recognized as a reduction to the cost of sales in the period the purchases are made based on the volume of materials purchased in the period and the contractual VDA rate. VDAs earned based on purchase volumes reaching contractually-defined thresholds are recognized in proportion to the purchases made as soon as the Group considers it probable that the thresholds will be reached. If the Group does not consider it probable that its purchase volumes will reach the contractually-defined thresholds, any VDAs earned are recognized if and when the thresholds are reached. Fixed-amount VDAs are recognized immediately unless certain conditions need to be met in order for them to be earned or if there is a clear link between the amount promised and the future purchase volumes. In such cases, fixed-amount VDAs are recognized over the period of the related commitment.

## Cash flow statement

The cash flow statement analyzes changes in net cash and cash equivalents, defined as cash and cash equivalents less current bank overdrafts and credit bank balances payable on demand that form an integral component of treasury management.

## 4.1 Segment information and revenue information

### ACCOUNTING PRINCIPLES

In accordance with IFRS 8 "Operating segments", the segment information presented below has been prepared based on internal management data as monitored since the first quarter of Fiscal 2023 by the Sodexo Leadership Team, which is Sodexo's chief operating decision-maker.

The Group Revenue and Underlying operating profit are followed by region. These regions meet the definition of operating segments under IFRS 8.

Sodexo's operating segments and groups of operating segments are as follows:

- North America;
- Europe, which includes the Continental Europe, France and United Kingdom & Ireland regions;
- Rest of the World, including Asia-Pacific/Middle East/Africa, Latin America (without Brazil) and Brazil.

The operating segments that have been aggregated carry out similar operations – both in terms of type of services rendered and processes and methods used to deliver the services – and have similar economic characteristics (notably in terms of margins they generate).

Segment assets and liabilities are not presented as they are not included in the chief operating decision-maker's measurement of segment performance.

No single Group client or contract accounts contribute for more than 2% of the consolidated revenues.

### 4.1.1 Segment information

FISCAL 2024 (in million euros)	NORTH AMERICA	EUROPE	REST OF THE WORLD	CORPORATE EXPENSES	GROUP TOTAL
<b>Revenues</b>	<b>11,111</b>	<b>8,448</b>	<b>4,239</b>		<b>23,798</b>
<b>Underlying operating profit*</b>	<b>650</b>	<b>339</b>	<b>206</b>	<b>(86)</b>	<b>1,109</b>

\* Including Group's share of profit of companies accounted for using the equity method that directly contribute to the Group's business and excluding other operating income and expenses.

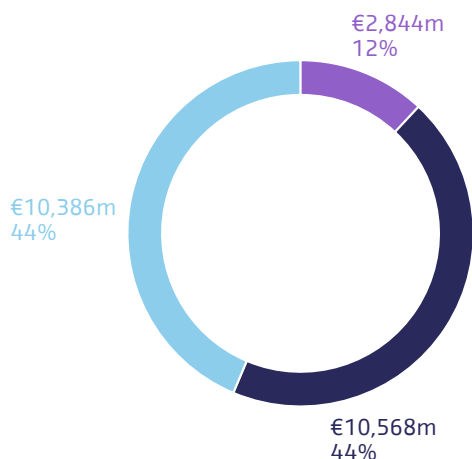
FISCAL 2023 (in million euros)	NORTH AMERICA	EUROPE	REST OF THE WORLD	CORPORATE EXPENSES	GROUP TOTAL
<b>Revenues</b>	<b>10,479</b>	<b>8,071</b>	<b>4,087</b>		<b>22,637</b>
<b>Underlying operating profit*</b>	<b>582</b>	<b>299</b>	<b>192</b>	<b>(97)</b>	<b>976</b>

\* Including Group's share of profit of companies accounted for using the equity method that directly contribute to the Group's business and excluding other operating income and expenses.

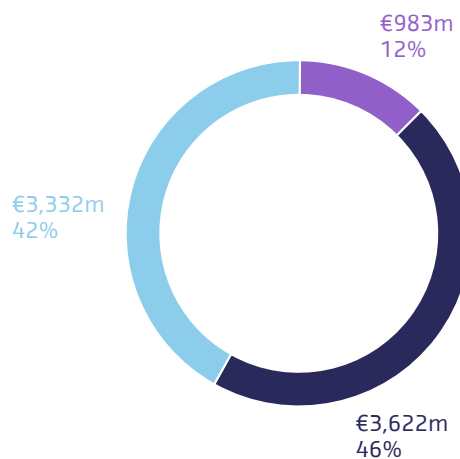
#### 4.1.2 Revenue and non-current assets by significant country

The Group's operations are spread across 45 countries, including two that each represent over 10% of consolidated revenues in Fiscal 2024: France (the Group's registration country) and the United States. Revenues and non-current assets in these countries are as follows:

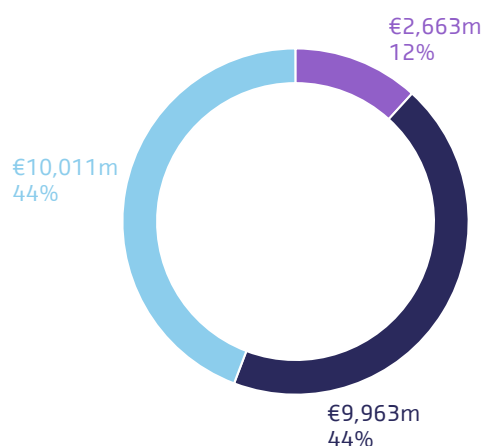
Revenue Fiscal 2024



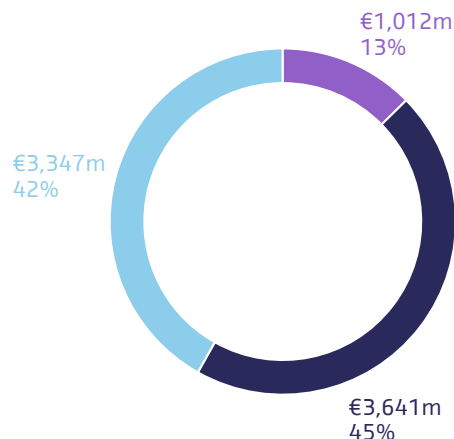
Non-current assets as of August 31, 2024



Revenue Fiscal 2023



Non-current assets as of August 31, 2023



Non-current assets are composed of goodwill, other intangible assets, property, plant and equipment, client investments and right-of-use assets relating to leases.

#### 4.1.3 Revenue by line of services

Revenues by line of services are as follows:

(in million euros)	FISCAL 2024	FISCAL 2023
Food services	15,654	14,495
Facilities Management services	8,144	8,142
<b>TOTAL ON-SITE SERVICES REVENUES</b>	<b>23,798</b>	<b>22,637</b>

## 4.2 Operating expenses

### 4.2.1 Operating expenses by nature

(in million euros)	FISCAL 2024	FISCAL 2023
Employee costs	(11,432)	(10,924)
• Wages and salaries	(9,006)	(8,613)
• Other employee costs <sup>(1)</sup>	(2,426)	(2,311)
Purchases of consumables and change in inventory	(6,569)	(6,276)
Depreciation, amortization, and impairment losses <sup>(2)</sup>	(467)	(458)
• Amortization of intangible assets and depreciation of property, plant and equipment and right-of-use assets relating to leases	(467)	(460)
• Impairment of intangible assets and property, plant and equipment and right-of-use assets relating to leases	—	2
Rent and attached charges <sup>(3)</sup>	(563)	(510)
Other expenses <sup>(4)</sup>	(3,721)	(3,631)
<b>TOTAL NET OPERATING EXPENSES</b>	<b>(22,752)</b>	<b>(21,799)</b>
of which Other Income and Expenses	(58)	(129)
<b>TOTAL NET OPERATING EXPENSES excluding other income and expenses<sup>(5)</sup></b>	<b>(22,694)</b>	<b>(21,670)</b>

(1) Primarily include payroll taxes, costs related to defined benefit plans and defined contribution plans (see note 5.1) and restricted share plans (see note 5.2.2).

(2) Including the depreciation of right-of-use assets relating to lease contracts of -179 million euros recognized in Fiscal 2024 in accordance with IFRS 16 (-188 million euros in Fiscal 2023).

(3) Corresponds to rent not included in the measurement of the lease liabilities, primarily variable lease payments (commissions based on performance indicators of locations operated under concession arrangements), as well as lease expenses relating to short-term lease contracts and lease contracts of low value assets. The increase observed over the year relates mainly to the variable part of commissions due under concession arrangements, explained by the increase in revenues of the sites concerned.

(4) Other expenses mainly include professional fees, other purchases used for operations, sub-contracting costs and travel expenses.

(5) Corresponds to the sum of the following consolidated income statement lines : "Costs of sales" and "Selling, General and Administrative costs".

### 4.2.2 Other operating income and expenses

(in million euros)	FISCAL 2024	FISCAL 2023
Gains related to consolidation scope changes <sup>(1)</sup>	90	2
Gain on disposals of non-current assets	—	—
Gains on changes of post-employment benefits	—	—
Other	1	2
<b>OTHER OPERATING INCOME</b>	<b>91</b>	<b>4</b>
Restructuring and rationalization costs <sup>(2)</sup>	(65)	(45)
Losses related to consolidation scope changes	—	(9)
Amortization of purchased intangible assets	(35)	(36)
Impairment of goodwill and non-current assets	—	—
Acquisition-related costs	(3)	—
Losses on changes of post-employment benefits	(4)	(2)
Losses on disposals of non-current assets	(1)	—
Other <sup>(3)</sup>	(41)	(41)
<b>OTHER OPERATING EXPENSES</b>	<b>(149)</b>	<b>(133)</b>
<b>TOTAL OTHER OPERATING INCOME AND EXPENSES</b>	<b>(58)</b>	<b>(129)</b>

(1) During Fiscal 2024, net gain is mainly related to the disposal of Homecare Services (see note 3.2).

(2) The costs recognized in Fiscal 2024 and in Fiscal 2023 mainly correspond to rationalization costs following the reorganization of the Group.

(3) The costs recognized in Fiscal 2024 and in Fiscal 2023 notably correspond to the costs related to the spin-off project of the Pluxee (ex Benefits & Rewards Services activity) and the costs related to the disposal of the Homecare services (see note 3.2).

## 4.3 Working capital

### 4.3.1 Trade and other current operating assets

#### ACCOUNTING PRINCIPLES

Trade are initially recognized at the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services and are subsequently measured at amortized cost less impairment charges recognized in the income statement.

Trade and other receivables are impaired to reflect the expected credit losses, assessed using an impairment matrix (application of the simplified impairment model as provided for in IFRS 9 "Financial instruments"). This method consists of applying for each aging balance category a separate impairment rate based on historical credit losses adjusted, when necessary, to take into account prospective factors.

(in million euros)	AUGUST 31, 2024			AUGUST 31, 2023		
	GROSS AMOUNT	IMPAIRMENT	CARRYING AMOUNT	GROSS AMOUNT	IMPAIRMENT	CARRYING AMOUNT
Advances to suppliers	15	—	15	12	—	12
Trade receivables	3,260	(115)	3,145	3,108	(107)	3,001
Other operating receivables	366	(3)	363	349	(9)	340
Prepaid expenses	178	—	178	211	—	211
Other receivables	1	—	1	2	(4)	(2)
<b>TOTAL TRADE AND OTHER CURRENT OPERATING ASSETS</b>	<b>3,820</b>	<b>(118)</b>	<b>3,702</b>	<b>3,682</b>	<b>(120)</b>	<b>3,562</b>

The maturities of trade receivables as of August 31, 2024 and August 31, 2023 were as follows:

(in million euros)	AUGUST 31, 2024			AUGUST 31, 2023		
	GROSS AMOUNT	IMPAIRMENT	CARRYING AMOUNT	GROSS AMOUNT	IMPAIRMENT	CARRYING AMOUNT
Less than 3 months past due	441	(10)	431	362	(5)	357
More than 3 months and less than 6 months past due	59	(11)	48	62	(11)	51
More than 6 months and less than 12 months past due	49	(16)	33	45	(23)	22
More than 12 months past due	79	(58)	21	56	(50)	6
<b>TOTAL TRADE RECEIVABLES DUE</b>	<b>628</b>	<b>(95)</b>	<b>533</b>	<b>525</b>	<b>(89)</b>	<b>436</b>
Total trade receivables not yet due	2,632	(20)	2,612	2,583	(18)	2,565
<b>TOTAL TRADE RECEIVABLES</b>	<b>3,260</b>	<b>(115)</b>	<b>3,145</b>	<b>3,108</b>	<b>(107)</b>	<b>3,001</b>

During the fiscal years presented, the Group was not affected by any significant change resulting from proven client failures. In addition, given the geographic dispersion of the Group's activities and the wide range of client industries, there is no material concentration of risk in individual receivables due but not written down.

### 4.3.2 Trade and other payables

#### ACCOUNTING PRINCIPLES

Trade payables are classified as financial liabilities measured at amortized cost, as defined in IFRS 9 "Financial instruments". Financial liabilities are recognized at their nominal amount, which represents a reasonable estimate of fair value in light of their short maturities.

Sodexo's group has set up several reverse factoring programs in its main operating countries, which give its suppliers the opportunity of being paid in advance. In practice, these programs involve sales of trade receivables to a factor, organized by Sodexo. Relations between the parties concerned are governed by two totally separate contracts:

- the Group signs a master agreement with the factor, pursuant to which it undertakes to pay on the scheduled due dates the invoices sold by its suppliers to the factor (which have been approved in advance). Each supplier is free to choose whether or not to sell each of its invoices;
- the Group's suppliers can, if they wish, sign a master agreement with the factor enabling them to sell their invoices before their scheduled due date, on terms that benefit from the Group's credit rating.

Employee-related liabilities mainly include short-term employee benefits (see note 5.1).



(in million euros)	AUGUST 31, 2024	AUGUST 31, 2023
Operating payables	124	123
Non-operating payables	57	51
<b>OTHER NON-CURRENT LIABILITIES</b>	<b>181</b>	<b>174</b>
Trade payables	2,612	2,502
Employee-related liabilities	1,189	1,200
Advances from clients	358	379
Tax liabilities	212	223
Other operating payables	89	95
Deferred revenues	131	105
Non-operating payables	57	36
<b>TRADE AND OTHER CURRENT PAYABLES</b>	<b>4,648</b>	<b>4,540</b>
<b>TOTAL TRADE AND OTHER PAYABLES</b>	<b>4,829</b>	<b>4,714</b>

As of August 31, 2024, the total amount of receivables transferred by Sodexo's suppliers through the reverse factoring programs is 168 million euros (253 million euros as of August 31, 2023). Trade payables that have been financed through a reverse factoring program as of the fiscal year-end are still classified as trade payables and included in the total of trade payables.

MATURITIES OF TRADE AND OTHER PAYABLES AS OF AUGUST 31, 2024 (in million euros)	CARRYING AMOUNT	UNDISCOUNTED CONTRACTUAL VALUE
Less than 3 months	3,712	3,712
More than 3 months and less than 6 months	293	293
More than 6 months and less than 12 months	588	588
More than 1 year and less than 5 years	178	178
More than 5 years	58	58
<b>TOTAL TRADE AND OTHER PAYABLES</b>	<b>4,829</b>	<b>4,829</b>

MATURITIES OF TRADE AND OTHER PAYABLES AS OF AUGUST 31, 2023 (in million euros)	CARRYING AMOUNT	UNDISCOUNTED CONTRACTUAL VALUE
Less than 3 months	3,524	3,524
More than 3 months and less than 6 months	202	202
More than 6 months and less than 12 months	832	832
More than 1 year and less than 5 years	97	109
More than 5 years	59	77
<b>TOTAL TRADE AND OTHER PAYABLES</b>	<b>4,714</b>	<b>4,744</b>

## 4.4 Client investments

### ACCOUNTING PRINCIPLES

Some client contracts provide for a financial contribution by Sodexo. For example, the Group may participate in financing the purchase of equipment or fixtures on the client site that are necessary to fulfill service obligations, or it may make a financial contribution that will be recovered over the life of the contract. They are recognized in accordance with the application of IFRS 15 "Revenue from contracts with customers" for consideration payable to the customer, as a reduction in the transaction price in the absence of a separate good or service provided by the customer. These contributions are recognized as an asset in "Client investments" and spread as a revenue deduction over the service duration. The amortization is recognized as a reduction to revenues over the life of the contract. The amortization period is in general less than 10 years, in line with the contract duration, but may be amortized over a longer period if the contract duration permits.

Client investments are subject to an impairment test in the same way as other non-current assets directly linked to contracts concluded with clients showing an indication of loss in value (onerous or low profit contracts). The methodology applied for this impairment test is detailed in note 6.4.

(in million euros)	FISCAL 2024	FISCAL 2023
<b>Client investments as of September 1</b>	<b>687</b>	<b>667</b>
Increases during the fiscal year	173	205
Decreases during the fiscal year	(135)	(140)
Impairment	—	—
Change in scope of consolidation	—	—
Currency translation adjustment and other movements	(13)	(45)
<b>CLIENT INVESTMENTS AS OF AUGUST 31</b>	<b>712</b>	<b>687</b>

## **NOTE 5. GROUP HEADCOUNT, EMPLOYEE BENEFITS AND SHARE-BASED PAYMENT**

### **5.1 Employee benefits**

#### **ACCOUNTING PRINCIPLES**

##### **Short-term benefits**

Group employees receive short-term benefits such as vacation pay, sick pay, bonuses and other benefits (other than termination benefits), the payment of which is expected within 12 months of the related service period.

These benefits are reported as current liabilities.

##### **Post-employment benefits**

In accordance with IAS 19 "Employee Benefits", Sodexo measures and recognizes post-employment benefits as follows:

- contributions to defined-contribution plans are recognized as an expense; and
- defined benefit plans are measured using actuarial valuations.

##### **(i) Defined contribution plans**

Under a defined contribution plan, periodic contributions are made to an external entity that is responsible for the administrative and financial management of the plan. Under such a plan, the employer is relieved of any future obligation (the external entity is responsible for paying benefits to employees as they become due and the employer is not required to make additional payments related to prior or current years if the entity does not have sufficient funds).

Contributions made by the Group are expensed in the period to which they relate.

##### **(ii) Defined benefit plans**

Sodexo uses the projected unit credit method as the actuarial method for measuring its post-employment benefit obligations, on the basis of the national or Companywide collective agreements effective within each entity. Factors used in calculating the obligation include length of service, life expectancy, salary inflation, staff turnover, and macro-economic assumptions specific to countries in which Sodexo operates (such as inflation rate and discount rate).

Remeasurements of the net obligation under defined benefit plans – including actuarial gains and losses, differences between the return on plan assets and the corresponding interest income recognized in the income statement, as well as any changes in the effect of the asset ceiling – are recognized in other comprehensive income and have no impact on profit for the period.

Plan amendments or the establishment of new defined benefit plans result in past service costs that are recognized immediately in the income statement.

The accounting treatment applied to defined benefit plans is as follows:

- the obligation, net of plan assets, is recognized as a non-current liability in the consolidated statement of financial position if the obligation exceeds the plan assets;
- if the value of plan assets exceeds the obligation under the plan, the net amount is recognized as a non-current asset. Plan surpluses are recognized as assets only if they represent future economic benefits that will be available to Sodexo. Where the calculation of the net obligation results in an asset for Sodexo, the amount recognized for this asset may not exceed the present value of all future refunds and reductions in future contributions under the plan;
- the expense recognized in the income statement comprises:
  - current service cost, past service cost, if any, and the effect of plan settlements, all of which are recorded in operating income,
  - the interest expense (income) on the net defined benefit obligation (asset), calculated by multiplying the obligation (asset) by the discount rate used to measure the defined benefit obligation at the beginning of the period.

These post-employment benefits are reported as non-current liabilities.

The Group contributes to multi-employer plans, primarily in the United States. These plans are accounted for as defined contribution plans, as the information provided by the plan administrators is insufficient for them to be accounted for as defined benefit plans.

##### **Other long-term employee benefits**

Other long-term employee benefits are measured in accordance with IAS 19. The expected cost of such benefits is recognized as a non-current liability over the employee's period of service. Actuarial gains and losses and past service costs arising from plan amendments and the establishment of new plans are recognized immediately in the income statement. Other long-term employee benefits are reported as non-current liabilities.

## 5.1.1 Long-term employee benefits

(in million euros)	AUGUST 31, 2024	AUGUST 31 2023
Post-employment benefits – Net defined benefit plan obligation	136	129
Other long-term employee benefits	138	136
Post-employment benefits – Net defined benefit plan assets*	(36)	(58)
<b>Employee benefits</b>	<b>238</b>	<b>207</b>

\* Included in "Other non-current assets" in the consolidated statement of financial position.

### 5.1.1.1 POST-EMPLOYMENT BENEFITS

#### Defined contribution plans

Under a defined contribution plan, periodic contributions are made to an external entity that is responsible for the administrative and financial management of the plan. Under such a plan, the employer is relieved of any future obligation (the external entity is responsible for paying benefits to employees as they become due and the employer is not required to make additional payments related to prior or current years if the entity does not have sufficient funds).

Contributions to defined contribution plans – which were recognized in operating expenses – amount to 483 million euros for Fiscal 2024, compared to 409 million euros for Fiscal 2023.

Contributions made by the Group are expensed in the period to which they relate.

#### Defined benefit plans

The characteristics of Sodexo's principal defined benefit plans are described below:

- in France, the obligation primarily represents lump-sum benefits payable on retirement if the employee is still with Sodexo at retirement age. These obligations are covered by specific provisions in the consolidated statement of financial position;
- in the United Kingdom, Sodexo's obligation relates to a complementary retirement plan funded by externally held assets, and calculated on the basis of:
  - for managers working in the private sector, a percentage of final base salary,
  - for managers working on public sector contracts, benefits comparable to those offered in the public sector,
  - this plan was closed to new employees effective July 1, 2003 and the level of contributions was increased in order to cover the shortfall in the fund.

The United Kingdom plan is regularly evaluated by the plan's actuary in compliance with UK law. A formal actuarial valuation by the plan's actuary is required to be conducted every three years, and any shortfall identified at that time must be addressed through mutual

agreement between the plan's Trustee and Sodexo UK. Following a consultation process with the members of the pension plan carried out with a view to freezing benefit accruals for certain members, an agreement was signed in October 2012 between the plan's Trustee and Sodexo UK whereby from November 1, 2012 the plan would remain open only to employees who transferred to Sodexo UK from the public sector, as Sodexo UK has a legal obligation to pay them certain benefits. As part of the 12-year plan to address the funding shortfall, Sodexo UK also agreed to pay annual contributions of (i) 10 million pounds Sterling per year over the five years from January 1, 2013 and (ii) 7.5 million pounds Sterling per year over the following seven years. Lastly, in October 2012, Sodexo S.A. issued a Parent company guarantee to the Trustee in order to cover Sodexo UK's obligations in connection with the plan. This guarantee initially fixed for an amount up to 100 million pounds Sterling for a duration of 12 years, has been changed to 40 million pounds Sterling after an employer contribution of 60 million pounds Sterling during Fiscal 2022. On completion of the most recent valuation of the fund in July 2016, Sodexo UK and the Trustee agreed to keep unchanged the amount of contributions and the terms and conditions of the Parent company guarantee as set in October 2012.

In Continental Europe other than France, the main defined benefit plans are as follows:

- in the Netherlands, certain employees are entitled to complementary retirement or early retirement benefits.  
In Fiscal 2017, Sodexo negotiated an agreement to convert its pension plans in the Netherlands from defined benefit to defined contribution plans as from January 1, 2016. The entitlements accumulated up until that date under the plans in their previous defined benefit form have been frozen and the plans are still accounted for as defined benefit plans in view of the related indexation commitments given by Sodexo. These plans are fully funded;
- in Italy, there is a legal obligation to pay a lump-sum retirement benefit ("TFR").

Changes in the present value of the defined benefit plan obligation and the fair value of plan assets are shown below:

(in million euros)	FISCAL 2024			FISCAL 2023		
	BENEFIT OBLIGATION	PLAN ASSETS	NET BENEFIT OBLIGATION	BENEFIT OBLIGATION	PLAN ASSETS	NET BENEFIT OBLIGATION
<b>As of September 1</b>	<b>902</b>	<b>(831)</b>	<b>71</b>	<b>1,057</b>	<b>(1,076)</b>	<b>(19)</b>
Expense/(income) recognized in the income statement	59	(42)	17	53	(40)	13
<i>Current service cost</i>	15	—	15	14	—	14
<i>Past service cost</i>	—	—	—	1	—	1
<i>Effect of settlements</i>	—	—	—	—	—	—
<i>Interest cost/(income)</i>	44	(42)	2	38	(40)	(2)
Remeasurement losses/(gains)	71	(37)	34	(115)	219	104
<i>Actuarial losses/(gains) arising from changes in demographic assumptions</i>	(7)	—	(7)	(8)	—	(8)
<i>Actuarial losses/(gains) arising from changes in financial assumptions</i>	77	(37)	40	(137)	219	82
<i>Actuarial losses/(gains) arising from experience adjustments</i>	1	—	1	30	—	30
Currency translation adjustment	11	(12)	(1)	(5)	2	(3)
Contributions made by plan members	2	(2)	—	2	(2)	—
Employer contributions*	—	(12)	(12)	—	(9)	(9)
Benefits paid from plan assets	(40)	41	1	(40)	42	2
Benefits paid other than from plan assets	(10)	—	(10)	(13)	—	(13)
Changes in scope of consolidation and other	—	—	—	(37)	33	(4)
<b>AS OF AUGUST 31</b>	<b>995</b>	<b>(895)</b>	<b>100</b>	<b>902</b>	<b>(831)</b>	<b>71</b>
Of which:						
Partially funded plans	886	(895)	(9)	792	(831)	(39)
Unfunded plans	109	—	109	110	—	110

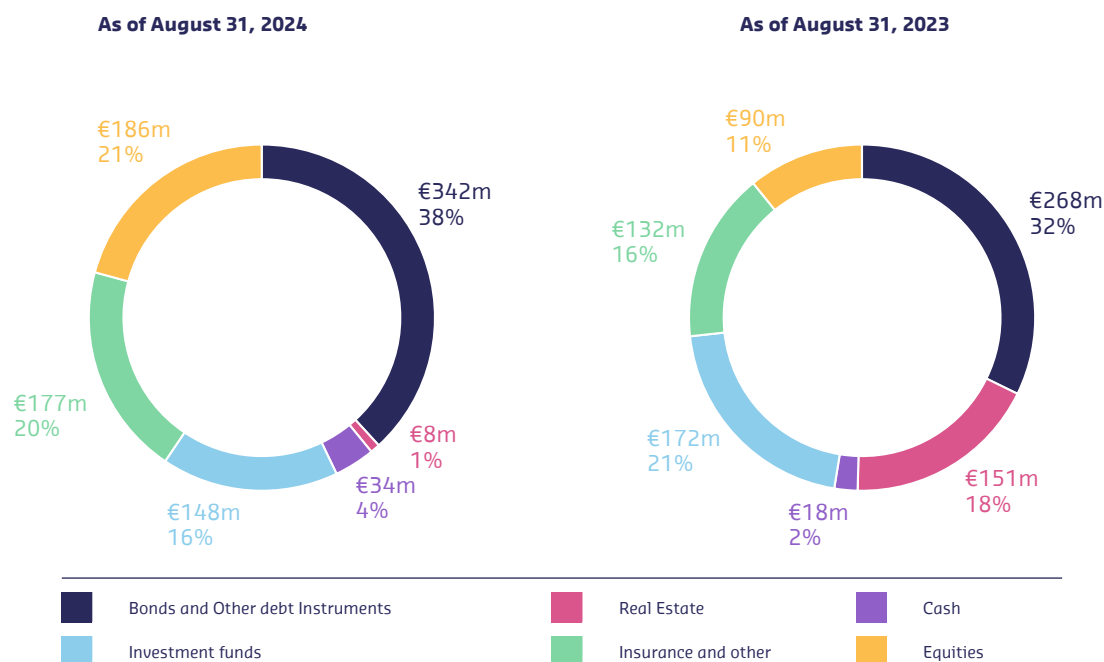
\* Contributions made by the employer to different plan assets of which 3 million euros of contributions to the United Kingdom pension plan assets for the Fiscal 2024.

The amounts recorded in the income statement for defined benefit plans totaled 17 million euros in Fiscal 2024 (13 million euros in Fiscal 2023) and consist of:

- net expense of 10 million euros (net expense of 11 million euros in Fiscal 2023) in Cost of sales;

- net expense of 5 million euros (net expense of 4 million euros in Fiscal 2023) in Selling, General and Administrative costs;
- net expense of 2 million euros in financial income (see note 12.1).

Defined benefit plan assets, which mainly relate to UK defined benefits plans, comprise:



Recognized net actuarial losses arising from changes in financial assumptions amounted to 40 million euros, of which 31 million euros in the United Kingdom. In the United Kingdom, these losses were mainly due to the updated discount rate.

The following assumptions were used for actuarial valuations for the principal countries as of August 31, 2024 and August 31, 2023:

AUGUST 31, 2024	FRANCE	NETHERLANDS	UNITED KINGDOM	ITALY
Discount rate <sup>(1)</sup>	3.55%	3.35%	4.95%	3.55%
Salary long-term inflation rate <sup>(2)</sup>	2.50%	N/A	3.50%	N/A
General long-term inflation rate <sup>(3)</sup>	2.00%	N/A	3.00%	2.00%
Net liability (in million euros)	77	1	(32)	10
Average term of the plans (in years)	10	13	14	6

(1) Discount rates in each country have been adjusted to reflect the term of the plans. For the Eurozone and the United Kingdom, the Group uses discount rates based on yield curves for high quality corporate bonds drawn up by an external actuary.

(2) The salary inflation rate disclosed includes general inflation.

(3) United Kingdom: Retail Price Index (RPI): 3.00%; Consumer Price Index (CPI): 2.50% for Fiscal 2024.

AUGUST 31, 2023	FRANCE	NETHERLANDS	UNITED KINGDOM	ITALY
Discount rate <sup>(1)</sup>	3.95%	3.95%	5.40%	3.75%
Salary long-term inflation rate <sup>(2)</sup>	2.50%	N/A	3.70%	N/A
General long-term inflation rate <sup>(3)</sup>	2.00%	N/A	3.20%	2.00%
Net liability (in million euros)	70	—	(57)	11
Average term of the plans (in years)	9	13	15	7

(1) Discount rates in each country have been adjusted to reflect the term of the plans. For the Eurozone and the United Kingdom, the Group uses discount rates based on yield curves for high quality corporate bonds drawn up by an external actuary.

(2) The salary inflation rate disclosed includes general inflation.

(3) United Kingdom: Retail Price Index (RPI): 3.20%; Consumer Price Index (CPI): 2.65% for Fiscal 2023.

With respect to the assumptions provided in the above table, for Fiscal 2024, a reduction of 1% in the discount rate would increase the gross obligation to 1,125 million euros (compared with 995 million euros based on the assumptions used as of August 31, 2024), while a rise of 0.5% in the general long-term inflation rate would increase the gross obligation to 1,032 million euros.

Based on estimates derived from reasonable assumptions, the amount to be recorded in the income statement for defined benefit plans in Fiscal 2025 is 23 million euros.

### Multi-employer plans

In the United States, as of August 31, 2024, Sodexo contributed to 44 multi-employer defined benefit pension plans under the terms of collective-bargaining agreements ("CBA") that cover its union-represented employees. The risks of participating in these multi-employer plans are different to those of single-employer plans in the following respects:

- assets contributed to the multi-employer plan are used to provide benefits to all beneficiaries of the plan, including beneficiaries of other participating employers;
- if a multi-employer plan is considered to be in "critical" status as defined by the U.S. Pension Protection Act of 2006, the plan will be required to adopt a rehabilitation plan which may require Sodexo to increase its required contributions to the plan;
- if a participating employer ceases to contribute to the plan, the unfunded obligations of the plan may have to be borne by Sodexo and the other remaining participating employers; and
- if Sodexo ceases to participate in a multi-employer plan, entirely or partially in excess of a threshold, or if substantially all of the

participating employers of a given plan cease to participate, Sodexo may be required to pay that plan an amount based on the value of unfunded vested benefits of the plan and the Sodexo's *pro-rata* share of total plan contributions, referred to as withdrawal liability.

The Group does not have the ability to account for these multi-employer plans as defined benefit plans because it does not have timely access to information about plan assets, plan obligations, actuarial gains and losses, service costs, and interest costs. As such, the multi-employer plans are accounted for as defined contribution plans.

The Group contributed 12 million euros to U.S. multi-employer defined benefit plans in Fiscal 2024 (12 million euros in Fiscal 2023). Of the contributions made by Sodexo, 61% were made to plans considered to be in "critical" status as defined by the U.S. Pension Protection Act of 2006 and per each plan's most-recent notice of plan funding status. Plans are generally considered to be in "critical" status when they are funded at less than 65%, among other factors, and are considered to be "endangered" when they are funded at 65% or more, but at less than 80%, among other factors.

#### 5.1.1.2 OTHER EMPLOYEE BENEFITS

Other employee benefits, for an amount of 138 million euros as of August 31, 2024 (136 million euros as of August 31, 2023), mainly comprise a liability related to a deferred compensation program in the United States and obligations relating to long-service awards.

The total expense recognized with respect to these benefits in Fiscal 2024 was 10 million euros (8 million euros in Fiscal 2023).



## 5.2 Share-based payments

### ACCOUNTING PRINCIPLES

Some Group employees receive compensation in the form of share-based payments, for which payment is made in equity instruments.

In accordance with IFRS 2 "Share-based Payments", these plans are classified as equity-settled share-based payment transactions and, accordingly, the services compensated by these plans are recognized as an operating expense over the vesting period (*i.e.* the period in which the service and, where applicable, the performance conditions are fulfilled), with a corresponding entry recorded in shareholders' equity.

The services compensated by these plans are recognized as an expense, with the offset recognized in shareholders' equity, over the vesting period. The amount of expense recognized in each period is determined by reference to the fair value of the equity instruments granted, as of the grant date.

The fair value of restricted shares is estimated at the date of grant based on the share price at that date after deductions for dividends on the shares that will not be paid to beneficiaries during the vesting period. The fair value of restricted shares subject to a performance condition based on Total Shareholder Return is estimated using a binomial model that takes into account the vesting conditions.

Each year, Sodexo reassesses the number of shares that are likely to be delivered to beneficiaries of restricted shares based on the applicable vesting conditions. The impact of any change in estimates is recognized in the income statement, with the offset recognized in shareholders' equity.

### 5.2.1 Performance free share plans

#### PRINCIPLE FEATURES OF RESTRICTED SHARE PLANS

Rules governing restricted share plans are as follows:

- shares vest only if the beneficiary is still working for the Group on the vesting date; in addition, some restricted share grants are subject to performance conditions;
- the presence condition is 3 years from the grant date, which is consistent with the acquisition period and the performance conditions evaluation; this presence condition applies to all beneficiaries;
- the proportion of shares subject to a performance condition ranges from 10% to 100%, depending on the total number of shares awarded and on the role of the beneficiary in the company.

The performance criteria applied are directly linked to the Group's strategic priorities and are describes as follows:

- two criteria linked to the financial performance with the revenue and the underlying operating profit margin excluding currency effects from 2020 plans;
- two criteria are subject to the achievement of Corporate Responsibility objectives including diversity in top Group management as well as an internal sustainable development index for the shares granted since 2020;
- a performance criterion is related to stock market performance with the TSR (Total Shareholder Return) of Sodexo compared to that of one peer group. This one is made up of companies selected based on their size, the similarity of their operations to those of Sodexo. For the plan 2022, 7 companies were included in the panel (Aramark, Compass, Edenred, Elixor, ISS, Rentokil, Securitas). For the plan 2023, it is composed of the same companies, with the removal of Edenred post the spin-off of Pluxee (ex Benefits & Rewards Services activity). For the 2024 plan, the panel is made up of the six companies mentioned above, excluding Edenred.

#### MOVEMENTS IN FISCAL 2024 AND FISCAL 2023

The table below shows movements in restricted shares during the fiscal year:

	FISCAL 2024	FISCAL 2023
<b>Outstanding at the beginning of the fiscal year</b>	<b>2,324,628</b>	<b>2,287,665</b>
Granted during the fiscal year*	1,360,745	852,820
Forfeited during the fiscal year	(397,427)	(478,279)
Delivered during the fiscal year	(679,081)	(337,578)
<b>Outstanding at the end of the fiscal year</b>	<b>2,608,865</b>	<b>2,324,628</b>

\* of which 497,626 shares corresponding to the beneficiaries rights adjusted as per the ratio calculated for the spin off Pluxee (ex Benefits & Rewards Services activity), (see note 3.2).

The weighted average fair value of the restricted shares granted in Fiscal 2024 is 65.45 euros per share (80.68 euros per share granted in Fiscal 2023).

The table below shows the grant dates of restricted shares outstanding as of August 31, 2024, the assumptions used to estimate their fair value at the grant date and the number of restricted shares outstanding at the period end:

DATE OF GRANT		VESTING PERIOD (in years)	EXPECTED DIVIDEND YIELD (in %)	RISK-FREE INTEREST RATE (in %)	VOLATILITY* (in %)	NUMBER OF SHARES OUTSTANDING AS OF AUGUST 31, 2024
February 1, 2022	International	3	3.0%	0.0%	39.0%	809,444
June 22, 2022	International	3	3.8%	1.4%	43.7%	31,181
January 31, 2023	International	3	3.3%	2.8%	37.9%	886,969
June 28, 2023	International	3	2.9%	3.0%	27.8%	27,030
February 23, 2024	International	3	3.7%	2.8%	26.1%	825,509
June 27, 2024	International	3	3.2%	3.0%	24.6%	28,732
<b>TOTAL</b>						<b>2,608,865</b>

\* Applicable for the portion of the restricted share grants subject to the TSR performance condition. Volatility is determined by reference to the share's historical weighted average volatility over a certain period prior to the grant date and the implicit volatility expected by the market.

## 5.2.2 Expense recognized during the fiscal year

The expense recognized in the Fiscal 2024 income statement for restricted shares (excluding those granted to headcount of Pluxee (ex the Benefits & Rewards Services activity) is 37 million euros (39 million euros in Fiscal 2023).

## 5.3 Group headcount

The following table shows the headcount of Group employees:

	AUGUST 31, 2024	AUGUST 31, 2023*
<b>AVERAGE HEADCOUNT</b>	<b>423,981</b>	<b>424,250</b>
<b>TOTAL HEADCOUNT</b>	<b>423,467</b>	<b>429,941</b>

\* Restated information to exclude headcount of Pluxee (ex Benefits & Rewards Services activity).

## 5.4 Compensation, loans, post-employment benefits and other benefits granted to Board members and the Sodexo Leadership Team

The compensation, loans, post-employment benefits and other benefits granted to Board members and to the Sodexo Leadership Team, including the Chairwoman and Chief Executive Officer in office, as of August 31, 2024 comprise the following:

(in million euros)	FISCAL 2024	FISCAL 2023 <sup>(2)</sup>
Short-term benefits <sup>(1)</sup>	17.2	13.4
Post-employment benefits	0.1	0.1
Fair value of free shares at the grant date	10.5	9.6

(1) Short-term benefits correspond to compensations paid by the Group during Fiscal 2024 (including variable compensation for previous fiscal year paid in current fiscal year).

(2) Excluded compensations paid related to Pluxee (ex Benefits & Rewards Services activity) for fiscal 2023.

These benefits include directors' compensation, and all forms of compensation and benefits paid (or earned during the period for offices held) by Sodexo S.A., other Sodexo Group companies or Bellon SA.

In addition, members of the Sodexo Leadership Team, holding an employment contract with one of its French subsidiaries, are beneficiaries of a defined benefit pension plan governed by article L.137-11-2 of the French Social Security Code. This pension plan was introduced in 2021 in line with the following rules: subject to one year of seniority within the Group, pension rights of up to 0.5% per year are granted for the first five years of the plan, and then up to 1% beyond five years, not exceeding a total of 10%. The rights are determined based on the fixed and variable compensation received during the calendar year. The rights vest subject to an achievement rate for annual variable compensation targets. The resulting pension will top up the pensions provided by the basic compulsory plans and will not generate any corresponding obligation on the Groupe's balance sheet.

As a reminder, Sophie Bellon, Chairwoman and Group Chief Executive Officer since October 1, 2021, is paid by Sodexo S.A. but does not have an employment contract with Sodexo S.A.

The Company has entered into non-compete clauses with a maximum term of 24 months with the Chairwoman and Chief Executive Officer and the Sodexo Leadership Team in order to protect the Group by restricting their freedom to hold a position as employee or director, or carry out any consulting work, for any of Sodexo's competitors, either directly or through another legal entity. This commitment applies to Sophie Bellon, without payment of any financial consideration.

No loans have been granted to the Board or the Sodexo Leadership Team members.

## NOTE 6. GOODWILL, OTHER INTANGIBLE AND TANGIBLE ASSETS

### 6.1 Goodwill

#### ACCOUNTING PRINCIPLES

Any residual difference between the fair value of the consideration transferred (for example the amount paid), increased by the amount of the non-controlling interest in the acquired company (measured either at fair value or its share in the fair value of the identifiable net assets acquired) and the fair value as of the date of acquisition of the assets acquired and liabilities assumed, is recognized as goodwill in the statement of financial position.

Goodwill is analyzed per operating sector, as reflected in the new Group's organizational structure, which is effective since the first quarter of fiscal year 2023 (see note 4.1):

- North America;
- France;
- United Kingdom & Ireland;
- Continental Europe;
- Asia-Pacific/Middle East/Africa;
- Latin America (without Brazil);
- Brazil.

Principles applicable to the accounting of business combinations are described in the note 3.

Goodwill is not amortized but is subject to impairment tests immediately if there are indicators of impairment, and at least once per year. Impairment test procedures are described in note 6.4 "Impairment of non-current assets". Goodwill impairment charges recognized in the income statement are irreversible.

Changes in goodwill during the fiscal year were as follows:

(in million euros)	September 1, 2023	INCREASE <sup>(1)</sup>	DECREASE	IMPAIRMENT	RECLASSIFICATIONS <sup>(2)</sup>	CURRENCY TRANSLATION ADJUSTMENT AND OTHER	Other Movements <sup>(3)</sup>	AUGUST 31, 2024
<b>North America</b>	<b>2,406</b>	<b>51</b>	—	—	<b>(6)</b>	<b>(48)</b>	—	<b>2,403</b>
France	515	—	—	—	—	—	—	515
United Kingdom & Ireland	670	—	—	—	—	13	—	683
Continental Europe	754	5	—	—	—	3	19	781
<b>Europe</b>	<b>1,939</b>	<b>5</b>	—	—	—	<b>16</b>	<b>19</b>	<b>1,979</b>
Asia-Pacific, Middle East & Africa	629	20	—	—	—	—	—	649
Latin America	374	—	—	—	—	(29)	—	345
Brazil	220	—	—	—	—	(32)	—	188
<b>Rest of the World</b>	<b>1,223</b>	<b>20</b>	—	—	—	<b>(61)</b>	—	<b>1,182</b>
<b>TOTAL</b>	<b>5,568</b>	<b>76</b>	—	—	<b>(6)</b>	<b>(93)</b>	<b>19</b>	<b>5,564</b>

(1) The acquisitions made during the fiscal year are detailed in the note 3.1.

(2) The reclassifications made during the financial year mainly correspond to the goodwill allocated to Denali Universal Services LLC (in the United States), which was classified as an asset held for sale.

(3) The Other movements correspond to the effect of hyperinflation on goodwill in Türkiye.

## 6.2 Other intangible assets

### ACCOUNTING PRINCIPLES

Separately acquired intangible assets are initially measured at cost. Intangible assets acquired in connection with a business combination and which can be reliably measured, are controlled by the Group and are separable or arise from a legal or contractual right, are recognized at fair value separately from goodwill. Subsequent to initial recognition, intangible assets are measured at cost less accumulated amortization and impairment charges.

Intangible assets other than certain trademarks having an indefinite useful life are considered to have finite useful lives, and are amortized by the straight-line method over their expected useful lives:

Integrated management software	3-7 years
Other software	3-4 years
Patents and licenses	2-10 years
Client relationships	3-20 years
Other intangible assets	3-20 years

Acquired trademarks with a finite useful life are generally amortized over a period of less than ten years. Trademarks that the Group considers as having an indefinite useful life (notably based on criteria relating to their durability and brand recognition) are not amortized. The amortization periods for client relationships recognized in connection with business combinations have been set by Management based on the estimated attrition rate for the contracts concerned (with a maximum of 20 years).

The cost of licenses and software recognized in the statement of financial position comprises the costs incurred in acquiring the software and bringing it into use and is amortized over the estimated useful life of the asset.

Subsequent expenditures on intangible assets are capitalized only if they increase the expected future economic benefits associated with the asset to which they relate. Other expenditures are expensed as incurred.

### 6.2.1 Gross value of other intangible assets

(in million euros)	LICENSES AND SOFTWARE	CLIENT RELATIONSHIPS, TRADEMARKS AND OTHER	TOTAL
<b>Gross value as of September 1, 2022</b>	<b>762</b>	<b>967</b>	<b>1,729</b>
Acquisitions	62	34	96
Disposals	(26)	(22)	(48)
Currency translation adjustment	(12)	(38)	(50)
Reclassifications in assets held for sale or for distribution*	(321)	(200)	(521)
Change in scope of consolidation	(8)	1	(7)
Other	(3)	(43)	(46)
<b>Gross value as of August 31, 2023</b>	<b>453</b>	<b>700</b>	<b>1,153</b>
Acquisitions	60	38	98
Disposals	(24)	(19)	(43)
Currency translation adjustments	(3)	(12)	(15)
Reclassifications	21	(13)	8
Change in scope of consolidation	4	17	21
<b>Gross value as of August 31, 2024</b>	<b>511</b>	<b>711</b>	<b>1,222</b>

\* The reclassifications made in Fiscal 2023 mainly correspond to the reclassification of Pluxee's (ex Benefits & Rewards Services activity) other intangible assets in assets held for sale or for distribution (see note 3.2).

## 6.2.2 Amortization and impairment of other intangible assets

(in million euros)	LICENSES AND SOFTWARE	CLIENT RELATIONSHIPS, TRADEMARKS AND OTHER	TOTAL
<b>Amortization and impairment as of September 1, 2022</b>	<b>(509)</b>	<b>(542)</b>	<b>(1,051)</b>
Amortization	(40)	(55)	(95)
Disposals	21	12	33
Impairment	—	1	1
Currency translation adjustment	8	16	24
Reclassifications in assets held for sale or for distribution*	198	146	344
Change in scope of consolidation	7	—	7
Other	1	31	32
<b>Amortization and impairment as of August 31, 2023</b>	<b>(314)</b>	<b>(391)</b>	<b>(705)</b>
Amortization	(51)	(57)	(108)
Disposals	12	13	25
Impairment	—	—	—
Currency translation adjustments	2	9	11
Reclassifications	3	(8)	(5)
Change in scope of consolidation	(3)	(1)	(4)
<b>Amortization and impairment as of August 31, 2024</b>	<b>(351)</b>	<b>(435)</b>	<b>(786)</b>

\* The reclassifications made during the period mainly correspond to the reclassification of Pluxee's (ex Benefits & Rewards Services activity) other intangible assets in assets held for sale or for distribution (see note 3.2).

Amortization is reported under either Cost of sales or Selling, General and Administrative costs, except for amortization of intangibles assets acquired during a business combination transactions which are recognized in "Other operating expenses".

## 6.2.3 Net value of other intangible assets

(in million euros)	LICENSES AND SOFTWARE	CLIENT RELATIONSHIPS, TRADEMARKS AND OTHER	TOTAL
Net carrying amount as of September 1, 2022	253	425	678
Net carrying amount as of August 31, 2023	139	309	448
<b>Net carrying amount as of August 31, 2024</b>	<b>160</b>	<b>276</b>	<b>436</b>



## 6.3 Property, plant and equipment

### ACCOUNTING PRINCIPLES

Property, plant and equipment are measured at cost less accumulated depreciation and impairment charges, except for land, which is measured at cost less accumulated impairment charges. Cost includes expenditures directly incurred to acquire the asset, and in some cases may also include estimated unavoidable future dismantling, removal and site remediation costs.

Subsequent expenditures are included in the carrying amount of the asset, or recognized as a separate component, if it is probable that the future economic benefits of the expenditures will flow to Sodexo and the cost can be measured reliably. All other repair and maintenance costs are recognized as expenses during the period in which they are incurred, except costs incurred to improve productivity or extend the useful life of an asset, which are capitalized.

Items of property, plant and equipment are depreciated over their expected useful lives using the component-based approach, taking account of their residual value. The straight-line method of depreciation is regarded as the method that most closely reflects the expected pattern of consumption of the future economic benefits embodied in items of property, plant and equipment.

The useful lives generally used by the Group are:

Buildings	20-30 years
General fixtures and fittings	3-10 years
Plant and machinery	3-8 years
Motor vehicles	4 years
Boats and pontoons (depending on the component)	5-15 years

The residual values and useful lives of items of property, plant and equipment are reviewed at each period end and, if necessary, adjusted.

The carrying amounts of items of property, plant and equipment are tested for impairment if there is an indication that an item may be subject to impairment.

### 6.3.1 Gross value of property, plant and equipment

(in million euros)	LAND AND BUILDINGS	PLANT AND EQUIPMENT	CONSTRUCTION IN PROGRESS AND OTHER	TOTAL
<b>Gross value as of September 1, 2022</b>	<b>75</b>	<b>1,847</b>	<b>238</b>	<b>2,159</b>
Acquisitions	3	188	50	241
Disposals	(1)	(164)	(17)	(182)
Currency translation adjustment	(3)	(72)	(7)	(81)
Reclassifications in assets held for sale or for distribution*	(6)	(60)	(1)	(67)
Change in scope of consolidation	—	—	1	1
Other	—	(1)	(37)	(38)
<b>Gross value as of August 31, 2023</b>	<b>68</b>	<b>1,738</b>	<b>227</b>	<b>2,033</b>
Acquisitions	6	164	87	257
Disposals	(3)	(149)	(28)	(180)
Currency translation adjustment	(1)	(21)	(2)	(24)
Reclassifications	1	7	(31)	(23)
Change in scope of consolidation	—	8	—	8
<b>Gross value as of August 31, 2024</b>	<b>71</b>	<b>1,747</b>	<b>253</b>	<b>2,071</b>

\* The reclassifications made during the period mainly correspond to the reclassification of Pluxee's (ex Benefits & Rewards Services activity) property, plant and equipment in assets held for sale or for distribution (see note 3.2).

No item of property, plant and equipment is pledged as collateral for a liability.

### 6.3.2 Depreciation and impairment of property, plant and equipment

(in million euros)	LAND AND BUILDINGS	PLANT AND EQUIPMENT	CONSTRUCTION IN PROGRESS AND OTHER	TOTAL
<b>Depreciation and impairment as of September 1, 2022</b>	<b>(55)</b>	<b>(1,438)</b>	<b>(157)</b>	<b>(1,650)</b>
Depreciation	(4)	(152)	(21)	(177)
Disposals	1	147	12	160
Impairment	—	4	—	4
Currency translation adjustment	1	51	5	57
Reclassifications in assets held for sale or for distribution*	5	49	1	55
Change in scope of consolidation	—	—	—	—
Other	—	27	1	28
<b>Depreciation and impairment as of August 31, 2023</b>	<b>(52)</b>	<b>(1,312)</b>	<b>(159)</b>	<b>(1,523)</b>
Depreciation	(3)	(152)	(29)	(184)
Disposals	2	136	17	155
Impairment	—	(1)	—	(1)
Currency translation adjustment	1	13	1	15
Reclassifications	(1)	18	2	19
Change in scope of consolidation	—	—	—	—
<b>Depreciation and impairment as of August 31, 2024</b>	<b>(53)</b>	<b>(1,298)</b>	<b>(168)</b>	<b>(1,519)</b>

\* The reclassifications made during the period mainly correspond to the reclassification of Pluxee's (ex Benefits & Rewards Services activity) property, plant and equipment in assets held for sale or for distribution (see note 3.2).

Depreciation is reported under either Cost of sales or Selling, General and Administrative costs.

### 6.3.3 Net book value of property, plant and equipment

(in million euros)	LAND AND BUILDINGS	PLANT AND EQUIPMENT	CONSTRUCTION IN PROGRESS AND OTHER	TOTAL
Net carrying amount as of September 1, 2022	20	409	81	510
Net carrying amount as of August 31, 2023	16	426	68	510
<b>Net carrying amount as of August 31, 2024</b>	<b>18</b>	<b>449</b>	<b>85</b>	<b>552</b>

## 6.4 Impairment of non-current assets

### ACCOUNTING PRINCIPLES

#### Impairment of assets with finite useful lives

Property, plant and equipment and intangible assets with finite useful lives are tested for impairment if there is any indication of impairment. Impairment charges are recognized in the income statement and may be reversed subsequently.

#### Impairment of assets with indefinite useful lives

Goodwill and other intangible assets considered to have an indefinite useful life (such as certain acquired trademarks) are tested for impairment whenever there is an indication of impairment, and at least annually, in the last quarter of the fiscal year. The results of the impairment tests are then confirmed using actual data as of August 31.

#### Cash Generating Units

Assets that do not generate cash inflows that are largely independent of those from other assets, and hence cannot be tested for impairment individually, are grouped together in Cash Generating Units (CGUs).

Impairment tests are performed at the level of the CGU or group of CGUs corresponding to the lowest level at which goodwill is monitored by the Group.

Goodwill is analyzed per operating sector, as reflected in the Group's organizational structure, which is effective since the first quarter of fiscal year 2023 (see note 4.1):

- North America;
- France;
- United Kingdom & Ireland;
- Continental Europe;
- Asia-Pacific/Middle East/Africa;
- Latin America (without Brazil);
- Brazil.

Goodwill is not tested for impairment at a higher level than the operating segments before aggregation for segment reporting.

The assets allocated to each CGU or group of CGUs comprise:

- goodwill, which is allocated when the CGU or group of CGUs is likely to benefit from the business combination;
- other intangible assets, property, plant and equipment, client investments, right-of-use assets relating to leases and net working capital.

### Indications of impairment

The main indicators that a CGU or group of CGUs may be impaired are a significant decrease in the CGU or group of CGUs revenues and underlying operating profit or material changes in market trends.

### Methods used to determine the recoverable amount

An impairment charge is recognized in the income statement when the carrying amount of an asset or CGU or group of CGUs is greater than its recoverable amount.

Recoverable amount is the greater of:

- fair value less costs of disposal, *i.e.*, the amount obtainable from the sale of an asset (net of selling costs) in an orderly transaction between market participants at the measurement date; and
- value in use, which is the present value of the future cash flows expected to be derived from continuing use and ultimate disposal of the asset or CGU or group of CGUs.

The value in use of a CGU or group of CGUs is estimated using after-tax cash flow projections based on business plans and a terminal value calculated by extrapolating data for the final year of the business plan.

Business plans generally cover five years. These plans have been drawn up for each operating segment resulting from the Group's organizational structure as described in note 4.1.

Management, both at Group and subsidiary levels, prepare underlying profit forecasts on the basis of past performance and expected market trends.

The growth rate used beyond the initial period of the business plans reflects the growth rate of the operating segment concerned, taking into account the geographic regions in which the operating segment conducts business.

Expected future cash flows are discounted at the weighted average cost of capital calculated for the Group. For certain CGUs or groups of CGUs a premium is added to the weighted average cost of capital in order to reflect the greater risk factors affecting certain countries in which the operating segment concerned conducts business.

### Recognition of impairment charges

An impairment charge recognized with respect to a CGU or group of CGUs is allocated initially to reducing the carrying amount of any goodwill allocated to that CGU, and then to reducing the carrying amount of the other assets of the CGU or group of CGUs in proportion to the carrying amount of each asset.

### Reversal of impairment charges

Impairment charges recognized with respect to goodwill cannot be reversed.

Impairment charges recognized with respect to any other asset may only be reversed if there is an indication that the impairment charge is lower or no longer exists. The amount reversed is based on the new estimates of the recoverable amount.

The increased carrying amount of an asset resulting from the reversal of an impairment charge cannot exceed the carrying amount that would have been determined for that asset had no impairment charge been recognized.

Impairment charges, net of reversals, relating to property, plant and equipment and intangible assets (including goodwill) amounted to -1 million euros as of August 31, 2024 (-5 million euros as of August 31, 2023) and taking into account an absence of net amortization recognized in other operating expenses in Fiscal 2024 (1 million euros in Fiscal 2023).

The following table indicates the main assumptions used for the main countries of each CGU group:

	FISCAL 2024		FISCAL 2023	
	DISCOUNT RATE	LONG-TERM GROWTH RATE	DISCOUNT RATE	LONG-TERM GROWTH RATE
<b>North America</b>				
Canada	7.8%	2.0%	9.1%	2.0%
United States	8.0%	2.1%	9.1%	2.1%
<b>France</b>	7.0%	1.7%	8.9%	1.6%
<b>United Kingdom &amp; Ireland</b>				
United Kingdom	8.4%	2.0%	10.2%	2.0%
<b>Continental Europe</b>				
Belgium	7.2%	2.0%	9.1%	2.0%
Germany	7.0%	2.0%	8.9%	2.0%
Italy	9.5%	2.0%	11.8%	2.0%
Spain	8.6%	1.8%	10.8%	1.7%
Sweden	7.3%	2.0%	8.9%	2.0%
<b>Asia-Pacific, Middle East &amp; Africa</b>				
Australia	8.0%	2.5%	8.9%	2.6%
China	7.3%	2.0%	9.3%	2.2%
India	12.0%	4.0%	11.8%	4.0%
<b>Latin America</b>				
Chile	8.8%	3.0%	9.5%	3.0%
Colombia	11.0%	3.0%	11.3%	3.0%
Mexico	10.5%	3.0%	11.3%	3.0%
<b>Brazil</b>	12.1%	3.0%	13.2%	3.0%

#### SENSITIVITY ANALYSIS

Sodexo has analyzed the sensitivity of goodwill impairment test results to different financial and operational scenarios:

- the results of the goodwill sensitivity analysis indicated no probable scenario where a change in the discount rate or long-term growth rate would result in the recoverable amount of segment assets becoming less than its carrying amount. In fact, the results of the impairment testing demonstrate that even an increase of 150 basis points in the discount rate or a reduction of 150 basis points in the long-term growth rate would not result in an impairment of the assets tested for any segment;
- the Group also performed a sensitivity analysis on the operational assumptions used in order to determine whether a 10% decrease in forecast net cash flows over the time period of the business plans prepared by management and in terminal value would result in the recognition of an impairment in the Group's consolidated financial statements as of August 31, 2024. The results of this analysis did not indicate any risk of impairment for any of the segments.

## NOTE 7. LEASES

### ACCOUNTING PRINCIPLES

The Group determines whether a contract is or contains a lease at inception of the contract. The Group classifies as a lease a contract that conveys to the Group the right to control the use of an identified asset for a given period of time.

Leases are recognized on the statement of financial position at the commencement date of the contract, except for leases covered by one of the two exemptions allowed by IFRS 16 "Leases" (short-term leases or leases of low value assets), adopted by the Group.

Leases are reflected in the statement of financial position by recognizing an asset representing the right to use the leased asset and a related liability corresponding to the obligation to make future lease payments. In the income statement, a depreciation of the right-of-use assets is recorded in operating expenses, separately from the interest expense on lease liabilities. In the cash flow statement, cash outflows relating to interest on lease liabilities impact operating activities flows, while repayment of the lease liabilities impact financing activities flows.

Short-term leases (*i.e.* lease term of 12 months or less) and leases of low-value assets (such as IT equipment) are expensed directly in operating expenses on a straight-line basis over the lease term.

The leases contracted by the Group as a lessee mainly relate to the following categories of assets:

- real estate (land and buildings): the Group leases land and buildings for its offices. Terms and conditions are negotiated on an individual case basis and contain numerous different clauses, depending on the legal environment specific to each country. These leases are entered into for terms of 1 to 20 years and may contain extension options;
- sites and spaces operated as part of concession arrangements: the Group operates various sites (restaurants, retail spaces and kitchens) made available pursuant to concession agreements. The commissions paid in that respect are based on performance indicators of the location (variable payments, generally based on turnover) and may contain a minimum guarantee fee. Terms and conditions are negotiated on an individual case basis and contain numerous different clauses. These leases are entered into for terms of 1 to 18 years and may contain extension options;
- vehicles: the Group leases vehicles for some of its employees. These leases are entered into for terms of 1 to 5 years;
- equipment: the Group also leases some equipment necessary for its operations (kitchen equipment, vending machines...). Terms and conditions are negotiated on a case-by-case basis and contain numerous different clauses. These leases are entered into for terms of 1 to 5 years and may contain extension options.



## 7.1 Lease liabilities

### ACCOUNTING PRINCIPLES

The Group recognizes a lease liability at the date on which the underlying asset is made available for use. The lease liability is measured at the net present value of lease payments to be made over the lease term.

#### Lease payments

The lease payments included in the measurement of the lease liability comprise:

- fixed rents (including minimum guarantee fee to be paid in accordance with concession agreements), less any lease incentive receivable from the lessor;
- variable rents that depend on an index or a rate;
- in-substance fixed payments.

Payments expected to be made to the lessor at the termination of the contract are also included (relatively rare in practice within the Group), such as:

- residual value guarantees;
- exercise price of a purchase option, when its exercise is reasonably certain; and
- termination penalties payable to the lessor, when the exercise of a termination option is reasonably certain.

Variable lease payments that do not depend on an index or a rate (notably, rents or commissions based on turnover) remain recognized in operating expenses when incurred. In addition, the Group elected to exclude, where applicable, non-lease components of the contract in the measurement of the lease liability (for example, vehicle maintenance services). Consequently, payments in relation to service components of the lease contracts are recorded in operating expenses, in the same way as variable lease payments.

#### Lease term

The lease term is assessed for each lease as the non-cancellable period of the contract, adjusted to reflect periods covered by an option to extend the lease that the Group is reasonably certain to exercise, and periods covered by an option to terminate the lease that the Group is reasonably certain not to exercise.

The legal environment and market practices specific to each country are also considered in assessing the lease term. This applies in particular to open-ended leases, for which an enforceable period is determined in light of circumstances specific to each situation. In assessing the enforceable period of each contract, the Group determines whether it would incur a penalty on termination that is more than insignificant, taking into account various relevant indicators (indemnities arising from contractual obligations and economic penalties based on operational criteria, in accordance with the clarifications provided by IFRS IC). In the specific case of French commercial property leases (also referred to as "3/6/9 leases"), the assessment is made on a case-by-case basis, that may lead to consider an enforceable period that is beyond the residual length of the initial 9-year term in some instances.

#### Discount rate

The discount rate used is generally the lessee incremental borrowing rate, as the rate implicit in the lease cannot be readily determined for most of the contracts. The incremental borrowing rate is calculated using the following parameters: risk-free rate of the relevant currency, duration of the lease, credit spread of the subsidiary concerned.

Subsequently, the lease liability is recognized at amortized cost using the effective interest method and is remeasured after the commencement date to reflect changes arising from:

- any modification of the lease term, reflecting a contractual modification or a reassessment of the probability of an extension or termination option being exercised;
- any changes in rent amount, resulting for example from a change in an index or a rate used to determine lease payments;
- any reassessment of the probability of a purchase option being exercised;
- any other contractual modification, such as the scope of the underlying asset.

The changes in lease liabilities during the fiscal year break down as follows:

(in million euros)	FISCAL 2024	FISCAL 2023
<b>Lease liabilities as of September 1</b>	<b>831</b>	<b>943</b>
Increase/(Decrease)	92	176
Repayment of the principal <sup>(1)</sup>	(188)	(205)
Currency translation adjustment	(7)	(47)
Change in scope of consolidation	—	—
Other variation	—	(8)
Reclassifications in liabilities directly associated with assets held for sale or for distribution <sup>(2)</sup>	—	(28)
<b>LEASE LIABILITIES AS OF AUGUST 31</b>	<b>728</b>	<b>831</b>
<i>Of which, non current lease liabilities</i>	581	683
<i>Of which, current lease liabilities</i>	147	148

(1) The repayment of the principal includes the paid interest reported in the operating cash flow (see consolidated cash flow statement 4.1.4).

(2) The reclassifications made during the period mainly correspond to the reclassification of Pluxee's (ex Benefits & Rewards Services activity) lease liabilities in liabilities directly associated with assets held for sale or for distribution (see note 3.2).

Lease liabilities maturity breaks down as follows:

(in million euros)	AUGUST 31, 2024	AUGUST 31, 2023
< 1 year	147	148
1 to 3 years	218	239
3 to 5 years	149	162
> 5 years	214	282
<b>LEASE LIABILITIES CARRYING VALUE</b>	<b>728</b>	<b>831</b>

## 7.2 Right-of-use assets relating to leases

### ACCOUNTING PRINCIPLES

A right-of-use asset is recognized for each lease contract (except for those covered by the exemptions), as a counterpart of the lease liability. This right-of-use asset is measured as the initial amount of the lease liability (assessed as specified above) plus, where applicable, the initial direct costs incurred in obtaining the contract (fees and administrative costs), the advance lease payments made to the lessor and the estimated costs to be incurred in restoring the underlying asset to the condition required by the terms and conditions of the contract.

The right-of-use asset is depreciated on a straight-line basis over the lease term used to measure the lease liability and, when necessary, is subject to impairment tests according to the same rules as those used for intangible assets and property, plant and equipment (see note 6.4). The carrying amount is subsequently adjusted to reflect the change in the lease liability arising from amendments to the lease provisions and other remeasurement events (see above).

Right-of-use assets break down as follows, by type of underlying asset:

(in million euros)	LAND AND BUILDINGS	SITES AND SPACES OPERATED UNDER CONCESSION AGREEMENTS	VEHICLES	EQUIPMENT	TOTAL
<b>Gross value as of August 31, 2022</b>	<b>429</b>	<b>838</b>	<b>151</b>	<b>26</b>	<b>1,444</b>
Increase	73	19	(1)	(1)	90
Translation Adjustments	(17)	(46)	(8)	(1)	(72)
Reclassifications in assets held for sale or for distribution*	(41)	—	(7)	(9)	(57)
Change in scope of consolidation	—	—	—	—	—
Other reclassifications	(16)	—	(3)	—	(19)
<b>Gross value as of August 31, 2023</b>	<b>428</b>	<b>811</b>	<b>132</b>	<b>15</b>	<b>1,386</b>
Increase	(3)	(32)	2	2	(31)
Currency translation adjustment	(3)	(7)	(1)	—	(11)
Reclassifications	—	—	—	—	—
Change in scope of consolidation	2	1	(2)	(2)	(1)
<b>Gross value as of August 31, 2024</b>	<b>424</b>	<b>773</b>	<b>131</b>	<b>15</b>	<b>1,343</b>

\* The reclassifications made during the fiscal year 2023 correspond to the reclassification of Pluxee's (ex Benefits & Rewards Services activity) right-of-use assets relating to leases in assets held for sale or for distribution (see note 3.2).

(in million euros)	LAND AND BUILDINGS	SITES AND SPACES OPERATED UNDER CONCESSION AGREEMENTS	VEHICLES	EQUIPMENT	TOTAL
<b>Depreciation and impairment as of August 31, 2022</b>	<b>(187)</b>	<b>(267)</b>	<b>(81)</b>	<b>(14)</b>	<b>(549)</b>
Depreciation	(56)	(91)	(37)	(4)	(188)
Reversals	13	20	32	5	70
Impairment	—	—	—	—	—
Currency translation adjustment	7	15	5	1	28
Reclassifications in assets held for sale or for distribution*	22	—	5	5	32
Change in scope of consolidation	—	—	—	—	—
Other reclassifications	5	1	2	—	8
<b>Depreciation and impairment as of August 31, 2023</b>	<b>(196)</b>	<b>(322)</b>	<b>(74)</b>	<b>(7)</b>	<b>(599)</b>
Depreciation	(59)	(82)	(35)	(3)	(179)
Reversals	41	27	34	2	104
Impairment	—	—	—	—	—
Currency translation adjustment	1	3	—	—	4
Reclassifications	—	(1)	—	—	(1)
Change in scope of consolidation	8	2	(8)	(1)	1
<b>Depreciation and impairment as of August 31, 2024</b>	<b>(205)</b>	<b>(373)</b>	<b>(83)</b>	<b>(9)</b>	<b>(670)</b>

\* The reclassifications made during the fiscal year 2023 correspond to the reclassification of Pluxee's (ex Benefits & Rewards Services activity) rights-of-use assets relating to leases in assets held for sale or for distribution (see note 3.2).

(in million euros)	LAND AND BUILDINGS	SITES AND SPACES OPERATED UNDER CONCESSION AGREEMENTS	VEHICLES	EQUIPMENT	TOTAL
Net carrying amount as of August 31, 2022	242	571	69	12	895
Net carrying amount as of August 31, 2023	232	489	58	8	787
<b>Net carrying amount as of August 31, 2024</b>	<b>219</b>	<b>400</b>	<b>48</b>	<b>6</b>	<b>673</b>

## NOTE 8. INVESTMENTS IN COMPANIES ACCOUNTED FOR USING THE EQUITY METHOD

### ACCOUNTING PRINCIPLES

Associates are companies in which Sodexo S.A. directly or indirectly exercises significant influence over financial and operating policy, without exercising exclusive or joint control. Joint ventures are joint arrangements in which Sodexo S.A. directly or indirectly exercises joint control and has rights to the net assets of the arrangement. Associates and joint ventures are accounted for using the equity method. Sodexo has a number of equity interests in project companies established in connection with Public-Private Partnership (PPP) contracts. These contracts enable governments to call upon the private sector for the design, construction, financing and management of public infrastructure (hospitals, schools, barracks, prisons), with detailed performance criteria. An analysis is performed for each of these equity interests, in order to determine whether they qualify as associates or joint ventures.

When Sodexo is legally or constructively obligated to make payments on behalf of companies accounted for using the equity method, a provision is made under liabilities in the consolidated statement of financial position for its share in the negative shareholders' equity of the said companies (see note 10.1).

Changes in the Group's share of the net assets of companies accounted for using the equity method in Fiscal 2023 and Fiscal 2024 are shown below:

(in million euros)	FISCAL 2024	FISCAL 2023
<b>Net Carrying amount as of September 1</b>	<b>59</b>	<b>65</b>
<b>Of which Investments in companies accounted for using the equity method</b>	<b>66</b>	<b>73</b>
<b>Of which Provisions for negative shareholders' equity</b>	<b>(7)</b>	<b>(8)</b>
Share of profit for the period*	13	12
Other comprehensive income (loss)	—	—
Dividend paid for the period	(7)	(8)
Currency translation adjustment	(1)	(3)
Reclassifications	1	(7)
<b>NET CARRYING AMOUNT AS OF AUGUST 31</b>	<b>65</b>	<b>59</b>
<b>Of which Investments in companies accounted for using the equity method</b>	<b>71</b>	<b>66</b>
<b>Of which Provisions for negative shareholders' equity</b>	<b>(6)</b>	<b>(7)</b>

\* Corresponds to the sum of the items "Share of profits from companies accounted for using the equity method in the continuation of the Group's activities" and "Share of profits from other companies accounted for using the equity method" of the consolidated income statement.

## NOTE 9. INCOME TAX

### ACCOUNTING PRINCIPLES

#### Income tax expense

Income tax expense for the year includes current taxes and deferred taxes. It includes the contribution on the added value of companies (*cotisation sur la valeur ajoutée des entreprises (CVAE)*), a business tax assessed on corporate value-added generated by French subsidiaries, which is reported under income tax expense as the Group considers that it meets the definition of a tax on income contained in IAS 12 "Income Tax".

Tax credits which do not affect taxable profit and are always refunded by tax authorities if they have not been deducted from corporate income tax are recognized as subsidies and therefore presented as a reduction to the expenses to which they relate.

Uncertain income tax positions are estimated in accordance with IFRIC 23 "Uncertainty over income tax treatments". The accounting for uncertain tax treatments requires an entity to make estimates and judgments about whether the relevant taxation authority will accept the position taken by the entity in its tax filings (most likely amount or expected value corresponding to the probability-weighted average of the possible outcomes). Uncertain tax positions balances are presented as current or deferred tax assets or liabilities in Income tax payable.

#### Deferred taxes

Deferred taxes are recognized on temporary differences between the carrying amount of an asset or liability and its tax base, using the tax rate that is expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that are enacted or substantially enacted at the period end.

Deferred taxes are not recognized on the following items:

- initial recognition of goodwill;
- initial recognition of an asset in a transaction that is not a business combination and that affects neither accounting profit nor taxable profit; and
- temporary differences on investments in subsidiaries that are not expected to reverse in the foreseeable future.

Taxes on items recognized directly in shareholders' equity or in other comprehensive income are recognized in shareholders' equity or in other comprehensive income, respectively, and not in the income statement (see note 11).

Deferred tax assets on temporary differences and tax loss carry-forwards are only recognized if their recoverability is considered probable, considering existing temporary differences giving rise to deferred tax liabilities expected to reverse and taxable profits that will be available in the foreseeable future and against which the temporary difference can be utilized. When assessing the probability of a taxable profit being available in the foreseeable future, account is taken, primarily, of prior years' results, forecasted future results based on a business plan performed at the level of each taxable entity, non-recurring items unlikely to occur in the future and the tax strategy.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to set off current tax assets and liabilities and the deferred taxes relate to the same taxable entity and tax authority.

### 9.1 Components of income tax expense

(in million euros)	FISCAL 2024	FISCAL 2023
Current income tax (expenses)/income	(256)	(151)
Withholding taxes	(3)	(10)
Deferred income tax (expenses)/income	10	(20)
<b>INCOME TAX EXPENSE</b>	<b>(249)</b>	<b>(181)</b>

As part of the transposition of the Pillar 2 Directive in France, the Group has carried out preliminary work and does not anticipate any significant impact from this measure. As of August 31, 2024, no deferred tax had been recognized in application of the amendment to IAS 12 concerning the mandatory temporary exemption from recognition of deferred tax in the consolidated financial statements.

## 9.2 Income tax rate reconciliation

(in million euros)	FISCAL 2024	FISCAL 2023
Profit for the fiscal year before tax	996	749
Share of profit of companies accounted for using the equity method	(13)	(12)
<b>Profit before tax excluding share of profit of companies accounted for using the equity method</b>	<b>983</b>	<b>737</b>
Tax rate applicable to Sodexo S.A.	25.83%	25.83%
<b>Theoretical income tax (expense)/income</b>	<b>(254)</b>	<b>(191)</b>
Effect of jurisdictional tax rate differences	7	18
Permanently non-deductible expenses or non-taxable income	25	(25)
Other tax repayments/(charges), net <sup>(1)</sup>	(78)	15
Tax loss carry-forwards used or recognized during the period but not recognized as a deferred tax asset in prior periods <sup>(2)</sup>	61	20
Tax loss carry-forwards and temporary differences arising during the period or prior years but not recognized as a deferred tax asset	(7)	(8)
<b>Actual income tax expense</b>	<b>(246)</b>	<b>(171)</b>
Withholding taxes	(3)	(10)
<b>TOTAL INCOME TAX EXPENSE</b>	<b>(249)</b>	<b>(181)</b>

(1) Mainly due to the update of the tax exposure in France.

(2) Of which 31 million euros related to the use of tax losses and 16 million euros of tax losses recognition in France for Fiscal 2024.

The effective tax rate, calculated on profit before tax and excluding the share of profit of companies accounted for using the equity method, went from 24.6% for Fiscal 2023 to 25.4% for Fiscal 2024. The increase in the effective tax rate is mainly due to the update of the risk related to the tax exposure in France, partially offset by the

non-taxable capital gain on the disposal of the Homecare business, as well as by better results in France, which allow the use and recognition of previously non-activated tax assets.

## 9.3 Deferred tax assets and liabilities

Movements in deferred taxes were as follows in Fiscal 2024:

(in million euros)	AUGUST 31, 2023	DEFERRED TAX BENEFIT/(EXPENSE)	DEFERRED TAX RECOGNIZED IN OTHER COMPREHENSIVE INCOME	CURRENCY TRANSLATION ADJUSTMENT AND OTHER	AUGUST 31, 2024
Employee-related liabilities	136	(14)	7	(6)	123
Fair value of financial instruments	3	(2)	—	—	1
Goodwill	(144)	1	—	11	(132)
Intangible assets	(4)	1	—	(1)	(4)
Other temporary differences	(36)	12	(7)	1	(30)
Tax loss carry-forwards	85	12	—	(5)	92
<b>TOTAL NET DEFERRED TAX ASSETS/ (LIABILITIES)</b>	<b>40</b>	<b>10</b>	<b>—</b>	<b>—</b>	<b>50</b>
<b>Of which deferred tax assets</b>	<b>192</b>				<b>199</b>
<b>Of which deferred tax liabilities</b>	<b>(152)</b>				<b>(149)</b>

Movements in deferred taxes were as follows in Fiscal 2023:

(in million euros)	AUGUST 31, 2022	DEFERRED TAX BENEFIT/ (EXPENSE)	DEFERRED TAX RECOGNIZED IN OTHER COMPREHENSIVE INCOME	CURRENCY TRANSLATION ADJUSTMENT AND OTHER	CLASSIFICATION AS ASSETS/ LIABILITIES HELD FOR SALE OR FOR DISTRIBUTION <sup>(1)</sup>	AUGUST 31, 2023
Employee-related liabilities	146	(19)	25	(10)	(6)	136
Fair value of financial instruments	3	—	—	—	—	3
Goodwill	(240)	7	—	15	74	(144)
Intangible assets	(22)	22	—	7	(11)	(4)
Other temporary differences	8	(34)	(1)	2	(11)	(36)
Tax loss carry-forwards	98	4	—	(2)	(15)	85
<b>TOTAL NET DEFERRED TAX ASSETS/ (LIABILITIES)</b>	<b>(7)</b>	<b>(20)</b>	<b>24</b>	<b>12</b>	<b>31</b>	<b>40</b>
<b>Of which deferred tax assets</b>	<b>154</b>					<b>192</b>
<b>Of which deferred tax liabilities</b>	<b>(161)</b>					<b>(152)</b>

(1) The reclassifications made during the period correspond to the reclassification of Pluxee (ex Benefits & Rewards Services activities) accruals in assets held for sale or for distribution and related liabilities (see note 3.2).



As of August 31, 2024, the deferred tax assets arising from tax loss carry-forwards amount to 92 million euros (85 million euros as of August 31, 2023). The increase is mainly due to the partial recognition of 16 million euros of deferred tax assets on previously unrecognized losses in France. The main countries with tax loss carryforwards that have given rise to the recognition of deferred tax assets are Brazil, Germany and France (for these countries, the use of tax losses is unlimited over time). The unrecoverability of deferred tax assets on loss carryforwards was assessed on the basis of a plan for using tax losses within each tax jurisdiction.

Unrecognized deferred tax assets arising from tax loss carry-forwards because their recovery is considered to be uncertain amounted cumulatively to 145 million euros as of August 31, 2024 (194 million euros as of August 31, 2023). The main country with tax loss carryforwards that did not give rise to the recognition of deferred tax assets as of August 31, 2024, is France. For the French tax group, the amount of unrecognized deferred tax assets arising from loss carryforwards and used in Fiscal 2024 amounts to 31 million euros (5 million euro in Fiscal 2023).

Temporary differences in employee-related liabilities relate primarily to post-employment benefits.

## NOTE 10. PROVISIONS, LITIGATION AND CONTINGENT LIABILITIES

### ACCOUNTING PRINCIPLES

A provision is recognized if the Group has a legal or constructive obligation at the closing date and it is probable that settlement of the obligation will require an outflow of resources and the amount of the liability can be reliably measured.

Provisions primarily cover commercial, employee-related and tax-related risks and litigation (other than those related to income tax) arising during the course of operating activities, and are measured using assumptions that take account of the most likely outcomes.

Where the effect of the time value of money is material, the amount of the provision is determined by discounting the expected future cash flows at a pre-tax discount rate that reflects current market assessments of the time value of money and any risks specific to the liability.

A provision for onerous contracts is established where the unavoidable costs of meeting the obligations under a contract exceed the economic benefits expected to be received under it.

### 10.1 Provisions

(in million euros)	AUGUST 31, 2023	INCREASES	REVERSALS WITH UTILIZATION	REVERSALS WITHOUT UTILIZATION	CURRENCY TRANSLATION ADJUSTMENT AND OTHER <sup>(1)</sup>	AUGUST 31, 2024
Contract termination and loss-making contracts	25	10	(1)	(16)	23	41
Employee claims and litigation	42	13	(5)	(5)	—	45
Tax and social security exposures	29	2	(3)	(8)	—	20
Reorganization costs <sup>(2)</sup>	19	16	(14)	(4)	—	17
Client/supplier claims and litigation	23	2	(4)	—	(5)	16
Negative net assets of associates <sup>(3)</sup>	7	—	—	—	(1)	6
Other provisions	44	14	(12)	(17)	—	29
<b>TOTAL PROVISIONS</b>	<b>189</b>	<b>57</b>	<b>(39)</b>	<b>(50)</b>	<b>17</b>	<b>174</b>

(1) Reclassification of provisions for contract termination related to healthcare activity previously shown as accrued payable for 18 million euros.

(2) Provisions for reorganization mainly correspond to rationalization costs resulting from the reorganization of the Group.

(3) Investments in companies accounted for using the equity method that have negative net assets (see note 8).

(in million euros)	AUGUST 31, 2022	INCREASES	REVERSALS WITH UTILIZATION	REVERSALS WITHOUT UTILIZATION	CURRENCY TRANSLATION ADJUSTMENT AND OTHER	RECLASSIFICATIONS IN LIABILITIES DIRECTLY ASSOCIATED WITH ASSETS HELD FOR SALE OR FOR DISTRIBUTION <sup>(1)</sup>	AUGUST 31, 2023
Employee claims and litigation	55	8	(14)	(11)	5	(1)	42
Tax and social security exposures	32	2	(4)	—	(1)	—	29
Contract termination and loss-making contracts	21	22	(5)	(8)	(5)	—	25
Client/supplier claims and litigation	37	7	(8)	(13)	—	—	23
Reorganization costs <sup>(2)</sup>	17	17	(11)	(3)	(1)	—	19
Negative net assets of associates <sup>(3)</sup>	8	—	—	—	(1)	—	7
Other provisions	44	15	(8)	(4)	5	(8)	44
<b>TOTAL PROVISIONS</b>	<b>214</b>	<b>71</b>	<b>(50)</b>	<b>(39)</b>	<b>2</b>	<b>(9)</b>	<b>189</b>

(1) The reclassifications made during the fiscal year correspond to the reclassification of the provisions of the Pluxee (ex Benefits & Rewards Services activity) as liabilities directly associated with assets held for sale or for distribution (see note 3.2).

(2) Provisions for reorganization mainly correspond to rationalization costs resulting from the reorganization of the Group.

(3) Investments in companies accounted for using the equity method that have negative net assets (see note 8).

Provisions for exposures and litigation are determined on a case-by-case basis and rely on management's best estimate of the outflows deemed likely to satisfy legal or implicit obligations to which the Group is exposed as of the end of the fiscal year.

Current and non-current provisions are as follows:

(in million euros)	AUGUST 31, 2024		AUGUST 31, 2023	
	CURRENT	NON-CURRENT	CURRENT	NON-CURRENT
Reorganization costs	17	—	19	—
Employee claims and litigation	19	26	19	23
Tax and social security exposures	5	15	13	16
Contract termination and loss-making contracts	3	38	3	22
Client/supplier claims and litigation	7	9	10	13
Negative net assets of associates*	—	6	—	7
Other provisions	15	14	15	29
<b>TOTAL PROVISIONS</b>	<b>66</b>	<b>108</b>	<b>79</b>	<b>110</b>

\* Investments in companies accounted for using the equity method that have negative net assets (see note 8).

## 10.2 Litigation and contingent liabilities

### DISPUTES WITH THE BRAZILIAN TAX AUTHORITIES

During Fiscal 2021, the subsidiary Sodexo do Brasil Comercial received a tax reassessment notice mainly linked to the tax deductibility of the amortization of goodwill recognized on the purchase of the Company Puras. The reassessment covers the period from 2015 to 2017 and amounts to 225 million Brazilian real, i.e., 41 million euros as of August 31, 2024 (of which 9 million euros in principal and 32 million euros in penalties and late payment interests). In August 2021, the competent administrative Court ruled in favor of Sodexo do Brasil Comercial but the Brazilian tax authorities appealed this first instance decision. In March 2024, the Administrative Court (CARF) has unanimously confirmed the first instance decision in favor of Sodexo do Brasil Comercial. The Federal Tax Administration has already taken note of the decision, without expressing any request for clarification, thus definitively ending the dispute in favor of Sodexo do Brasil Comercial.

In addition, Sodexo and its main competitors have a different interpretation from that of the Brazilian tax administration on the deductibility of PIS/COFINS on certain purchases made at a zero rate. Several proceedings are underway, either at the initiative of the tax authorities, which have notified Sodexo do Brasil Comercial of an adjustment in respect of credits recognized in 2016 of 10 million euros (including penalties and interest for late payment), or at the initiative of the Company, which has filed several claims in the courts. One of these proceedings initiated by Sodexo do Brasil Comercial was suspended, on the initiative of the judge, until the Supreme Court's decision on another company's case. In February 2023, the Supreme Court issued its decision, which was unfavorable to the Group concerned: the judges essentially ruled that ordinary law may provide for limitations on the use of PIS/COFINS credits, provided that such law respects all constitutional principles, in particular equality of treatment of taxpayers and free competition. This decision, which should not be considered automatically unfavorable for the individual cases of each taxpayer, does not affect the appeals filed by Sodexo, which will continue to follow their respective courses. Sodexo do Brasil Comercial believes that it has different and strong enough arguments to ultimately succeed in court on this issue. After consultation with its advisors, Sodexo considers that its chances of success in these proceedings are good and that to date the risk of an outflow of resources associated with the PIS/COFINS credits deducted since 2016 remains unlikely; therefore, no provision has been accounted for in the consolidated financial statements as of August 31, 2024.

### DISPUTE WITH THE FRENCH COMPETITION AUTHORITY

On October 9, 2015, the company Octoplus filed a complaint with the French Competition Authority (*Autorité de la concurrence*) concerning several French meal voucher issuers, including Sodexo Pass France (Pluxee France).

On December 17, 2019, the French Competition Authority ruled against the meal voucher issuers and fined Sodexo Pass France (now Pluxee France), jointly and severally with Sodexo S.A., 126 million euros. This amount was entirely paid by Sodexo Pass France (now Pluxee France) during the previous fiscal years. An asset was recognized as a counterpart of the amounts paid (126 million euros) and reclassified in "Assets held for sale or for distribution" as of August 31, 2023.

Sodexo has lodged an appeal against the decision with the Paris Court of Appeal and the hearing was held on November 18, 2021. On November 16, 2023, the Paris Court of Appeal confirmed the conviction pronounced by the French Competition Authority (*Autorité de la concurrence*). Contesting this decision, Sodexo then lodged an appeal to the final court of Appeals (*Cour de Cassation*), and the proceedings are still underway.

Considering the elements mentioned above, Pluxee France recorded during the first semester of fiscal year 2024 a provision for 126 million euros, reclassified in the "Net profit from discontinued operations" line of the consolidated income statement on February 29, 2024.

The separation agreement entered into in the context of the Pluxee spin-off includes a commitment by Pluxee to indemnify Sodexo for any liability or damages related to the above litigation.

### FRENCH TAX AUDIT

Sodexo S.A. received in December 2021 a notification for a proposed tax reassessment concerning fiscal years 2016, 2017 and 2018. Another proposed adjustment notice was issued by the French tax authorities in December 2022 for fiscal years 2019, 2020 and 2021 in order to replicate certain adjustments it had initiated during the previous tax audit.

After consulting its advisors, the Company updated the risk associated with these procedures considering the ongoing discussions with the tax authorities (see note 9.2).

### OTHER DISPUTES

Group subsidiaries can also be subject to tax audits certain of which may result in reassessments. Main disputes are described above. In each case, the risk is assessed by management and its advisors and any charges deemed probable are recorded as provisions or tax liabilities.

The Group is not aware of any other governmental, judicial or arbitral proceedings which are outstanding or threatened and which may have, or have had in the past 12 months, material effects on the Group's financial position or profitability.

Sodexo is also involved in other legal proceedings arising in the normal course of its business. The Group does not anticipate that any potential related liabilities will in the aggregate be material to its activities or to its consolidated financial position.

## NOTE 11. EQUITY AND EARNINGS PER SHARE

### ACCOUNTING PRINCIPLES AND POLICIES

#### Treasury shares

Sodexo shares held by Sodexo S.A. itself and/or by other Group companies are shown as a reduction in consolidated shareholders' equity at their acquisition cost.

Gains and losses on acquisitions and disposals of treasury shares are recognized directly in consolidated shareholders' equity and do not affect profit or loss for the fiscal year. The gain or loss on a disposal is recognized net of tax.

#### Transactions in non-controlling interests

Changes in non-controlling interests while retaining control are recognized in shareholders' equity. In particular, when additional shares in an entity already controlled by the Group are acquired, the difference between the acquisition cost of the shares and the share of net assets acquired is recognized in equity attributable to equity holders of the parent. The value of the assets and liabilities of the subsidiary (including goodwill) remains unchanged.

#### Commitments to purchase non-controlling interests

As required by IAS 32 "Financial instruments: Presentation", Sodexo recognizes commitments to purchase non-controlling interests as a liability within borrowings in the consolidated statement of financial position. Commitments to purchase non-controlling interests given in connection with business combinations are recognized as follows:

- the liability arising from the commitment is recognized in other borrowings at the present value of the purchase commitment;
- the corresponding non-controlling interests are cancelled; and
- additional goodwill is recognized for the balance.

Subsequently, the financial liability is remeasured at each year-end in accordance with the contractual arrangements (at fair value or at present value if fixed price) and, in the absence of any guidance provided by IFRS, with a counterparty in shareholders' equity.

#### Earnings per share

Earnings per share is calculated by dividing profit for the period by the weighted average number of ordinary shares outstanding during the period, net of treasury shares.

In the calculation of diluted earnings per share, the denominator is increased by the number of potentially dilutive shares, and the numerator is adjusted for all dividends and interest recognized in the period and any other change in income or expenses that would result from conversion of the potentially dilutive shares.

Potential ordinary shares are treated as dilutive if, and only if, their conversion to shares would decrease earnings per share of continuing operations or increase loss per share of continuing operations.

## 11.1 Equity

### 11.1.1 Statement of changes in shareholders' equity

#### Composition of share capital and treasury shares

(number of shares)	AUGUST 31, 2024	AUGUST 31, 2023
Share Capital <sup>(1)</sup>	147,454,887	147,454,887
Treasury shares <sup>(2)</sup>	1,064,010	1,084,126
Outstanding shares	146,390,877	146,370,761

(1) With a par value of 4 euros each.

(2) Treasury shares value of 89 million euros as of August 31, 2024 (93 million euros as of August 31, 2023).

#### Dividends

	FISCAL 2024	FISCAL 2023
Dividends paid (in million euros)	1,373	352
Dividend per share paid (in euros)	9.34	2.40

Sodexo's bylaws confer double voting rights on shares held in registered form for more than four years.

Furthermore, since Fiscal 2013, shares held in registered form for at least four years and still held in that form when the dividend becomes payable, are entitled to a dividend premium equal to 10% of the dividend paid on the other shares. The number of shares

eligible for this dividend premium may not exceed 0.5% of the share capital for any single shareholder.

The Annual Shareholder Meeting on December 5th, 2023 fixed a dividend (before premium) for Fiscal 2023 of 3.10 euros to be fully paid. The dividend payment occurred on December 22, 2023 for a total amount of 456 million euros.

Following the sale of Sofinsod and its 19.6% stake in Bellon SA, it was decided to distribute in full the sale proceeds for an amount of 918 million euros in the form of a special interim dividend of 6.24 euros per share (before premium). This dividend was paid on August 29, 2024.

The Board of Directors meeting on October 23, 2024, has decided to propose to the Annual Shareholders Meeting on December 17, 2024 a dividend (before premium) of 2.65 euros per share for Fiscal 2024, in addition to the dividend already paid in August 2024.

## Other Comprehensive Income

Items recognized directly in Other Comprehensive Income are shown below:

(in million euros)	FISCAL 2024			FISCAL 2023		
	INCREASE/ (DECREASE) DURING THE YEAR, PRE-TAX	INCOME TAX (EXPENSE)/ BENEFIT	INCREASE/ (DECREASE) DURING THE YEAR, NET OF TAX	INCREASE/ (DECREASE) DURING THE YEAR, PRE-TAX	INCOME TAX (EXPENSE)/ BENEFIT	INCREASE/ (DECREASE) DURING THE YEAR, NET OF TAX
Financial assets measured at fair value through other comprehensive income*	186	(6)	180	197	(7)	190
Share of other components of comprehensive income/ (loss) of companies accounted for using the equity method	—	—	—	—	—	—
Remeasurements of net defined benefit obligation	(34)	7	(27)	(104)	39	(65)
Currency translation adjustment	412	—	412	(398)	—	(398)
<b>TOTAL OTHER COMPREHENSIVE INCOME/(LOSS)</b>	<b>564</b>	<b>1</b>	<b>565</b>	<b>(305)</b>	<b>32</b>	<b>(273)</b>
<b>TOTAL OTHER COMPREHENSIVE INCOME/(LOSS) from continued operations</b>	<b>38</b>	<b>1</b>	<b>39</b>	<b>(329)</b>	<b>34</b>	<b>(295)</b>
<b>TOTAL OTHER COMPREHENSIVE INCOME/(LOSS) from discontinued operations</b>	<b>526</b>	<b>—</b>	<b>526</b>	<b>24</b>	<b>(2)</b>	<b>22</b>

\* See note 12.3.

### 11.1.2 Capital management policy

Sodexo takes a long-term view in managing its capital structure, with the objective of ensuring the Group's liquidity, optimizing its financial structure and allowing shareholders to benefit from its strong cash flow generation.

Contributing to decisions made may be objectives for earnings per share or estimated future cash flows, or for balancing various components of the consolidated statement of financial position in order to meet the net debt criteria defined by Group management and communicated to the marketplace.

## 11.2 Earnings per share

The table below presents the calculation of basic and diluted earnings per share:

	FISCAL 2024	FISCAL 2023
<b>Net profit attributable to equity holders of the parent (in million euros)</b>	<b>168</b>	<b>794</b>
Net profit from continued operations attributable to equity holders of the parent (in million euros)	738	560
Net profit from discontinued operations attributable to equity holders of the parent (in million euros)	(570)	234
Basic weighted average number of shares	146,451,943	146,127,620
<b>Basic earnings per share (in euros)</b>	<b>1.15</b>	<b>5.44</b>
Net profit of the year from continuing operations - Group share per share (in euros)	5.04	3.83
Net profit of the year from discontinued operations - Group share per share (in euros)	(3.89)	1.61
Average dilutive effect of free share plans	1,622,069	1,570,255
Diluted weighted average number of shares	148,074,012	147,697,874
<b>Diluted earnings per share (in euros)</b>	<b>1.13</b>	<b>5.38</b>
Net profit of the year from continuing operations - Group share diluted per share (in euros)	4.98	3.80
Net profit of the year from discontinued operations, - Group share diluted per share (in euros)	(3.85)	1.58

## NOTE 12. CASH AND CASH EQUIVALENTS, FINANCIAL ASSETS AND LIABILITIES, AND FINANCIAL INCOME AND EXPENSE

### ACCOUNTING PRINCIPLES

#### Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying non-current asset are included in the cost of that asset. Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying non-current asset are recognized as an expense using the effective interest method.

#### Financial instruments

Financial assets and liabilities are recognized in the statement of financial position on the transaction date, which is the date when Sodexo becomes a party to the contractual provisions of the instrument.

The fair values of financial assets and derivative instruments are generally determined on the basis of quoted market prices, of values resulting from recent transactions or of valuations carried out by the depositary bank.

### FINANCIAL ASSETS

Financial assets are measured and recognized in three main categories:

- **financial assets measured at fair value through other comprehensive income** include investments in non-consolidated entities, which correspond to equity instruments that the Group has irrevocably elected to classify in this category. When an equity instrument is sold, the cumulative fair value adjustment recognized in other comprehensive income is not transferred to the income statement; only dividends are booked in the income statement. For securities listed on an active market, fair value is considered to equal the market value. If no active market exists, the fair value is generally determined based on an appropriate financial criteria for the specific security;
- **financial assets measured at amortized cost** represent debt instruments for which contractual cash flows that are solely payments of principal and interest on the principal amount outstanding and that are held within a business model whose objective is to hold assets to collect contractual cash flows. They include financial and security deposits, and loans to non-consolidated entities. These financial assets are initially recognized at fair value in the statement of financial position and subsequently at amortized cost, using the effective interest rate method. They are impaired to cover the estimated expected credit losses;
- **financial assets at fair value through profit or loss** include marketable securities with maturities greater than three months and other financial assets held for trading and acquired for the purpose of resale in the near term (instruments that are not eligible to be classified as financial assets measured at amortized cost or at fair value through other comprehensive income). These assets are measured at fair value, with changes in fair value recognized in financial income or expense in the income statement.

### DERIVATIVE FINANCIAL INSTRUMENTS

Sodexo's policy is to finance the majority of acquisition costs insofar as possible in the currency of the acquired entity, generally at fixed rates of interest.

Derivative financial instruments are initially recognized at fair value in the statement of financial position. Subsequent changes in the fair value of derivative instruments are recognized in the income statement, except in the case of instruments that qualify as cash flow hedges.

For cash flow hedges, the necessary documentation is prepared at inception and updated at each period end. Gains or losses arising on the effective portion of the hedge are recognized in other comprehensive income, and are not recognized in the income statement until the underlying asset or liability is realized. Gains or losses arising from the ineffective portion of the hedge are recognized in the income statement.

Interest-rate derivatives are also used as fair value hedges (fixed-rate bond swapped for a floating rate). In the case of fair value hedge relationships, the portion of financial liabilities hedged by the interest-rate derivatives are remeasured to the extent of risk hedged. Changes in the value of hedged items are recognized in profit and loss for the period and are offset by symmetrical adjustments in interest-rate derivatives.

The fair value of these derivative instruments is generally determined based on valuations provided by the bank counterparties.

### BANK BORROWINGS AND BOND ISSUES

All borrowings, including bank credit facilities and overdrafts, are initially recognized at the fair value of the amount received less directly attributable transaction costs.

Subsequent to initial recognition, borrowings are measured at amortized cost using the effective interest method. The effective interest rate is the rate that discounts estimated future cash payments or receipts through the expected life of a financial liability to the net carrying amount of that liability. The calculation includes the effects of transaction costs, and of differences between the issue proceeds (net of transaction costs) and reimbursement value.

Amortized cost is equivalent to historical cost (nominal amount) insofar as no significant transaction costs are incurred.

### Cash and cash equivalents

Cash and cash equivalents comprise current bank account balances, cash on hand and short-term cash investments in money-market instruments. These instruments mainly correspond to short-term notes and bonds admitted for trading on regulated markets and bank term deposits have an initial maturity of less than three months at the moment of purchase (or may be withdrawn at any time at a known cash value with no material risk of loss in value) are readily convertible to known amounts of cash and are subject to an insignificant risk of changes in value, and that are held for the purpose of meeting short-term cash commitments.



## 12.1 Financial income and expense

(in million euros)	FISCAL 2024	FISCAL 2023
Gross borrowing cost <sup>(1)</sup>	(137)	(140)
Interest income from cash and cash equivalents	67	72
<b>NET BORROWING COST</b>	<b>(70)</b>	<b>(68)</b>
Interests on lease liabilities <sup>(2)</sup>	(23)	(19)
Net foreign exchange gains/(losses)	(1)	(7)
Net interest cost on net defined benefit plan obligation	(2)	2
Interest income from loans and receivables at amortized cost	15	11
Other financial income	38	7
Other financial expense	(20)	(27)
<b>NET FINANCIAL EXPENSE</b>	<b>(63)</b>	<b>(101)</b>
<b>Of which Financial income</b>	<b>120</b>	<b>90</b>
<b>Of which Financial expense</b>	<b>(183)</b>	<b>(191)</b>

(1) Gross borrowing cost represents interest expense on financial liabilities at amortized cost and interest expense on hedging instruments.

(2) Interests on lease liabilities recognized in accordance with IFRS 16.

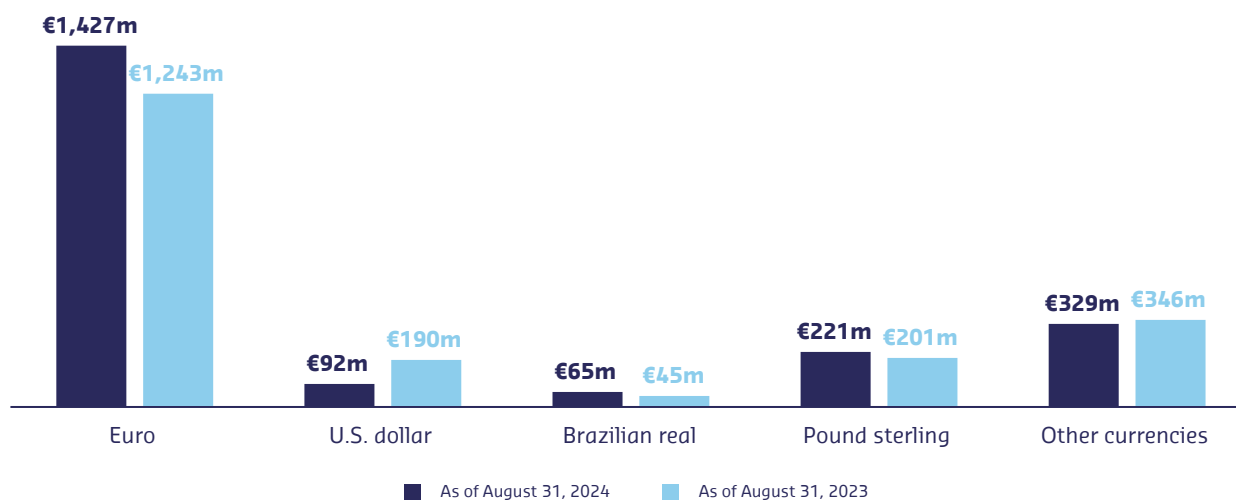
## 12.2 Cash and cash equivalents

(in million euros)	AUGUST 31, 2024	AUGUST 31, 2023
Marketable securities <sup>(1)</sup>	65	34
Cash <sup>(2)</sup>	2,072	1,991
<b>CASH AND CASH EQUIVALENTS</b>	<b>2,137</b>	<b>2,025</b>
Bank overdrafts	(3)	—
<b>CASH AND CASH EQUIVALENTS NET OF BANK OVERDRAFTS</b>	<b>2,134</b>	<b>2,025</b>

(1) Marketable securities only comprise term deposits as of August 31, 2024 and as of August 31, 2023.

(2) Including 15 million euros as of August 31, 2024 (16 million euros as of August 31, 2023) allocated to the liquidity contract signed with an investment services provider, which complies with the Code of conduct drawn up by the French financial markets association (Association française des marchés financiers – AMAFI) and approved by the French securities regulator (Autorité des marchés financiers – AMF), for the purpose of improving the liquidity of Sodexo shares and the regularity of the quotations.

Cash, cash equivalents and overdraft break down as follows by currency:



This currency allocation is presented after clearing the positive and negative positions of the Group's two cash pools with an asset position of 833 million euros and a liability position of less than one million euros as of August 31, 2024.

More than 96% of the Group's cash and cash equivalents is held with A-1+, A-1 or A-2 rated financial institutions.

No significant amount of cash or cash equivalents was subject to any restrictions as of August 31, 2024.

## 12.3 Financial assets

### 12.3.1 Current and non-current financial assets

(in million euros)	AUGUST 31, 2024		AUGUST 31, 2023	
	CURRENT	NON-CURRENT	CURRENT	NON-CURRENT
<b>Investments in non-consolidated companies</b>	—	<b>198</b>	—	<b>925</b>
<b>Receivables from investees</b>	—	<b>75</b>	—	<b>66</b>
Gross Value	—	75	—	66
Impairment	—	—	—	—
<b>Loans and deposits</b>	<b>60</b>	<b>84</b>	<b>69</b>	<b>78</b>
Gross Value	60	113	69	103
Impairment	—	(29)	—	(25)
<b>Derivative financial instruments</b>	<b>1</b>	<b>1</b>	<b>5</b>	<b>2</b>
<b>FINANCIAL ASSETS</b>	<b>61</b>	<b>358</b>	<b>74</b>	<b>1,071</b>
Gross Value	61	387	74	1,094
Impairment	—	(29)	—	(25)

#### PRINCIPAL INVESTMENTS IN NON-CONSOLIDATED COMPANIES

On August 23, 2024, the Group sold Sofinsod, a wholly-owned subsidiary to Bellon SA for an amount of 918 million euros. At that time, Sofinsod held 19,6% of the shares of Bellon SA, valued at 751 million euros at half year end 2024. In accordance with IFRS 9, this financial asset, measured at the fair value through other comprehensive income as from September 1, 2018, was revalued at the time of the disposal to reflect its market value corresponding to the sale price of Sofinsod.

As part of the disposal of its global Childcare activities in France and Spain, on March 11, 2022, the Group acquired a minority stake of

19% in the capital of The Grandir Group (recognized as a non-consolidated investment) and convertible bonds into shares. The carrying value of these assets is estimated at 154 million euros as of August 31, 2024 (147 million euros as of August 31, 2023). These financial assets are, in accordance with IFRS 9, measured at fair value respectively through other comprehensive income (non-recyclable) and through profit or loss (financial).

The method used for determining the fair value of this investment is described in note 12.6 "Financial instruments".

## 12.3.2 Changes in current and non-current financial assets excluding derivative financial instruments

CARRYING AMOUNT (in million euros)	AUGUST 31, 2023	INCREASE/ (DECREASE) DURING THE PERIOD	IMPAIRMENT	CHANGES IN SCOPE OF CONSOLIDATION <sup>(3)</sup>	CHANGE IN FAIR VALUE		CURRENCY TRANSLATION ADJUSTMENT AND OTHER	AUGUST 31, 2024
					INCOME	OCI <sup>(1)</sup>		
Investments in non-consolidated companies <sup>(2)</sup>	925	—	—	(922)	—	193	2	198
Receivables from investees	69	—	—	—	6	—	—	75
Loans and deposits	144	(3)	—	—	—	—	3	144
<b>FINANCIAL ASSETS EXCLUDING FINANCIAL DERIVATIVES INSTRUMENTS</b>	<b>1,138</b>	<b>(3)</b>	<b>—</b>	<b>(922)</b>	<b>6</b>	<b>193</b>	<b>5</b>	<b>417</b>

(1) Other comprehensive income of which fair value revaluation of Bellon SA for 195 million euros.

(2) The scope changes during the fiscal year mainly correspond to the derecognition of Bellon SA shares following the sale of Sofinsod for 918 million euros (see note 12.3.1).

CARRYING AMOUNT (in million euros)	AUGUST 31, 2022	INCREASE/ (DECREASE) DURING THE PERIOD	IMPAIRMENT	RECLASSIFICATIONS IN ASSETS HELD FOR SALE OR FOR DISTRIBUTION <sup>(3)</sup>	CHANGE IN FAIR VALUE		CURRENCY TRANSLATION ADJUSTMENT AND OTHER	AUGUST 31, 2023
					INCOME	OCI <sup>(1)</sup>		
Investments in non-consolidated companies <sup>(2)</sup>	863	1	—	(133)	—	197	(2)	925
Financial assets related to Benefits & Rewards Services activity (Pluxee), including restricted cash <sup>(3)</sup>	1,257	—	—	(1,257)	—	—	—	—
Receivables from investees	79	1	—	—	—	—	(11)	69
Loans and deposits	137	106	(4)	(133)	49	—	(11)	144
<b>FINANCIAL ASSETS EXCLUDING FINANCIAL DERIVATIVE INSTRUMENTS</b>	<b>2,336</b>	<b>108</b>	<b>(4)</b>	<b>(1,523)</b>	<b>49</b>	<b>197</b>	<b>(24)</b>	<b>1,138</b>

(1) Other comprehensive income.

(2) Mainly due to the fair value revaluation of Bellon SA for 181 million euros.

(3) The reclassifications made during the period correspond to the reclassification of Pluxee (ex Benefits & Rewards Services activity) current and non-current financial assets excluding derivative financial instruments in assets held for sale or for distribution (see note 3.2).

## 12.4 Borrowings

Changes in borrowings during Fiscal 2024 and Fiscal 2023 were as follows:

(in million euros)	AUGUST 31, 2023	INCREASES	REPAYMENTS	DISCOUNTING EFFECTS AND OTHER	CURRENCY TRANSLATION ADJUSTMENT	CHANGES IN SCOPE OF CONSOLIDATION	AUGUST 31, 2024
Bond issues	5,501	76	(872)	11	(17)	—	4,699
Private Placements and bank borrowings <sup>(1)</sup>	—	305	(305)	—	—	—	—
Other borrowings	51	—	(35)	(5)	—	(5)	6
<b>TOTAL BORROWINGS EXCLUDING DERIVATIVE FINANCIAL INSTRUMENTS</b>	<b>5,552</b>	<b>381</b>	<b>(1,212)</b>	<b>6</b>	<b>(17)</b>	<b>(5)</b>	<b>4,705</b>
Net fair value of derivative financial instruments <sup>(2)</sup>	36	20	(8)	(10)	(9)	—	29
<b>TOTAL BORROWINGS</b>	<b>5,588</b>	<b>401</b>	<b>(1,220)</b>	<b>(4)</b>	<b>(26)</b>	<b>(5)</b>	<b>4,734</b>

(1) Commercial paper was drawn short term during fiscal year and fully repaid by August 31, 2024.

(2) Including derivative financial instruments of 31 million euros recorded in liabilities as of August 31, 2024 (41 million euros as of August 31, 2023).

(in million euros)	AUGUST 31, 2022	INCREASES	REPAYMENTS	DISCOUNTING EFFECTS AND OTHER	CURRENCY TRANSLATION ADJUSTMENT	CHANGES IN SCOPE OF CONSOLIDATION	RECLASSIFICATIONS IN LIABILITIES DIRECTLY ASSOCIATED WITH ASSETS HELD FOR SALE OR FOR DISTRIBUTION <sup>(2)</sup>	AUGUST 31, 2023
Bond issues	5,600	70	(65)	(8)	(96)	—	—	5,501
Private Placements and bank borrowings <sup>(1)</sup>	1	477	(478)	—	—	—	—	—
Other borrowings	108	—	(5)	(2)	(5)	1	(46)	51
<b>TOTAL BORROWINGS EXCLUDING DERIVATIVE FINANCIAL INSTRUMENTS</b>	<b>5,709</b>	<b>547</b>	<b>(548)</b>	<b>(10)</b>	<b>(101)</b>	<b>1</b>	<b>(46)</b>	<b>5,552</b>
Net fair value of derivative financial instruments <sup>(3)</sup>	33	7	(2)	7	(9)	—	—	36
<b>TOTAL BORROWINGS</b>	<b>5,742</b>	<b>554</b>	<b>(550)</b>	<b>(3)</b>	<b>(110)</b>	<b>1</b>	<b>(46)</b>	<b>5,588</b>

(1) Commercial paper was drawn short term during fiscal year and fully repaid by August 31, 2023.

(2) The reclassification made during the period correspond mainly to the liabilities of Pluxee (ex Benefits & Rewards Services activity) reclassified in liabilities directly associated with assets held for sale or for distribution (see note 3.2).

(3) Including derivative financial instruments of 41 million euros recorded in liabilities as of August 31, 2023 (14 million euros as of August 31, 2022).

## 12.4.1 Borrowings by currency

(in million euros)	FISCAL 2024		FISCAL 2023	
	CURRENT	NON-CURRENT	CURRENT	NON-CURRENT
<b>Bond issues<sup>(1)</sup></b>				
U.S. dollar (USD)	10	1,095	10	1,107
Euro	706	2,591	507	3,586
Pound sterling	1	296	1	290
<b>TOTAL</b>	<b>717</b>	<b>3,982</b>	<b>518</b>	<b>4,983</b>
<b>Private Placements and bank borrowings</b>				
Euro	—	—	—	—
<b>Other borrowings<sup>(2)</sup></b>				
Euro	—	1	8	14
Pound sterling	—	1	6	1
Other currencies	4	—	1	21
<b>TOTAL<sup>(3)</sup></b>	<b>4</b>	<b>2</b>	<b>15</b>	<b>36</b>
<b>BORROWINGS EXCLUDING DERIVATIVE FINANCIAL INSTRUMENTS</b>	<b>721</b>	<b>3,984</b>	<b>533</b>	<b>5,019</b>
Net fair value of derivative financial instruments <sup>(4)</sup>	3	26	3	33
<b>BORROWINGS</b>	<b>724</b>	<b>4,010</b>	<b>536</b>	<b>5,052</b>

(1) Including, as of August 31, 2024, 3,594 million euros bonds issued by Sodexo S.A. and 1,105 million euros bonds issued by Sodexo, Inc.

(2) Accounting at amortized cost is equivalent to accounting at historical cost (principal amount) to the extent that the costs on these loans are not significant.

(3) Of which 2 million euros as of August 31, 2024 (36 million euros as of August 31, 2023) corresponding to liabilities recognized in connection with written put options over non-controlling interests in certain subsidiaries.

(4) Described in note 12.5.

## 12.4.2 Bond issues

(in million)	Principal (in local currency)	Currency	Principal (in euro)	Rate type	Rate	Issuance date	Maturity	Accrued interest (in euro)	Unarmortise d cost	Total (in euro)
Sodexo SA	500	EUR	500	Fixe	2.500%	6/24/2014	6/24/2026	2	—	502
Sodexo SA	600	EUR	600	Fixe	0.750%	10/14/2016	4/14/2027	2	(3)	599
Sodexo SA	200	EUR	200	Fixe	0.750%	8/1/2017	4/14/2027	—	(2)	198
Sodexo SA	250	GBP	297	Fixe	1.750%	6/26/2019	6/26/2028	1	(1)	297
Sodexo SA	700	EUR	700	Fixe	0.750%	4/27/2020	4/27/2025	2	—	702
Sodexo SA	800	EUR	800	Fixe	1.000%	4/27/2020	4/27/2029	3	(6)	797
Sodexo SA	500	EUR	500	Fixe	1.000%	7/17/2020	7/17/2028	1	(2)	499
Sodexo, Inc.	500	USD	451	Fixe	1.634%	4/16/2021	4/16/2026	3	—	454
Sodexo, Inc. <sup>(1)(2)</sup>	714	USD	644	Fixe	2.718%	4/16/2021	4/16/2031	7	—	651
<b>TOTAL</b>			<b>4,692</b>					<b>21</b>	<b>(14)</b>	<b>4,699</b>

(1) Of which 125 million euros covered by a swap indexed to LIBOR and 250 million dollars covered by an interest rate swap indexed to SOFR rates. The interest rate applicable to these swaps was 6.69% as of August 31, 2024.

(2) The principal corresponds to the revalued value of the bond and the associated swap as of August 31, 2023. The historical value of the bond is 750 million US dollars.

The coupon from bonds issued by Sodexo S.A. is payable each year on their anniversary date. The coupon from bonds issued by Sodexo, INC. is payable twice a year on April 16 and October 16.

The reduction in the nominal amount of the Group's bonds during the 2024 financial year by 800 million euros is explained by the repayments made by Sodexo SA:

- in advance of the 300 million euro bond issued on May 22, 2018 (maturing in May 2025 and bearing interest at an annual rate of 1.125%) on November 10, 2023
- at maturity of the 500 million euro bond (repayable at par on January 17, 2024 and bearing interest at an annual rate of 0.5%).

As a reminder, in July 2023, the Company launched a consent solicitation process in respect of its 4.4 billion euros of outstanding Euro and Sterling bonds, in order to obtain approval to proceed with the spin-off of Pluxee (the Benefits & Rewards Services activity). The proposal was approved for 7 of the 8 bond series. The consent solicitation for the 300 million euros 1.125% Notes due May 22, 2025 (the "May 2025 Notes") was terminated and, on October 25, 2023, the Board of Directors resolved to redeem the May 2025 Notes and to publish the notice of early redemption on October 26, 2023. As a result, Sodexo redeemed the full principal amount of the outstanding May 2025 Notes on November 10, 2023.

None of the bond issues include any financial covenants.

### 12.4.3 Other borrowings

#### 12.4.3.1 CREDIT FACILITIES

##### July 2011 multi-currency confirmed credit facility

On July 18, 2011, Sodexo S.A. contracted a multi-currency credit facility for a maximum of 600 million euros plus 800 million U.S. dollars, with an original maturity date of July 18, 2016. This facility has been amended on a number of occasions with the most recent amendment being in July 2024 (see note 1.4) with a new maturity date of July 2029, with two options to extend the maturity by one year each, up to July 3031. There is now one overall facility limit of 1,750 million euros that can be drawn in euro, U.S dollars and pound

sterling. As part of the 2024 amendment, all three existing bilateral lines were cancelled and merged into this one credit facility.

The previous amendment also incorporated a sustainability clause that linked the credit facility cost to Sodexo's ability to comply with its public commitment to reduce its food waste by 50% by 2025. This clause remains in the current facility up to 2025 and there is a rendezvous clause in the most recent amendment that ensures that Sodexo will update their commitments after 2025 and continue to link their public ESG commitments to the credit facility.

Amounts drawn on this facility carry floating interest indexed to EURIBOR, SOFR and SONIA rates. This credit facility is not subject to any covenants.

No amounts had been drawn down on the facility as of either August 31, 2024, nor as of August 31, 2023.

#### 12.4.3.2 COMMERCIAL PAPER

Borrowings under the Sodexo S.A. and Sodexo Finance commercial paper programs are nil as of August 31, 2024 and of August 31, 2023.

#### 12.4.4 Interest rates

In order to comply with the Group's financing policy, substantially all borrowings are long term and at fixed interest rates.

As of August 31, 2024, 94% of the Group's borrowings were at a fixed rate. The average rate of interest as of the same date was 1.8%.

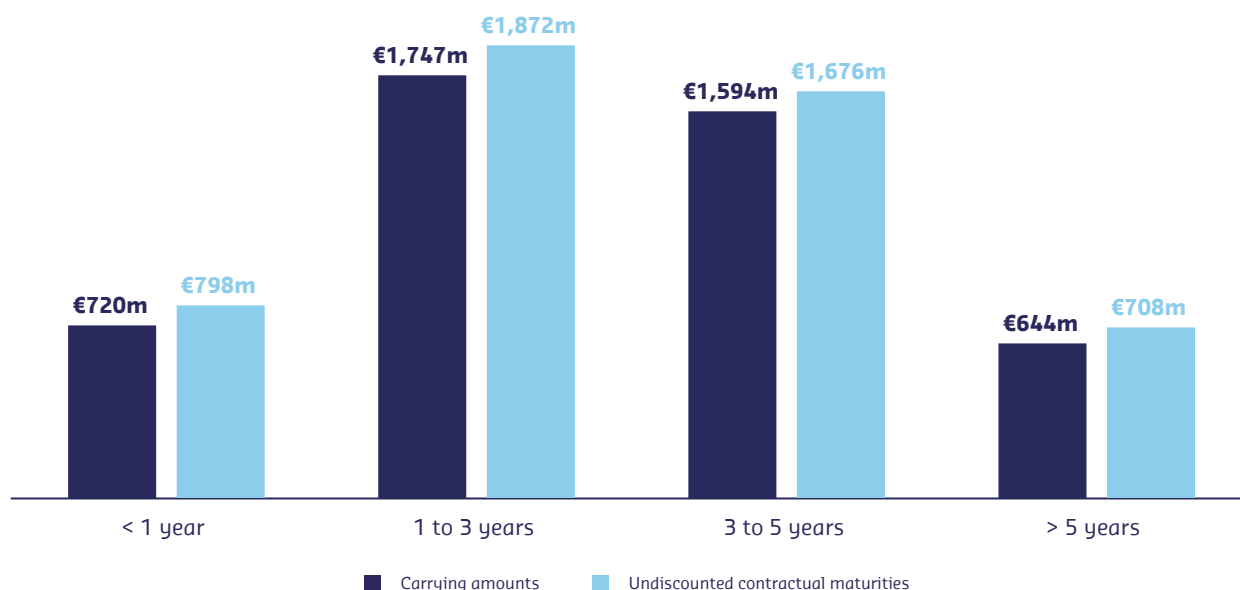
As of August 31, 2023, 95% of the Group's borrowings were at a fixed rate. The average rate of interest as of the same date was 1.7%.

The bond issues and borrowings from financial institutions described above include customary early redemption clauses. These clauses include cross-default and change-in-control clauses which apply to all of the borrowings.



## 12.4.5 Maturity of borrowings

Borrowings excluding derivative financial instruments as of August 31, 2024



Borrowings excluding derivative financial instruments as of August 31, 2023



For borrowings expressed in a foreign currency, amounts are translated at the fiscal year-end closing rate.

Maturities include interest accrued as of the period end. Credit facility renewal rights are taken into account to determine the maturities.

The undiscounted contractual maturities include payment of future interest not due yet.

## 12.5 Derivative financial instruments

The fair values of Sodexo's derivative financial instruments are as follows:

DERIVATIVE FINANCIAL INSTRUMENTS (in million euros)		IFRS CLASSIFICATION	AUGUST 31, 2024	AUGUST 31, 2023
<b>Currency derivatives instruments</b>			<b>1</b>	<b>4</b>
Assets		Trading	2	5
Liabilities		Trading	(1)	(1)
<b>Interest derivatives instruments*</b>			<b>(30)</b>	<b>(40)</b>
Assets		Fair value hedge	—	—
Liabilities		Fair value hedge	(30)	(40)
<b>NET DERIVATIVE FINANCIAL INSTRUMENTS</b>			<b>(29)</b>	<b>(36)</b>

\* Correspond to the floating-rate swaps on fixed-rate bonds issued by Sodexo, Inc. described in note 12.4.2.

The face value and fair value of currency derivatives instruments and cross-currency swaps are as follows by maturity:

(in million euros)	AUGUST 31, 2024				AUGUST 31, 2023			
	LESS THAN 1 YEAR	1 TO 5 YEARS	MORE THAN 5 YEARS	TOTAL	LESS THAN 1 YEAR	1 TO 5 YEARS	MORE THAN 5 YEARS	TOTAL
<b>Currency instruments</b>								
<b>Currency lender positions</b>	<b>1</b>	<b>73</b>	<b>—</b>	<b>74</b>	<b>—</b>	<b>5</b>	<b>55</b>	<b>60</b>
Pound sterling/Euro	1	60	—	61	—	—	—	—
Hong Kong Dollar/Euro	—	13	—	13	—	—	—	—
Polish zloty/Euro	—	—	—	—	—	—	—	—
Other	—	—	—	—	—	5	55	60
<b>Currency borrower positions</b>	<b>(16)</b>	<b>(26)</b>	<b>—</b>	<b>(42)</b>	<b>(9)</b>	<b>(48)</b>	<b>(3)</b>	<b>(60)</b>
Australian dollar/Singapore Dollar	(13)	—	—	(13)	—	—	—	—
Australian dollar/Euro	—	(13)	—	(13)	—	—	—	—
Hong Kong Dollar/Euro	(2)	(4)	—	(6)	—	—	—	—
Other	(1)	(9)	—	(10)	(9)	(48)	(3)	(60)
<b>TOTAL FACE VALUE</b>	<b>(15)</b>	<b>47</b>	<b>—</b>	<b>32</b>	<b>(9)</b>	<b>(43)</b>	<b>52</b>	<b>—</b>
<b>Interests instruments</b>								
Floating-rate swaps	(3)	—	(24)	(27)	(3)	—	(37)	(40)
<b>TOTAL FACE VALUE</b>	<b>(3)</b>	<b>—</b>	<b>(24)</b>	<b>(27)</b>	<b>(3)</b>	<b>—</b>	<b>(37)</b>	<b>(40)</b>
<b>Derivatives fair value</b>	<b>(2)</b>	<b>(3)</b>	<b>(24)</b>	<b>(29)</b>	<b>(3)</b>	<b>4</b>	<b>(37)</b>	<b>(36)</b>

The face value represents the nominal value of currency hedging instruments, including amounts related to forward agreements. Foreign currency amounts are translated at fiscal year-end closing rates.

## 12.6 Financial instruments per category

The table below presents the categories of financial instruments, their carrying amount and their fair value, by item in the consolidated statement of financial position.

The fair value hierarchy used in classifying financial instruments is provided for in IFRS 13 "Fair value measurement" as defined in note 2.3.

FINANCIAL ASSETS (in million euros)	CATEGORY	NOTE	AUGUST 31, 2024		FAIR VALUE LEVEL			
			CARRYING AMOUNT	FAIR VALUE	LEVEL 1	LEVEL 2	LEVEL 3	TOTAL
Marketable securities	Cash equivalents	12.2	65	65	65	—	—	65
Trade and other receivables <sup>(1)</sup>	Financial assets at amortized cost	4.3	3,509	3,509	—	—	—	—
Other financial assets <sup>(2)</sup>	Financial assets at fair value through other comprehensive income	12.3	198	198	—	—	198	198
	Financial assets at amortized cost	12.3	164	164	—	—	—	—
	Financial assets at fair value through profit or loss	12.3	55	55	—	—	55	55
Derivative financial instrument assets	Derivative financial instrument	12.5	2	2	—	2	—	2

(1) Correspond to the sum of Trade receivables, Other operating receivables & Other receivables in the note 4.3.1.

(2) Correspond to the sum of current and not current financial assets excluded derivatives financial instrument in the note 12.3.2.

FINANCIAL LIABILITIES (in million euros)	CATEGORY	NOTE	AUGUST 31, 2024		FAIR VALUE LEVEL			
			CARRYING AMOUNT	FAIR VALUE	LEVEL 1	LEVEL 2	LEVEL 3	TOTAL
Bond issues <sup>(1)</sup>	Financial liabilities at amortized cost	12.4	4,699	4,406	—	—	—	—
Other borrowings	Financial liabilities at fair value (through equity) <sup>(2)</sup>	12.4	2	2	—	—	2	2
	Financial liabilities at amortized cost	12.4	4	4	—	—	—	—
Trade and other payables	Financial liabilities at amortized cost	4.3	4,648	4,648	—	—	—	—
Derivative financial instrument liabilities	Derivative financial instrument	12.5	31	31	—	31	—	31

(1) Fair value is calculated on the basis of listed bond prices as of August 31, 2024.

(2) Put options over non-controlling interests.

FINANCIAL ASSETS (in million euros)	CATEGORY	NOTE	AUGUST 31, 2023		FAIR VALUE LEVEL			
			CARRYING AMOUNT	FAIR VALUE	LEVEL 1	LEVEL 2	LEVEL 3	TOTAL
Marketable securities	Cash equivalents	12.2	34	34	34	—	—	34
Restricted cash and financial assets related to the Benefits & Rewards Services activity (Pluxee)	Financial assets at amortized cost	12.3	855	855	—	—	—	—
	Financial assets at fair value through profit or loss	12.3	465	465	465	—	—	465
Trade and other receivables	Financial assets at amortized cost	4.3	3,339	3,339	—	—	—	—
Other financial assets	Financial assets at fair value through other comprehensive income	12.3	925	925	—	—	925	925
	Financial assets at amortized cost	12.3	151	151	—	—	—	—
	Financial assets at fair value through profit or loss	12.3	62	62	—	—	62	62
Derivative financial instrument assets	Derivative financial instrument	12.5	5	5	—	5	—	5

FINANCIAL LIABILITIES (in million euros)	CATEGORY	NOTE	AUGUST 31, 2023		FAIR VALUE LEVEL			
			CARRYING AMOUNT	FAIR VALUE	LEVEL 1	LEVEL 2	LEVEL 3	TOTAL
Bond issues <sup>(1)</sup>	Financial liabilities at amortized cost	12.4	5,501	5,018	—	—	—	—
Other borrowings	Financial liabilities at fair value (through equity) <sup>(2)</sup>	12.4	36	36	—	—	36	36
	Financial liabilities at amortized cost	12.4	15	15	—	—	—	—
Trade and other payables	Financial liabilities at amortized cost	4.3	4,540	4,540	—	—	—	—
Vouchers payable <sup>(3)</sup>	Financial liabilities at amortized cost	3.2	3,509	3,509	—	—	—	—
Derivative financial instrument liabilities	Derivative financial instrument	12.5	41	41	—	41	—	41

(1) Fair value is calculated on the basis of listed bond prices as of August 31, 2023.

(2) Put options over non-controlling interests.

(3) Liabilities from Pluxee activity (ex Benefits & Rewards Services activity) reclassified in Liabilities directly associated with assets held for sale or for distribution (see note 3.2).

There were no transfers between the various fair value hierarchy levels between Fiscal 2023 and Fiscal 2024.

### FAIR VALUE LEVEL 3

#### • VALUATION BELLON SA SHARES

Until August 23, 2024, the Group held, through its wholly-owned subsidiary Sofinsod, a 19,6% stake in Bellon SA, a company that controls Sodexo S.A. with 42,8% of its shares and 58,0% of its voting rights exercisable on August 31, 2024. This shareholding didn't give Sodexo significant influence over Bellon SA, as voting rights attached to these Bellon SA shares could not be exercised by Sofinsod, in accordance with the provisions of article L.233-31 of French *Code de commerce*.

Before the sale, in accordance with IFRS 9, the Group assessed this investment at its fair value, determined in accordance with IFRS 13. The valuation of the fair value of the investment depended, among other things, on the revalued Net Asset Value (NAV) of Bellon SA (limited debt and detention of two assets : initially the shares of Sodexo S.A. and since February 1, 2024 the shares of Pluxee N.V.). These shares were valued at their closing share price for the calculation of the NAV of Bellon SA.

The bylaws of Bellon SA include a clause which restricts the sale of Bellon SA shares to non-shareholder third parties, subject to the prior approval of its Supervisory Board. Mr. and Mrs. Pierre Bellon and their children entered into an agreement in June 2015 to prevent their direct descendants from freely disposing of their Bellon SA shares for 50 years.

These specific characteristics imply very limited liquidity for the shares that Sofinsod holds in Bellon SA. The valuation method used by management (Level 3 of the hierarchy defined by IFRS 13) incorporates this illiquidity on the one hand, as well as all of the characteristics of the holding's ownership structure, on the other hand. This method results in a discount to net asset value on Bellon SA estimated at 40% as of August 31, 2023. .

As of August 23, 2024, the Group sold its subsidiary Sofinsod, which holds only one asset on its balance sheet : a 19.6% stake in Bellon SA valued at 918 million euros. These financial assets were reassessed at their market value corresponding to the sale price of 918 million euros, and the change since the beginning was recorded in other non recyclable items of comprehensive income. Its fair value was assessed to 722 million euros as of August 31, 2023 and to 751 million euros as of February 29<sup>th</sup>, 2024.

• **VALUATION OF OTHER INVESTMENTS IN NON-CONSOLIDATED COMPANIES AND CONVERTIBLE BOND INTO SHARES**

The fair value of the capital investment held in the form of ordinary shares which are not listed on an active market (financial assets measured at fair value (level 3) through other comprehensive income) was estimated either based on the enterprise value assessed by applying a discounted cash flow method using available financial forecasts, either based on previous transaction prices or using the peer multiple method. The fair value of the convertible bonds into shares was determined by updating the financial flows with the market rate determined on August 31, 2024, and by adding the optional component estimated using a financial option valuation method based on Black-Scholes-Merton formula.

The Group has carried out sensitivity analysis of the fair value of significant investments and of the convertible bonds to main financial and operational assumptions used:

- the sensitivity of the fair value of the ordinary shares to a fluctuation of 50 basis points in the discounted rate is -18 million euros (increase in rate) and +20 million euros (decrease in rate);
- the sensitivity of the fair value of the ordinary shares to a fluctuation of 50 basis points in the long-term growth rate is -16 million euros (decrease in rate) and +18 million euros (increase in rate);
- the sensitivity of the fair value of the ordinary shares to a fluctuation of 50 basis points in EBITDA margin on the explicit forecast period and normative free cash flow the discounted rate is +/-12 million euros;
- the sensitivity of the fair value of the convertible bonds into shares to a fluctuation of 100 basis points in the interest market rate is +/-4 million euros.

## NOTE 13. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICY

The Group policies and procedures adopted by the Board of Directors, the Group Chairwoman and Chief Executive Officer, and the Group Chief Financial Officer are designed to prevent speculative positions. Furthermore, under them:

- substantially all borrowings must be at fixed rates of interest, or converted to fixed-rate using hedging instruments;
- in the context of financing policy, foreign exchange risk on loans to subsidiaries must be hedged;
- the maturity of hedging instruments must not exceed the maturity of the borrowings they hedge.

### 13.1 Analysis of sensitivity to interest rates

As of August 31, 2024, an increase or a decrease in interest rates would have had no material impact on profit before tax or on shareholders' equity as 94% of all liabilities at those dates were at a fixed rate of interest (95% as of August 31, 2023).

### 13.2 Analysis of sensitivity to foreign exchange rates and exchange rate exposures on principal currencies

Because Sodexo has operations in 45 countries, all components of the financial statements are influenced by foreign currency translation effects, and in particular by fluctuations in the U.S. dollar. However, exchange rate fluctuations do not generate any operational risk, because each of the Group's subsidiaries invoices its revenues and incurs its expenses in the same currency.

Sodexo S.A. uses derivative instruments to manage the Group's risk exposure resulting from the volatility of exchange rates.

#### SENSITIVITY TO EXCHANGE RATES

IMPACT OF A 10% APPRECIATION OF THE EXCHANGE RATE OF THE FOLLOWING CURRENCIES AGAINST THE EURO (in million euros)	AUGUST 31, 2024				AUGUST 31, 2023			
	IMPACT ON REVENUES	IMPACT ON OPERATING PROFIT	IMPACT ON PROFIT BEFORE TAX	IMPACT ON SHAREHOLDERS' EQUITY	IMPACT ON REVENUES	IMPACT ON OPERATING PROFIT	IMPACT ON PROFIT BEFORE TAX	IMPACT ON SHAREHOLDERS' EQUITY
U.S. dollar	1,057	69	43	217	997	58	38	219
Brazilian real	101	6	5	33	101	7	5	79
Pound sterling	196	13	15	65	185	13	16	66

### 13.3 Exposure to liquidity risk

The nature of the Group's bank borrowings and bond issues as of August 31, 2024, is described in detail in note 12.4.

As of August 31, 2024, 100% of the Group's consolidated borrowings were raised on capital markets (same as of August 31, 2023). The

maturity dates of the main borrowings range between Fiscal 2025 and Fiscal 2032 (see note 12.4.5). The maturity date of the lease liabilities is detailed in note 7.1. So as to insure liquidity, the Group has at its disposal confirmed and undrawn credit lines (see note 12.4.3).

## 13.4 Exposure to counterparty risk

Exposure to counterparty risk is limited to the carrying amount of financial assets.

Group policies and procedures are to manage and spread counterparty risk. For derivative financial instruments, each transaction with a bank is required to be based on a master contract modelled on the standard contract issued by the French Bankers' Association (AFB) or the International Swaps and Derivatives Association (ISDA).

Counterparty risk relating to client accounts receivable is immaterial. Given the Group's geographic and segment spread, there is no concentration of risk on past due individual receivables for which no provision has been recorded. Due to the degradation in the economic environment resulting from the Covid-19 pandemic, the Group has reinforced its credit risk tracking.

Thus, the Group did not record any significant change in the impacts related to the proven financial failures of its customers during the year. The net carrying amount of overdue receivables amounts to 533 million euros, of which 21 million are beyond 12 months (1% of total net accounts receivable as of August 31, 2024, same as of August 31, 2023).

The main counterparty risk is bank-related. The Group has limited its exposure to counterparty risk by diversifying its investments and limiting the concentration of risk held by each of its counterparties. Transactions are conducted with highly creditworthy counterparties taking into consideration country risk. The Group has instituted a regular reporting of the risk spread between counterparties and of their quality.

To reduce this risk further, the Group has an international cash pooling mechanism between its main subsidiaries (with a netting facility), reducing the amount of liquidity held by third parties by concentrating it in the Group's financial holding companies.

The maximum counterparty represents approximately 34% of the Group's operating cash (excluding restricted cash and financial assets related to the Benefits & Rewards Services activity) and is with a banking group whose rating is A-1 (compared to around 23% as of August 31, 2023).

## NOTE 14. OTHER INFORMATION

### 14.1 Subsequent events

The Group has not identified any significant event.

### 14.2 Commitments and contingencies

#### 14.2.1 Sureties

Commitments arising from surety arrangements (pledges, charges secured against plant and equipment, and real estate mortgages) contracted by Sodexo S.A. and its subsidiaries in connection with operating activities during Fiscal 2024 are not material.

#### 14.2.2 Other commitments given

##### ACCOUNTING PRINCIPLES

The performance bonds given to clients relate to around fifteen sub-contracting contracts, where the Group considers that it may be exposed to indemnity payments if it is unable to fulfill the service obligation. These bonds are subject to regular review by the management of the business unit and a provision is recorded as soon as payment under a bond becomes probable. For all other contracts with a performance bond, Sodexo considers that it can deploy the additional resources needed to avoid paying compensation under the bond.

The Group also has performance obligations to clients but regards these as having the essential features of a performance guarantee rather than an insurance contract designed to compensate the client in the event of non-fulfillment of the service obligation (compensation is generally due only where Sodexo is unable to provide alternative or additional resources to fulfill the obligation to the client).

(in million euros)	AUGUST 31, 2024			AUGUST 31, 2023	
	LESS THAN 1 YEAR	1 TO 5 YEARS	MORE THAN 5 YEARS	TOTAL	TOTAL
Financial guarantees to third parties	—	8	73	81	80
Site management commitments	—	—	—	—	—
Performance bonds given to clients	28	—	142	170	168
Other commitments	24	41	48	113	104
<b>TOTAL OTHER COMMITMENTS GIVEN</b>	<b>52</b>	<b>49</b>	<b>263</b>	<b>364</b>	<b>352</b>

Given its size and geographical reach, Sodexo considers itself capable of providing the additional resources required to avoid paying compensation to clients protected by such clauses.

The "Other commitments" line mainly includes the 10-year guarantee given by Sodexo S.A. in December 2021 to the Trustee of the UK pension plan (*i.e.*, until December 2031), for a maximum of 40 million pounds Sterling as of August 31, 2024, in order to cover Sodexo UK's obligations in connection with the plan.



## 14.3 Related parties

### 14.3.1 Principal shareholder

As of August 31, 2024, Bellon SA held 42,8% of the capital of Sodexo and 58,0% of the exercisable voting rights.

The expense recognized in Fiscal 2024 under an assistance and advisory services contract between Bellon SA and Sodexo S.A. amounts to 5,1 million euros (4.8 million euros in Fiscal 2023).

Sodexo S.A. paid a dividend of 589 million euros during Fiscal 2024, including the full distribution of gain from Sofinsod disposal to Bellon SA in the form of a special interim dividend (see note 1.2 and 11.1.1).

The Group received dividends of 8 million euros from Bellon SA during Fiscal 2024.

### 14.3.2 Associates and Joint Ventures

The transaction flows and amounts in the consolidated financial statements are not material for Fiscal 2024. Other transactions with related companies comprise advanced loans, commercial transactions, and off-balance sheet commitments involving associates.

(in million euros)	AUGUST 31, 2024			AUGUST 31 2023
	GROSS AMOUNT	IMPAIRMENT	CARRYING AMOUNT	CARRYING AMOUNT
Loans	58	—	58	53
<b>OFF-BALANCE SHEET COMMITMENTS</b>				
			AUGUST 31, 2024	AUGUST 31 2023
Financial guarantees to third parties*			—	80
Performance bonds given to clients			170	168
<b>TRANSACTIONS</b>				
			FISCAL 2024	FISCAL 2023
Revenues			356	324
Operating expenses			(13)	(5)
Financial income and expense, net			1	1

\* There were no financial guarantees to third parties during the 2024 financial year.

## 14.4 Scope of consolidation

The main companies consolidated as of August 31, 2024, and presented in the table below together represent over 80% of consolidated revenues, operating profit, profit for the period attributable to equity holders of the parent, and shareholders' equity. The other entities individually represent less than 0.6% of each of these items.

The first column shows the percentage interest held by the Group, and the second column the percentage of voting rights held by the Group. Percentage interests and percentage of voting rights are only shown if less than 97%.

If any, companies newly consolidated during the year are indicated by the letter "N".

	% INTEREST	% VOTING RIGHTS	PRINCIPAL ACTIVITY	COUNTRY
<b>France</b>				
Sodexo S.A.			<i>Holding</i>	France
Sodexo Entreprises			On-site	France
Sodexo Santé Médico Social			On-site	France
Société Française de Restauration et Services			On-site	France
Sogeres			On-site	France
Sodexo Sports et Loisirs			On-site	France
Société d'Exploitation des Vedettes Paris Tour Eiffel (SEVPTÉ)			On-site	France
Sodexo Energie et Maintenance			On-site	France
LENOTRE S.A.			On-site	France
<b>Americas</b>				
Sodexo do Brasil Comercial SA			On-site	Brazil
Sodexo S.A.S.			On-site	Colombia
Sodexo Canada Ltd			On-site	Canada
Sodexo Chile SpA			On-site	Chile
Sodexo Mexico SA de CV			On-site	Mexico
Sodexo, Inc.			On-site	United States
Centerplate Ultimate Holdings, Corp.			On-site	United States
Sodexo Global Services, LLC			<i>Holding</i>	United States
Sodexo Peru SAC			On-site	Peru
<b>Europe</b>				
Sodexo Services GmbH			On-site	Germany
Sodexo Beteiligungs BV & Co. KG			On-site	Germany
GA-tec Gebäude und Anlagentechnik GmbH			On-site	Germany
Sodexo Services Solutions Austria GmbH			On-site	Austria
Sodexo Belgium SA			On-site	Belgium
Sodexo Iberia SA			On-site	Spain
Novae Restauration SA			On-site	Switzerland
Sodexo Italia SpA			On-site	Italy
Sodexo Nederland BV			On-site	Netherlands
Sodexo Ltd			On-site	United Kingdom
Sodexo Global Services UK Ltd			<i>Holding</i>	United Kingdom
Sodexo Luxembourg SA			On-site	Luxembourg
Sodexo Finances USD Ltd			<i>Holding</i>	United Kingdom
Sodexo Holdings Ltd			On-site	United Kingdom
Sodexo Finance Designated Activity Company			<i>Holding</i>	Ireland
Sodexo Ireland Ltd			On-site	Ireland
Sodexo Remote Sites Scotland Ltd			On-site	United Kingdom
Sodexo AB			On-site	Sweden
<b>Asia, Pacific, Middle East, Africa</b>				
Sodexo Remote Sites Australia Pty Ltd			On-site	Australia
Sodexo India Services Private LTD			On-site	India
Sodexo (China) Enterprise Management Sces Co., Ltd			On-site	China
Sodexo Management Company Ltd Shanghai			On-site	China
Sodexo Singapore PTE Ltd			On-site	Singapore
Kelvin Catering Services (Emirates) LLC	49 %	49 %	On-site	United Arab Emirates

## 14.5 Auditors' fees

(in million euros excluding VAT)	EY				KPMG			
	Ernst & Young		NETWORK		KPMG SA		NETWORK	
	AMOUNT	%	AMOUNT	%	AMOUNT	%	AMOUNT	%
<b>Audit of individual company financial statements and consolidated financial statements</b>								
Issuer	1.0	61%	n/a	n/a	0.8	32%	n/a	n/a
Consolidated subsidiaries	—	—%	2.4	74%	1.2	48%	3.0	97%
<b>TOTAL AUDIT SERVICES</b>	<b>1.0</b>	<b>61%</b>	<b>2.4</b>	<b>74%</b>	<b>2.0</b>	<b>80%</b>	<b>3.0</b>	<b>97%</b>
<b>Other services</b>								
Issuer	0.6	39%	0.0	0%	0.5	20%	—	0%
Consolidated subsidiaries	0.0	0%	0.9	26%	0.0	0%	0.1	3%
<b>TOTAL OTHER SERVICES</b>	<b>0.6</b>	<b>39%</b>	<b>0.9</b>	<b>26%</b>	<b>0.5</b>	<b>20%</b>	<b>0.1</b>	<b>3%</b>
<b>TOTAL FEES</b>	<b>1.6</b>	<b>100%</b>	<b>3.3</b>	<b>100%</b>	<b>2.5</b>	<b>100%</b>	<b>3.1</b>	<b>100%</b>

Services other than the certification of accounts provided by Ernst & Young Audit and its network to the issuer and consolidated subsidiaries mainly consist of due diligence carried out in the context of the declaration of non-financial performance, tax compliance engagements outside of France (notably in the US), and due diligence in the context of agreed-upon procedures.

Services other than the certification of accounts provided by KPMG SA to the consolidating entity mainly consist of professional services in the context of the non-financial performance; services other than the certification of accounts provided by its network to the consolidated subsidiaries mainly consist of professional services in the context of agreed upon procedures, issuance of attestations and tax compliance services.

## 4.3 Supplemental information and condensed Group organization chart

### 4.3.1 Financial ratios

		FISCAL 2024	FISCAL 2023 <sup>(2)</sup>
Gearing ratio	Borrowings (1) – operating cash (2) Shareholders' equity and non-controlling interests	68.5%	64.1%
Net debt ratio	Borrowings (1) – operating cash (2) Underlying EBITDA (underlying operating profit before Interest, Taxes, Depreciation and Amortization) (3)	1.7	2.2
Debt coverage	Borrowings Operating cash flow <sup>(1)</sup>	3,5 years	4,4 years
Financial independence	Long-term borrowings Shareholders' equity and non-controlling interests	105.6%	111.0%
Return on equity	Profit attributable to equity holders of the parent Equity attributable to equity holders of the parent (before profit for the period)	20.4%	21.2%
ROCE (Return on capital employed)	Underlying operating profit after tax (4) Average capital employed (5)	12.9%	11.3%
Interest cover	Operating profit Net borrowing cost	14.8	11.5

(1) Operating cash flow as determined in the fiscal year activity report in the note 3.3 (chapter 3 of URD) for fiscal 204 and 2023.

(2) For Fiscal 2023, indicators were calculated from adjusted balance sheet (see note 3.3.2 in the fiscal year activity report for further details).

Financial ratios have been computed based on the following key indicators:

(in million euros)		FISCAL 2024	FISCAL 2023 adjusted
(1) Borrowings <sup>(1)</sup>	Long-term borrowings	4,011	5,056
	+ Short-term borrowings	725	537
	- Derivative financial instruments recognized as assets	(2)	(5)
	<b>BORROWINGS</b>	<b>4,734</b>	<b>5,588</b>
(2) Operating cash	Cash and cash equivalents	2,137	2,025
	Pluxee deposits	—	(570)
	Loans with Pluxee	—	1,215
	- Bank overdrafts	(3)	—
	<b>OPERATING CASH</b>	<b>2,134</b>	<b>2,670</b>
(3) Underlying EBITDA	Underlying operating profit	1,109	976
	+ Depreciation and amortization	434	422
	+ Client investment amortization	135	140
	- Lease payments	(189)	(203)
	<b>UNDERLYING EBITDA (UNDERLYING OPERATING PROFIT BEFORE DEPRECIATION AND AMORTIZATION)</b>	<b>1,489</b>	<b>1,335</b>
(4) Underlying operating profit after tax	Underlying operating profit	1,109	976
	Underlying Effective tax rate <sup>(4)</sup>	26.0%	25.7%
	<b>UNDERLYING OPERATING PROFIT AFTER TAX</b>	<b>821</b>	<b>725</b>
(5) Average capital employed <sup>(2)</sup>	Property, plant and equipment	531	504
	+ Right-of-use assets relating to leases	730	829
	+ Leases liabilities	(780)	(873)
	+ Goodwill	5,566	5,758
	+ Other intangible assets	442	475
	+ Client investments	700	677
	+ Working capital excluding restricted cash and financial assets of Pluxee(ex Benefits & Rewards Services activity)	(916)	(1,031)
	+ Impact of assets held for sale net of liabilities <sup>(3)</sup>	79	72
	<b>AVERAGE CAPITAL EMPLOYED</b>	<b>6,352</b>	<b>6,410</b>

(1) The Group does not believe the accounting treatment introduced by IFRS 16 modifies the operating nature of its lease transactions. Accordingly, to ensure the Group's performance measures continue to best reflect its operating performance, the Group considers repayments of lease liabilities as operating items impacting the Free cash flow, which integrates all lease payments (fixed or variable). Consistently, the lease liabilities are not included in Net debt.

(2) Average capital employed between the beginning and the end of the period.

(3) Reinstatement of the capital employed of the entity Denali Universal, LLC in United States which gave rise to classification in assets held for sale and related liabilities as of August 31, 2024, and Homecare Services as of August 31, 2023. .

(4) Below the underlying effective tax rate calculation:

(in million euros)	FISCAL 2024			FISCAL 2023		
	PROFIT BEFORE TAX EXCLUDING SHARE OF PROFIT OF COMPANIES ACCOUNTED FOR USING THE EQUITY METHOD	INCOME TAX	RATE	PROFIT BEFORE TAX EXCLUDING SHARE OF PROFIT OF COMPANIES ACCOUNTED FOR USING THE EQUITY METHOD	INCOME TAX	RATE
<b>EFFECTIVE</b>	<b>983</b>	<b>(249)</b>	<b>25.4%</b>	<b>737</b>	<b>(181)</b>	<b>24.6%</b>
<i>Adjustments:</i>						
Restructuring costs	69	(18)		47	(12)	
Impairment losses and amortization of intangible assets relating to client relationships and trademarks	35	(9)		36	(9)	
Recognition of deferred taxes	—	(71)		—	(7)	
Others	(45)	77		60	(17)	
<b>UNDERLYING</b>	<b>1,041</b>	<b>(270)</b>	<b>26.0%</b>	<b>880</b>	<b>(226)</b>	<b>25.7%</b>



## 4.3.2 Two-year financial summary

(in million euros, unless otherwise indicated)

	FISCAL 2024	FISCAL 2023 adjusted
<b>Total shareholders' equity</b>	<b>3,798</b>	<b>4,554</b>
Equity attributable to equity holders of the parent	3,782	4,542
Non-controlling interests	16	12
<b>Borrowings<sup>(1)</sup></b>	<b>4,734</b>	<b>5,588</b>
Non-current borrowings	4,010	5,053
Current borrowings	724	535
<b>Cash and equivalent, net of bank overdrafts</b>	<b>2,134</b>	<b>1,455</b>
<b>Loans with Pluxee</b>	<b>—</b>	<b>1,215</b>
<b>Net borrowings<sup>(2)</sup></b>	<b>2,600</b>	<b>2,918</b>
<b>Revenue</b>	<b>23,798</b>	<b>22,637</b>
<b>Underlying Operating profit</b>	<b>1,109</b>	<b>976</b>
Operating profit	1,051	847
Net profit for the year	179	804
Net profit attributable to non-controlling interests	11	10
<b>Net profit attributable to equity holders of the parent</b>	<b>168</b>	<b>794</b>
<b>Weighted average number of shares</b>	<b>146,451,943</b>	<b>146,127,620</b>
Earnings per share (in euros)	1.15	5.44
Dividend per share paid during the fiscal year (in euros)	9.34	2.40
Share price at August 31 (in euros) <sup>(3)</sup>	80.5	69.17
Highest share price in the fiscal year (in euros) <sup>(3)</sup>	83.10	52.47
Lowest share price in the fiscal year (in euros) <sup>(3)</sup>	64.50	72.61

(1) Including net financial instruments at fair value, excluding bank overdrafts.

(2) Cash and cash equivalents (including overdrafts) – borrowings.

(3) Historical data is restated due to the spin off of Pluxee as per the official ratio from Euronext.

### 4.3.3 Exchange rates

The exchange rates of non-member countries of the euro zone used to prepare the consolidated financial statements are mainly:

ISO CODES	COUNTRIES	CURRENCY	CLOSING EXCHANGE RATE AT AUGUST 31, 2024	AVERAGE EXCHANGE RATE FISCAL 2024
			1 EURO =	1 EURO =
USD	United States	U.S. dollar	1.108700	1.081771
GBP	United Kingdom	Pound Sterling	0.841200	0.857193
BRL	Brazil	Brazilian real	6.215500	5.542663
AUD	Australia	Australian dollar	1.630100	1.646833
CAD	Canada	Canadian dollar	1.494100	1.470083
CNY	China	Yuan Renminbi	7.858500	7.806888
SEK	Sweden	Swedish Krona	11.335500	11.464371
INR	India	Indian Rupee (thousands)	0.092949	0.090095

### 4.3.4 Investment policy

(in million euros)	FISCAL 2024	FISCAL 2023
Acquisitions of property, plant, equipment, intangible assets, and client investments	335	348
Acquisitions of equity interests	97	25

As of the date of this document Sodexo has not made any significant firm commitment to acquire equity interests.

Because of the nature of the Group's activities, net investments represent less than 2% of revenues and mainly relate to investments on the Group's sites, which are used to support operating activities and are financed by operating cash. None of these investments is individually significant in Fiscal 2024.

The main acquisitions made during Fiscal 2024 are indicated in notes 3.1 "Business combinations" and 6.1 "Goodwill" to the consolidated financial statements.

A detailed description of changes in investments is provided in notes 4.4, 6.2 and 6.3 of the consolidated financial statements.

### 4.3.5 Condensed Group organization chart

## SODEXO S.A.

Holds directly  
or indirectly 100%  
of the subsidiaries  
indicated

<b>UNITED KINGDOM</b>	SODEXO LTD SODEXO IRELAND LTD
<b>NORTH AMERICA</b>	SODEXO, INC CENTERPLATE ULTIMATE HOLDINGS, CORP. SODEXO CANADA LTD
<b>FRANCE</b>	SOGERES SA SODEXO ENTREPRISES SAS SODEXO SANTÉ MÉDICO SOCIAL SAS SOCIÉTÉ FRANÇAISE DE RESTAURATION ET SERVICES SODEXO ÉNERGIE ET MAINTENANCE SODEXO SPORTS ET LOISIRS SOCIETE D'EXPLOITATION DES VEGETTES PARIS TOUR EIFFEL (SEVPTE) LENOTRE SA
<b>EUROPE</b>	SODEXO SERVICE SOLUTIONS AUSTRIA GMBH SODEXO ITALIA SPA SODEXO BELGIUM SA SODEXO SERVICES GMBH (GERMANY) SODEXO IBERIA SA SODEXO AB (SWEDEN) SODEXO NEDERLAND BV SODEXO LUXEMBOURG SA
<b>SOUTH AMERICA</b>	SODEXO CHILE SPA SODEXO DO BRASIL COMERCIAL SA SODEXO PEROU SAC SODEXO SAS (COLOMBIA)
<b>ASIA AUSTRALIA</b>	SODEXO (CHINA) ENTERPRISE MANAGEMENT SCES CO LTD BEIJING SODEXO SCES CO LTD SODEXO REMOTE SITES AUSTRALIA PTY LTD SODEXO INDIA SERVICES PRIVATE LTD

NB: The operating subsidiaries indicated for each geographic area or activity are those with highest revenues for Fiscal 2024.

## 4.4 Statutory Auditors' Report on the consolidated financial statements

*This is a translation into English of the statutory auditors' report on the consolidated financial statements of the Company issued in French and it is provided solely for the convenience of English-speaking users.*

*This statutory auditors' report includes information required by European regulations and French law, such as information about the appointment of the statutory auditors or the verification of the information concerning the Group presented in the management report.*

*This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.*

For the year ended August 31, 2024

SODEXO  
255, quai de la Bataille-de-Stalingrad  
92866 Issy-les-Moulineaux Cedex 9, France

To the Annual General Meeting of Sodexo,

### Opinion

In compliance with the engagement entrusted to us by your annual general meetings, we have audited the accompanying consolidated financial statements of Sodexo for the year ended August 31, 2024.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group as at August 31, 2024 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

The audit opinion expressed above is consistent with our report to the Audit Committee.

### Basis for opinion

#### Audit framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

#### Independence

We conducted our audit engagement in compliance with the independence requirements of the French Commercial Code (Code de commerce) and the French Code of Ethics for Statutory Auditors (Code de déontologie de la profession de commissaire aux comptes) for the period from September 1, 2023 to the date of our report, and specifically we did not provide any prohibited non-audit services referred to in Article 5(1) of Regulation (EU) No. 537/2014.

### Justification of assessments – Key audit matters

In accordance with the requirements of Articles L. 821-53 and R. 821-180 of the French Commercial Code (Code de commerce) relating to the justification of our assessments, we inform you of the key audit matters relating to risks of material misstatement that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period, as well as how we addressed those risks.

These matters were addressed in the context of our audit of the consolidated financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on specific items of the consolidated financial statements.

### Measurement of the recoverable amount of goodwill

*Note 6.4: "Impairment of non-current assets" to the consolidated financial statements*

#### Key Audit Matter

As at August 31, 2024, the net carrying amount of goodwill amounted to M€ 5,564, representing the largest item in the consolidated statement of financial position.

As stated in Note 6.4: "Impairment of non-current assets" to the consolidated financial statements, an impairment loss is recognized if the recoverable amount of goodwill, as determined during the annual impairment test or during a specific test carried out where there is an indication of impairment, is lower than its net carrying amount.

The recoverable amount is the higher of its fair value (less the selling costs corresponding to the amount for which the Group could sell the asset) and its value in use, is typically determined based on the calculation of discounted future cash flows and requires significant judgment from Management, in particular as regards the preparation of business plans (generally for five years), as well as the discount and long-term growth rates used.

We deemed the measurement of the recoverable amount of goodwill to be a key audit matter, given the importance of these assets in the consolidated statement of financial position and the inherent uncertainty of certain assumptions, in particular the likelihood of achieving forecast results included in such measurement.

### Our response

We performed a critical review of the methods applied by Management to determine the recoverable amount of goodwill. Our audit work consisted in:

- familiarizing ourselves with the methodology used to perform the impairment tests and assessing its compliance with IAS 36;
- verifying, using sampling techniques, the arithmetic accuracy of the model used to calculate the values in use;
- reconciling the elements comprising the net carrying amount of the assets used for the impairment test with the financial statements;
- assessing the Group's Management's assumptions underlying the projected cash flows via interviews with the Management of the geographical areas concerned;
- assessing, with the support of our evaluation experts, the reasonableness of the discount rates applied to projected future cash flows and the perpetual long-term growth rates used for projected flows;
- assessing the sensitivity analyses of the values in use to changes in the main assumptions used by the Group's Management;
- evaluating the appropriateness of the information disclosed in Note 6.4 to the consolidated financial statements.

### Tax risks

*Note 10.2: "Litigation and contingent liabilities" to the consolidated financial statements*

#### Key Audit Matter

The Group has operations in numerous countries around the world and, in the normal course of business, is subject to regular inspections by local tax authorities.

Such inspections may give rise to tax reassessments and disputes with tax authorities. As stated in Note 10: "Provisions, litigation and contingent liabilities" to the consolidated financial statements, a provision is recognized when the Group has a legal or constructive obligation at the closing date, if it is likely that there will be an outflow of resources and if the amount of the liability can be reliably estimated.

Estimates of the impacts of these tax risks and any related provisions involve significant judgment by Management, especially as regards the expected outcome of disputes in progress or the probability of identified risks occurring. Accordingly, we deemed this subject to be a key audit matter.

### Our response

We gained an understanding of the internal control procedures implemented by the Group to identify tax risks and uncertain tax positions, and, when necessary, to determine the necessary provisions.

With the support of our tax experts, we also:

- held meetings with the Group's tax department and the Management of the Companies concerned to assess the latest status of any inspections in progress and tax reassessments notified by the tax authorities, and to monitor developments in any disputes in progress;
- consulted the recent decisions and correspondence of the Group's Companies with the tax authorities, on the one hand, and with their tax advisors, on the other hand;
- analyzed the responses of the tax advisors to our requests for information or their analyses of disputes in progress;
- examined the estimates and positions adopted by Management;
- assessed whether the latest developments had been factored into the risk analysis and the estimates of the provisions set aside in the statement of financial position.



## Specific verifications

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by laws and regulations of the information relating to the Group given in the Board of Directors' management report.

We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements.

We attest that the consolidated non-financial statement required by Article L. 225-102-1 of the French Commercial Code (*Code de commerce*) is included in the information relating to the Group given in the management report, it being specified that, in accordance with Article L.823-10 of said Code, we have verified neither the fair presentation nor the consistency with the consolidated financial statements of the information contained therein. This information should be reported on by an independent third party.

## Report on Other Legal and Regulatory Requirements

### Format of presentation of the consolidated financial statements to be included in the annual financial report

We have also verified, in accordance with the professional standard applicable in France relating to the procedures performed by the statutory auditors regarding the annual and consolidated financial statements prepared in the European single electronic format, that the preparation of the consolidated financial statements intended to be included in the annual financial report mentioned in Article L. 451-1-2, of the French Monetary and Financial Code (*Code monétaire et financier*), prepared under the responsibility of the Chairwoman and Chief Executive Officer, complies with the single electronic format defined in Commission Delegated Regulation (EU) No. 2019/815 of 17 December 2018. Regarding consolidated financial statements, our work includes verifying that the tagging thereof complies with the format defined in the above-mentioned regulation.

On the basis of our work, we conclude that the preparation of the consolidated financial statements intended to be included in the annual financial report complies, in all material respects, with the European single electronic format.

Due to the technical limitations inherent to the block-tagging of the consolidated financial statements according to the European single electronic format, the content of certain tags of the notes may not be rendered identically to the accompanying consolidated financial statements.

Furthermore, we have no responsibility to verify that the consolidated financial statements that will ultimately be included by your Company in the annual financial report filed with the AMF (*Autorité des marchés financiers*) agree with those on which we have performed our work.

### Appointment of the Statutory Auditors

We were appointed as statutory auditors of Sodexo by the annual general meeting held on February 4, 2003 for KPMG S.A. and on December 19, 2022 for ERNST & YOUNG Audit.

As at August 31, 2024, KPMG S.A. was in its twenty-second year of total uninterrupted engagement and ERNST & YOUNG Audit was in its second year.

## Responsibilities of Management and those charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union and for such internal control as Management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.

The Audit Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risk management systems and where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The consolidated financial statements were approved by the Board of Directors.

## Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

### Objective and audit approach

Our role is to issue a report on the consolidated financial statements. Our objective is to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users made on the basis of these consolidated financial statements.

As specified in Article L. 821-55 of the French Commercial Code (*Code de commerce*), our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit and furthermore:

- Identifies and assesses the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.
- Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management in the consolidated financial statements.
- Assesses the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the consolidated financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein.
- Evaluates the overall presentation of the consolidated financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtains sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. The statutory auditor is responsible for the direction, supervision and performance of the audit of the consolidated financial statements and for the opinion expressed on these consolidated financial statements.

## Report to the Audit Committee

We submit to the Audit Committee a report which includes in particular a description of the scope of the audit and the audit program implemented, as well as the results of our audit. We also report significant deficiencies, if any, in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the Audit Committee includes the risks of material misstatement that, in our professional judgment, were of most significance in the audit of the consolidated financial statements of the current period and which are therefore the key audit matters that we are required to describe in this report.

We also provide the Audit Committee with the declaration provided for in Article 6 of Regulation (EU) No. 537/2014, confirming our independence within the meaning of the rules applicable in France as set out in particular in Articles L. 821-27 to L. 821-34 of the French Commercial Code (Code de commerce) and in the French Code of Ethics for Statutory Auditors (Code de déontologie de la profession de commissaire aux comptes). Where appropriate, we discuss with the Audit Committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

Paris-La Défense, October 23, 2024

The Statutory Auditors  
(French original signed by)

KPMG S.A.

ERNST & YOUNG Audit

Caroline Bruno-Diaz   Eric Ropert

Aymeric de La Morandière

Soraya Ghannem

# 5

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## 5.1 Sodexo S.A. individual Company financial statements

### 5.1.1 Income statement

(in million euros)	NOTES	FISCAL 2024	FISCAL 2023
<b>Revenues</b>	3	<b>242</b>	<b>224</b>
Other operating income		363	302
Purchases		(2)	(3)
Employee costs		(100)	(118)
Other operating expenses		(339)	(328)
Taxes other than income taxes		(13)	(12)
Depreciation, amortization and change in provisions		(27)	(24)
<b>Operating profit</b>		<b>124</b>	<b>41</b>
Financial income/(expense), net	4	690	727
Exceptional income/(expense), net	5	740	530
Employee profit-sharing		(1)	—
Income taxes	6	(8)	10
<b>Net income</b>		<b>1,545</b>	<b>1,308</b>

### 5.1.2 Balance sheet

#### Assets

(in million euros)	NOTES	AUGUST 31, 2024	AUGUST 31, 2023
<b>NON-CURRENT ASSETS, NET</b>			
Intangible assets	7	70	68
Property, plant and equipment	7	6	7
Financial investments	7	6,621	7,497
<b>TOTAL NON-CURRENT ASSETS</b>	7	<b>6,697</b>	<b>7,572</b>
<b>CURRENT AND OTHER ASSETS</b>			
Accounts receivable	9	56	55
Prepaid expenses, other receivables and other assets	9	547	862
Marketable securities	11	89	93
Cash		177	327
<b>TOTAL CURRENT AND OTHER ASSETS</b>		<b>869</b>	<b>1,337</b>
<b>TOTAL ASSETS</b>		<b>7,566</b>	<b>8,909</b>

#### Liabilities and equity

(in million euros)	NOTES	AUGUST 31, 2024	AUGUST 31, 2023
<b>SHAREHOLDERS' EQUITY</b>			
Share capital		590	590
Additional paid-in capital		248	248
Reserves and retained earnings		2,462	2,925
Restricted provisions		16	16
<b>TOTAL SHAREHOLDERS' EQUITY</b>	13	<b>3,316</b>	<b>3,779</b>
Provisions for contingencies and losses	10	474	383
<b>LIABILITIES</b>			
Borrowings		3,591	4,393
Accounts payable		84	96
Other liabilities		101	258
<b>TOTAL LIABILITIES AND PROVISIONS</b>	14	<b>4,250</b>	<b>5,130</b>
<b>TOTAL LIABILITIES AND EQUITY</b>		<b>7,566</b>	<b>8,909</b>



## 5.2 Notes to the individual Company financial statements

### DETAILED LIST OF NOTES

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## NOTE 1. SIGNIFICANT EVENTS

### 1.1 Capital transactions

During Fiscal 2024, Sodexo S.A. purchased 643,830 of its own shares for 51 million euros, to be used for restricted share grants.

### 1.2 Loans and borrowings

The Company early redeemed in full on November 10, 2023 its 300 million euros loan granted in May 22, 2019, bearing an annual interest rate of 1.125% and initially due to mature in May 2025.

On January 17, 2024, Sodexo S.A. redeemed in full its outstanding 500 million euros loan granted in July 17, 2020, due to mature.

### 1.3 Equity investments

During Fiscal 2024, Sodexo S.A. finalized the spin-off of Pluxee (ex Benefits & Rewards Services activity) initiated in April, 2023. The shares of Pluxee International, owned at 88.05% were tendered by Sodexo S.A. to its subsidiary Sodexo Asset Management 2, renamed Pluxee.. These shares were allocated to shareholders of Sodexo S.A. on February 5, 2024 for 615 million euros. Pluxee is listed on the Stock Exchange of Paris, Euronext, since February 1st, 2024.

On August 23, 2024, Sodexo S.A. sold 100% of its shares in its subsidiary Sofinsod for a total of 918 million euros to the family holding Company of the Group, Bellon S.A, to simplify the shareholder structure (see note 7). All proceeds from the sales were distributed in the form of a special interim dividend of €6.24 per share paid on August 29, 2024.

During Fiscal 2024, as part of the exit of its Homecare business, Sodexo S.A. also sold its shares of Prima Nordics. Moreover, Sodexo S.A. proceeded to a capital reduction of its subsidiary Sodexo Participations and Assets for a total of 162 million euros.

## NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The individual Company financial statements have been prepared in accordance with the *plan comptable général* of 2014 and regulation no. 2014-03 issued by the *Autorité des normes comptables* (ANC), as amended by regulation no. 2016-07 dated November 4, 2016.

The accounting policies applied in preparing the individual Company financial statements for Fiscal 2024 are the same as those applied for Fiscal 2023.

In accordance with regulation no. 2015-06 issued by the ANC, merger deficits are included in "Other financial assets" (see note 7, "Non-current assets").

ANC regulation no. 2015-05 concerning forward financial instruments and hedging transactions has been effective for Sodexo S.A. since September 1, 2017 (see note 2.5 below for further details).

General accounting conventions were applied with respect to the principle of prudence and in accordance with basic assumptions as follows:

- going concern;
- consistency of accounting policies from one period to the next;
- proper cut-off between periods.

The basic method used to value the items recognized in the accounts is the historical cost method. Only significant information is disclosed.

The amounts presented in the tables in these notes are in million euros.

Exceptional items comprise items that do not relate to the Company's ordinary activities, and certain items that do relate to ordinary activities but are of an exceptional nature.

The balance sheet and income statement of Sodexo S.A. include amounts for branches in metropolitan France and in French overseas departments and territories.

### 2.1 Non-current assets

Non-current assets are valued at acquisition cost or historical cost. Acquisition cost comprises the amount paid plus all incidental costs directly related to the acquisition or to the installation of the asset, and incurred to enable the asset to function as intended.

Depreciation is calculated over the useful life of the asset using the straight-line method, which is considered to best reflect the underlying economic reality.

#### 2.1.1 Intangible assets

Software is amortized over three to five years and integrated management software packages are amortized over three to seven years, depending on their expected useful lives.

The difference between the accounting and tax amortization of intangible assets is recognized as exceptional amortization.

#### 2.1.2 Property, plant and equipment

The straight-line depreciation lives generally used are:

Buildings	20 years
General fixtures and fittings	3-10 years
Plant and machinery	4-10 years
Motor vehicles	4 years
Office and computer equipment	3-10 years
Other property, plant and equipment	5-10 years

### 2.1.3 Financial investments

Equity investments and other financial investments are carried on the balance sheet at historical cost. At each balance sheet date, a provision for impairment is recorded if the value in use of these assets is less than their net carrying amount including any merger deficits allocated to the assets for accounting purposes.

The value in use of equity investments is determined on the basis of net asset value, profitability and the future prospects of the investee.

When the carrying amount of an equity investment is higher than the net book value of the share of net assets of the subsidiary, the valuation is generally supported by determining the carrying amount of the investment based on discounted future cash flows or by a valuation made by an independent expert, using the following parameters:

- after-tax cash flows derived from business plans and a terminal value calculated by extrapolating the data for the final year of the business plan using a long-term growth rate specific to the business activity and geographic region. Business plans generally cover one to five years;
- the cash flows are discounted using a rate based on the weighted average cost of capital of the country.

Based on the estimated value in use, an investment may be maintained at a carrying amount in excess of the share of book net assets held.

Costs incurred to acquire shares in companies recognized at cost are recognized for tax purposes as exceptional amortization over a five-year period.

Receivables related to equity investments are recognized at face value. A provision for impairment is recorded where the recoverable amount is less than the carrying amount.

When an equity investment is sold or liquidated, any provision for impairment previously recognized against that investment is released and recorded as exceptional income.

## 2.2 Accounts receivable

Accounts receivable are recognized at face value. An allowance for doubtful accounts is recorded where the recoverable amount is less than the carrying amount.

## 2.3 Marketable securities (excluding treasury shares)

Marketable securities are recognized at acquisition cost, with any unrealized losses at the balance sheet date covered by a provision for impairment.

## 2.4 Treasury shares – restricted share plans

A provision is recorded when it is probable that restricted share plans will give rise to an outflow of resources. The amount of the provision is based on the cost of the treasury shares acquired (or to be acquired) for allocation to each plan.

Depending on the plan terms, the provision is recognized over the period in which the services are rendered by the beneficiaries, as applicable.

The provision is released upon delivery of the shares and recognition of a capital loss in an amount equal to the average cost of the delivered shares.

When treasury shares are neither allocated to a plan nor held for the purpose of being cancelled, they are valued at the lower of the average purchase price and the average market price for the last month of the fiscal year.

Treasury shares acquired for cancellation purposes are recognized in other financial assets and no provision for impairment is recorded.

## 2.5 Foreign currency transactions

Foreign currency revenues and expenses are translated using the exchange rate as of the transaction date. Foreign currency liabilities and receivables are translated in the balance sheet at the exchange rate prevailing at the closing date. Any difference arising from the retranslation of foreign currency liabilities and receivables at the closing exchange rate is recorded in the balance sheet. Unrealized foreign exchange losses at the balance sheet date are recognized to the extent the underlying balance is not hedged.

In accordance with the ANC regulation no. 2015-05, for foreign currency transactions, a distinction is made between commercial transactions and financial transactions, with the exchange gains and losses on these transactions recognized as follows:

- within operating profit, under “Other operating expenses” for commercial transactions;
- within “Financial income/(expense), net” for financial transactions, which includes the premiums on currency hedges recognized over the duration of the contracts.

## 2.6 Debt issuance costs

Debt issuance costs are recognized as a deferred charge asset in the balance sheet and amortized straight-line over the term of the debt.

## 2.7 Retirement benefits

Retirement benefit obligations due to active employees by law or under collective agreements are included in off-balance sheet commitments.

Commitments under supplementary retirement plans are estimated using the projected unit credit method based on final salary and are also included in off-balance sheet commitments, net of any plan assets. The commitment which remains carried by Sodexo S.A. only concerns rights acquired before the date of replacement of the plan.

The Board of Directors decided to replace this additional scheme with a plan provided for in article L.137-11-2 of the French Social Security Code. This new plan was put in place during Fiscal 2021. This contract is managed exclusively by an insurer which, in return for the insurance premium paid, is responsible for life annuity payments. It therefore does not generate social liabilities for the Company.

## 2.8 French tax consolidation

Sodexo S.A. is the lead company in the French tax consolidation, and has sole liability for income taxes for the entire French tax group. Each company included in the French tax consolidation recognizes the income tax for which it would have been liable had there been no French tax consolidation. Any income tax gains or losses arising from the French tax consolidation are recognized in the Sodexo S.A. financial statements.

Regarding the recognition of a provision by the Parent company benefiting from the tax consolidation, Sodexo S.A. has opted for the following accounting treatment: for the tax losses of subsidiaries generated within the framework of tax consolidation and which will probably be returned to them in the event of a withdrawal, a provision for risks and charges has been booked in its accounts.

The tax loss carryforward of the French tax consolidation reaches to 322 million euros at end of Fiscal 2024.

## NOTE 3. ANALYSIS OF NET REVENUES

(in million euros)	FISCAL 2024	FISCAL 2023
<b>Revenues by business activity</b>		
On-site Services	—	—
Holding company services	242	224
<b>TOTAL</b>	<b>242</b>	<b>224</b>
<b>Revenues by geographic region</b>		
France	242	224
<b>TOTAL</b>	<b>242</b>	<b>224</b>

## NOTE 4. FINANCIAL INCOME AND EXPENSE, NET

(in million euros)	FISCAL 2024	FISCAL 2023
Dividends received from subsidiaries and affiliates	656	821
Interest income	38	28
Interest expense and other financial costs	(48)	(77)
Net foreign exchange gain/(loss)	6	(24)
Net change in provisions for financial items	38	(21)
<b>TOTAL</b>	<b>690</b>	<b>727</b>

The net change in provisions for financial items primarily corresponds to the net total of increase and releases of provisions for impairment of equity investments for 42 million euros and the release of foreign exchange losses provisions for -4 million euros.

## NOTE 5. EXCEPTIONAL ITEMS, NET

(in million euros)	FISCAL 2024	FISCAL 2023
Net change in provision for negative net assets of subsidiaries and equity investments	2	—
Net expense on treasury shares and commitments under stock option plans	(15)	(8)
Net change on regulated provisions and special depreciation allowances	(1)	—
Net change in provisions for tax losses reclaimable and other risks and charges	(102)	(3)
Net gain/(loss) on asset disposals	858	552
Other provision increase or decrease	—	11
Other	(2)	(22)
<b>TOTAL</b>	<b>740</b>	<b>530</b>

The net gain on asset disposals includes mainly the capital gain on the sale of Sofinsod shares for a total of 842 million euros.

The net change in provisions for contingencies and losses is mainly due to the update of the tax exposure in France, considering the ongoing discussions with the French tax authorities in the context of the tax audit.

The 15 million euros net loss on treasury shares and commitments under restricted shares plans comprises:

- a 23 million euros loss on the sale of treasury shares in connection with the delivery of restricted shares;
- a 8 million euros net release of provisions for employee share grants.

## NOTE 6. ANALYSIS OF INCOME TAX EXPENSE

(in million euros)	PRE-TAX INCOME	INCOME TAXES	AFTER-TAX INCOME
Operating income	124	(33)	91
Financial income/(expense), net	690	(2)	688
Exceptional income/(expense), net*	740	27	767
Employee profit-sharing	(1)	—	(1)
<b>TOTAL</b>	<b>1,553</b>	<b>(8)</b>	<b>1,545</b>

\* This amount includes the 8 million euros tax gain arising from the French tax consolidation. It represents the difference between the aggregate of the tax income and expenses recognized by the French subsidiaries included in the French tax consolidation and the income tax of Sodexo S.A. as lead company in the French tax consolidation.

## NOTE 7. NON-CURRENT ASSETS

(in million euros)	GROSS VALUE AT AUGUST 31, 2023	ADDITIONS DURING THE PERIOD	DECREASES DURING THE PERIOD	OTHER MOVEMENTS DURING THE PERIOD	GROSS VALUE AT AUGUST 31, 2024	NET VALUE AT AUGUST 31, 2024
Intangible assets	163	28	(5)	(4)	182	70
Property, plant and equipment	23		(1)	1	23	6
Financial investments						
• Equity investments	7,673	56	(362)	(616)	6,751	6,470
• Receivables related to equity investments	15	9	(11)	—	13	3
• Other financial assets *	149	6	—	—	155	148
<b>TOTAL FINANCIAL INVESTMENTS</b>	<b>7,837</b>	<b>71</b>	<b>(373)</b>	<b>(616)</b>	<b>6,919</b>	<b>6,621</b>
<b>TOTAL</b>	<b>8,023</b>	<b>99</b>	<b>(379)</b>	<b>(619)</b>	<b>7,124</b>	<b>6,697</b>

\* In accordance with ANC regulation no. 2015-06, merger deficits are included in "Other financial assets" for 74 million euros as of August 31, 2024.

During Fiscal 2024, Sodexo S.A. tendered its 88.05% shares of Pluxee International to its subsidiary Sodexo Asset Management 2, renamed Pluxee. These shares were allocated to shareholders of Sodexo S.A. for 615 million euros in February 2024.

Sodexo S.A. participated in the recapitalization of its subsidiaries mainly in France, Australia and Spain for a total of 56 million euros.

On August, 2024, Sodexo S.A. proceeded to a capital reduction of its subsidiary Sofinsod for 13 million euros and sold 100% of its shares to the family holding Company of the Group, Bellon SA for a net value of 76 million euros.

In addition, a capital reduction on Sodexo Participations & Assets was carried out in December 2023 for a total amount of 162 million euros.

During Fiscal 2024, as part of the sale of its Homecare business, Sodexo S.A. sold its Prima Nordics shares, with nominal value of 28 million euros, and proceeded to the release of the shares of Compagnie Financière Aurore international after its liquidation for a total of 69 million euros.

## NOTE 8. DEPRECIATION AND AMORTIZATION

(in million euros)	ACCUMULATED DEPRECIATION AND AMORTIZATION AUGUST 31, 2023	INCREASES DURING THE PERIOD	DECREASES DURING THE PERIOD	OTHER MOVEMENTS DURING THE PERIOD	ACCUMULATED DEPRECIATION AND AMORTIZATION AUGUST 31, 2024
Intangible assets	95	19	(2)	—	112
Property, plant and equipment	16	1	—	—	17
<b>TOTAL</b>	<b>111</b>	<b>20</b>	<b>(2)</b>	<b>—</b>	<b>129</b>



## NOTE 9. AMOUNT AND MATURITY OF RECEIVABLES AND OTHER ASSETS

(in million euros)	GROSS VALUE	LESS THAN 1 YEAR	MORE THAN 1 YEAR	AMORTIZATION AND PROVISIONS	CARRYING AMOUNT
Equity investments	6,751		6,751	281	6,470
Receivables related to equity investments	13	13	—	10	3
Other financial assets	155	—	155	7	148
<b>TOTAL FINANCIAL INVESTMENTS</b>	<b>6,919</b>	<b>13</b>	<b>6,906</b>	<b>298</b>	<b>6,621</b>
Accounts receivable	57	57		1	56
Prepaid expenses, other receivables and other assets	547	395	152	—	547
<b>TOTAL ACCOUNTS AND OTHER RECEIVABLES</b>	<b>604</b>	<b>452</b>	<b>152</b>	<b>1</b>	<b>603</b>
<b>TOTAL</b>	<b>7,523</b>	<b>465</b>	<b>7,058</b>	<b>299</b>	<b>7,224</b>

There is no commercial paper included in accounts receivable.

## NOTE 10. PROVISIONS AND IMPAIRMENT

(in million euros)	AUGUST 31, 2023	INCREASES AND CHARGES DURING THE PERIOD	DECREASES, RELEASES AND RECLASSIFICATIONS DURING THE PERIOD	OTHER MOVEMENTS DURING THE PERIOD	AUGUST 31, 2024
Provisions for contingencies and losses	383	170	79	—	474
Impairment					
• financial investments	340	17	59	—	298
• current assets	1	—	—	—	1
<b>TOTAL IMPAIRMENT</b>	<b>341</b>	<b>17</b>	<b>59</b>	<b>—</b>	<b>299</b>
<b>TOTAL</b>	<b>724</b>	<b>187</b>	<b>138</b>	<b>—</b>	<b>773</b>
Increases and decreases:					
• operating items		17	19		
• financial items		19	61		
• exceptional items		151	59		

As of August 31, 2024, the main provisions for contingencies and losses were for the following:

- losses reclaimable by subsidiaries included in the French tax consolidation and other risks and charges for 278 million euros;
- free share grants for 171 million euros;
- subsidiaries in negative net equity positions for 17 million euros;
- foreign exchange losses for 2 million euros;
- litigation for 6 million euros.

In addition, during fiscal 2024, provisions for impairment of financial investments were subjected of a net release of 42 million euros, considering the positive prospects of the next year.

Provisions for others contingencies and losses have increased of 91 million euros. These variations are linked to the new restricted share plans assigned and distributed on Fiscal 2024 and the update of the tax exposure.

As a reminder, a notification for a proposed tax reassessment concerning fiscal years 2016, 2017 and 2018 was received in December, 2021 by Sodexo S.A. and another proposed adjustment notice was issued by the French tax authorities in December, 2022 for fiscal years 2019, 2020 and 2021 in order to replicate certain adjustments initiated during previous tax audit.

The Company has updated the related tax risk based on the ongoing discussions with the French tax authorities.

## NOTE 11. MARKETABLE SECURITIES

(in million euros)	GROSS VALUE AUGUST 31, 2024	NET VALUE AUGUST 31, 2024	NET VALUE AUGUST 31, 2023
Treasury shares	87	87	93
Cash in the liquidity contract account	2	2	—
<b>TOTAL</b>	<b>89</b>	<b>89</b>	<b>93</b>

## NOTE 12. TREASURY SHARES

### PRINCIPLE FEATURES OF RESTRICTED SHARE PLANS

Rules governing restricted share plans are as follows:

- shares vest only if the beneficiary is still working for the Group on the vesting date; in addition, some restricted share grants are subject to performance conditions;
- the presence condition is 3 years from the grant date, which is consistent with the acquisition period and the performance conditions evaluation; this presence condition applies to all beneficiaries;
- the proportion of shares subject to a performance condition ranges from 10% to 100%, depending on the total number of shares awarded and on the role of the beneficiary in the company.

The performance criteria applied are directly linked to the Group's strategic priorities and are intended to measure performance in a global manner:

- two criteria linked to the Group's financial performance with the revenue and the underlying operating profit margin excluding currency effects from 2020 plans;
- two criteria are subject to the achievement of Corporate Responsibility objectives including diversity in top Group management as well as an internal sustainable development index for the shares granted since 2020;
- a performance criterion is related to stock market performance with the TSR (Total Shareholder Return) of Sodexo compared to that of one peer group. This one is made up of companies selected based on their size, the similarity of their operations to those of Sodexo. For the plan 2022, 7 companies were included in the panel (Aramark, Compass, Edenred, Elix, ISS, Rentokil, Securitas). For the plan 2023, it is composed of the same companies, with the removal of Edenred post the spin-off of Pluxee (ex Benefits & Rewards Services activity). For the 2024 plan, the panel is made up of the six companies mentioned above, excluding Edenred, mentioned above.

### MOVEMENTS IN FISCAL 2024 AND FISCAL 2023

The table below shows movements in restricted shares during the fiscal year:

	FISCAL 2024	FISCAL 2023
<b>Outstanding at the beginning of the year</b>	<b>2,324,628</b>	<b>2,287,665</b>
Granted during the year *	1,360,745	852,820
Forfeited during the year	(397,427)	(478,279)
Delivered during the year	(679,081)	(337,578)
<b>Outstanding at the end of the year</b>	<b>2,608,865</b>	<b>2,324,628</b>

\* Of which 497,626 shares corresponding to the beneficiaries rights adjusted as per the ratio calculated for the spin off Pluxee (ex Benefits & Rewards Services activity) as indicated above.

### IMPACT OF THE IN-KIND DISTRIBUTION ON FREE SHARES GRANTS

On January 30, 2024, the resolution proposed by the Board of Directors to approve the exceptional distribution in kind of one Pluxee share for every Sodexo share held was adopted by a very large majority.

As a result of the in-kind distribution, it was proposed to Sodexo shareholders, to acknowledge that the rights of beneficiaries of free share plans whose Sodexo shares have not been delivered on the completion date of the spin-off in accordance with the relevant plan rules (the "Performance Shares") will be preserved.

For free share plans under which Sodexo shares are to be delivered after the completion date of the spin-off in accordance with the relevant plan rules, the Sodexo Board of Directors made adjustments to the rights of beneficiaries of Performance Shares referring to the principles stipulated in Article R.228-91 of the Commercial Code, to be delivered after the completion date of the spin-off by multiplying the number of each Performance Shares by the following ratio:

Value of the Sodexo share before the In-Kind Distribution / (Value of the Sodexo share before the In-Kind Distribution - Amount of the In-Kind Distribution per share), giving an adjustment ratio of 138,14%.

The 1,308,936 Sodexo shares initially granted and to be acquired during the period up to the spin-off were adjusted and to 1,806,562 Sodexo Shares following the spin-off.

## MOVEMENTS IN TREASURY SHARES DURING THE FISCAL YEAR

	MARKETABLE SECURITIES	OTHER FINANCIAL ASSETS
<b>Number of shares held</b>		
September 1, 2023	1,084,126	—
Acquisitions	1,124,588	—
Disposals	(1,144,704)	—
Cancellation of treasury shares leading to a reduction in capital and additional paid-in capital		—
Allocation as treasury shares held for cancellation	—	—
August 31, 2024	1,064,010	—
<b>Gross value of shares held</b> (in million euros)		
September 1, 2023	93	—
Acquisitions	90	—
Disposals	(94)	—
Cancellation of treasury shares leading to a reduction in capital and additional paid-in capital		—
Allocation as treasury shares held for cancellation	—	—
August 31, 2024	89	—

Acquisitions and disposals include the implementation of the liquidity contract signed with an investment services provider, which complies with the decision 2021-01 of the French securities regulator (Autorité des marchés financiers – AMF), for the purpose of improving the liquidity of Sodexo shares and the regularity of the quotations. The shares acquired through the liquidity contract amount to 20,889 at the year-end closing.

Disposals of treasury shares also include those resulting from the delivery of restricted shares granted to employees in prior years.

## NOTE 13. SHAREHOLDERS' EQUITY

### 13.1 Share capital

As of August 31, 2024, the Company's share capital totaled 589,819,548 euros and comprised 147,454,887 shares, including 71,128,925 with double voting rights.

Since Fiscal 2013, all shares held in registered form for at least four years and still held in that form when the dividend becomes payable for the related fiscal year, qualify for a 10% dividend premium, limited to 0.5% of the capital per shareholder.

### 13.2 Changes in shareholders' equity

(in million euros)	
Shareholders' equity at end of previous fiscal year	3,779
Dividends approved by Shareholders Meeting and paid	(459)
Dividends on treasury shares	3
Interim dividends *	(918)
Net income for the fiscal year	1,545
Restricted provisions	—
Cancellation of treasury shares leading to a reduction in capital and additional paid-in capital	—
Distribution of shares Pluxee	(634)
<b>SHAREHOLDERS' EQUITY AT END OF FISCAL YEAR</b>	<b>3,316</b>

\* Special interim dividends due to the sale of Sofinsod (see note 1.3).

In accordance with article L.225-210 of the French Commercial Code, Sodexo has reserves in addition to the legal reserve at least equal to the value of treasury shares held.

## NOTE 14. AMOUNT AND MATURITY OF LIABILITIES

LIABILITIES (in million euros)	GROSS AMOUNT	LESS THAN 1 YEAR	1 TO 5 YEARS	MORE THAN 5 YEARS
Bond issues	3,591	711	2,080	800
Borrowings from related companies	—	—	—	—
Other borrowings	—	—	—	—
<b>SUB-TOTAL BORROWINGS</b>	<b>3,591</b>	<b>711</b>	<b>2,080</b>	<b>800</b>
Accounts payable*	84	84	—	—
Other liabilities	101	98	3	—
<b>TOTAL</b>	<b>3,776</b>	<b>893</b>	<b>2,083</b>	<b>800</b>

\* Only accounts payable and accrued expenses are included in this line item.

There is no commercial paper included in payables.

ACCOUNTS PAYABLE BY AMOUNT AND DUE DATE (in million euros)	TOTAL	Not Due	< 30 DAYS	31-44 DAYS	45-75 DAYS	76-90 DAYS	> 90 DAYS
Non-Group accounts payable*	73	53	18	—	2	—	—
Group accounts payable	11	(11)	22	—	—	—	—
<b>TOTAL</b>	<b>84</b>	<b>42</b>	<b>40</b>	<b>—</b>	<b>2</b>	<b>—</b>	<b>—</b>

\* Only accounts payable and accrued expenses are included in this line item.

## NOTE 15. BOND ISSUES AND OTHER BORROWINGS

### 15.1 Bond issues

(in million)	Principal (in local currency)	Currency	Principal (in euro)	Rate type	Rate	Issuance date	Maturity	Accrued interest (in euro)	Total (in euro)
Sodexo S.A.	500	EUR	500	Fixe	2.50%	24/6/2014	24/6/2026	2	502
Sodexo S.A.	600	EUR	600	Fixe	0.75%	14/10/2016	14/4/2027	2	602
Sodexo S.A.	200	EUR	200	Fixe	0.75%	1/8/2017	14/4/2027	—	200
Sodexo S.A.	250	GBP	280	Fixe	1.75%	26/6/2019	26/6/2028	1	281
Sodexo S.A.	700	EUR	700	Fixe	0.75%	27/4/2020	27/4/2025	2	702
Sodexo S.A.	800	EUR	800	Fixe	1.00%	27/4/2020	27/4/2029	3	803
Sodexo S.A.	500	EUR	500	Fixe	1.00%	17/7/2020	17/7/2028	1	501
<b>TOTAL</b>			<b>3,580</b>					<b>11</b>	<b>3,591</b>

None of the above bonds are subject to financial covenants.

On January 17, 2024, Sodexo S.A. redeemed in full its outstanding 500 million euros loan granted in July 17, 2020, due to mature, bearing an annual interest rate of 0.5%.

In July 2023 the Company launched a consent solicitation process relating to its 4.4 billion euros of outstanding EUR and GBP bonds, in order to seek certain approvals and waivers to proceed with the proposed spin-off of Pluxee (ex Benefits & Rewards Services activity).

The proposal was approved in relation to 7 out of the 8 bonds series. The consent solicitation in relation to the 300 million euros 1.125% bonds due May 22, 2025 (the "May 2025 Bonds") was terminated and, on October 25, 2023, the Board of Directors decided to redeem the May 2025 Bonds and publish the make-whole redemption notice on October 26, 2023. Sodexo redeemed the total aggregate principal amount of the May 2025 Bonds outstanding on November 10, 2023.

### 15.2 Other borrowings

#### 15.2.1 July 2011 multi-currency confirmed credit facility

On July 18, 2011, Sodexo S.A. contracted a multi-currency confirmed credit facility for a maximum of 600 million euros plus 800 million U.S. dollars, with an original maturity date of July 18, 2016. This facility has been amended on a number of occasions with the most recent amendment being in July 2019 with a new maturity date of July 2024, with two options to extend the maturity by one year each, up to July 2026. The first option to extend this facility was executed during Fiscal 2020 and the second was executed during Fiscal 2021. The maturing date is now July 2026. The maximum available limits under this facility now are 589 million euros plus 785 million U.S. dollars.

The most recent amendment also incorporates a sustainability clause that links the credit facility cost to Sodexo's ability to comply with its public commitment to reduce its food waste by 50% by 2025.

Amounts drawn on this facility carry floating interest indexed on the LIBOR and EURIBOR rates. This credit facility is not subject to any covenants.

No amounts had been drawn down on the facility as of either August 31, 2024 or August 31, 2023.

### 15.2.2 Commercial paper

As of August 31, 2024, borrowings under the Sodexo S.A. commercial paper programs are nil, as on August 31, 2023.

The bonds and loans from financial institutions described above include customary early redemption clauses. These early redemption clauses include cross-default or change of control clauses that apply to all borrowings.

### 15.3 Borrowings from related companies

As of August 31, 2024, borrowing from related companies are nil, as on August 31, 2023.

## NOTE 16. ACCRUED EXPENSES - DEFERRED REVENUES AND PREPAID EXPENSES

#### ACCRUED EXPENSES (in million euros)

Borrowings	11
Accounts payable	25
Tax and employee-related liabilities	33
<b>TOTAL</b>	<b>69</b>

#### DEFERRED REVENUES AND PREPAID EXPENSES (in million euros)

Deferred revenues	1
Prepaid expenses	1

## NOTE 17. RELATED-PARTY INFORMATION

(in million euros)	RELATED PARTIES	ASSOCIATED COMPANIES	OTHER	TOTAL
<b>Assets - Gross value</b>				
Equity investments	6,656	95		6,751
Receivables related to equity investments	2	11		13
Other investment securities	—	62		62
Advances to suppliers	—			—
Accounts receivable	50	1		51
Other operating receivables	22			22
Current accounts with the subsidiaries	292	1		293
Non-operating receivables	—			—
<b>TOTAL</b>	<b>7,022</b>	<b>170</b>		<b>7,192</b>
<b>Liabilities</b>				
Accounts payable	11			11
Current accounts with subsidiaries	2			2
<b>TOTAL</b>	<b>13</b>	<b>—</b>		<b>13</b>
<b>Income statement</b>				
Revenues	233			233
Other operating income	341			341
Other operating expenses	126			126
Financial income	738	6		744
Financial expenses	11	7		18
Exceptional income	1,709			1,709
Exceptional expenses	805			805

Related parties: fully consolidated companies.

Associated companies: companies accounted for using the equity method, and non-consolidated companies in which Sodexo S.A. has an equity interest of more than 10%.

Other: companies accounted for using the equity method, and non-consolidated companies in which Sodexo S.A. has an equity interest of less than 10%.

There has been no related-party transaction that is both material and falls outside the framework of normal business dealings concluded at conditions that are not arm's-length.



## NOTE 18. FINANCIAL COMMITMENTS

### 18.1 Commitments made by Sodexo S.A.

(in million euros)	AUGUST 31, 2024	AUGUST 31, 2023
Performance bonds given to Sodexo Group clients	2,200	2,461
Financial guarantees to third parties	6,080	5,944
Retirement benefit commitments	5	4
Other commitments	56	55
<b>TOTAL</b>	<b>8,341</b>	<b>8,464</b>

Financial guarantees to third parties concern:

- guarantees for loans granted to Sodexo S.A. subsidiaries;
- guarantees related to reverse factoring programs set up by Sodexo S.A. subsidiaries, capped at 380 million euros (of which 84 million euros was guaranteed as of August 31, 2024);
- a 1.9 billion euros guarantee for a commercial paper program.

The leases for the Group's corporate headquarters in Issy-les-Moulineaux represent commitments for office leases for 11 million euros.

The "Other commitments" line mainly includes the 10-year guarantee given by Sodexo S.A. in December 2021 to the Trustee of the UK pension plan (i.e., until December 2031), for a maximum of 40 million pounds Sterling as of August 31, 2024, in order to cover Sodexo UK's obligations in connection with the plan.

### 18.2 Commitments received by Sodexo S.A.

(in million euros)	AUGUST 31, 2024	AUGUST 31, 2023
Commitments received	1,300	1,600

Commitments received correspond to counter-guarantees by Sodexo, Inc. of Sodexo S.A.'s financial borrowings.

### 18.3 Financial instrument commitments

The ongoing commitments as of the end of the year were as follows:

DESCRIPTION	INCEPTION DATE	EXPIRATION DATE	NOMINAL AMOUNT	MARKET VALUE AS OF AUGUST 31, 2024
Forward currency purchase	June 2019	June 2028	£250 million	€26 million

Sodexo S.A. may use derivative financial instruments in order to hedge its exposure to volatility in interest and currency exchange rates.

## NOTE 19. MAIN ADJUSTMENTS TO THE FUTURE TAX BASIS

INCREASES (in million euros)	DECREASES (in million euros)
Exceptional amortization	16
	Employee profit-sharing
	Other non-deductible provisions
	1
	1

The future tax asset related to this unrealized tax difference was 4 million euros, calculated at a rate of 25.83%.

## NOTE 20. RETIREMENT BENEFIT COMMITMENTS

### 20.1 Retirement benefits payable by law or under collective agreements

Sodexo S.A. is required to pay benefits to retiring employees on the terms stipulated in a Company-wide collective agreement. The amount of the commitment has been calculated on the basis of rights vested at the balance sheet date, taking into account assumptions about final salary, discount rates and employee turnover.

This commitment, which is not recognized as a liability in the balance sheet, was estimated at 4 million euros as of August 31, 2024, including impact of IFRIC decision from May 2021.

## 20.2 Commitments related to a supplemental pension plan

Commitments related to a supplemental pension plan were estimated using the projected unit credit method based on final salary and net of funding for the plan. These commitments, amounting to 1 million euros as of August 31, 2024, are not recognized in the financial statements.

The new retirement plan implemented in Fiscal 2021 is not subject to any provision in the balance sheet apart from the insurance premium to be paid and does not generate an off-balance sheet commitment, the pensions being paid directly by the insurer.

## NOTE 21. DIRECTORS' FEES

Directors' fees paid to Board members for Fiscal 2024 amount to 1.1 million euros (refer to section 7.4.3 of the Universal Registration Document).

## NOTE 22. CONTINGENT LIABILITIES

Nil.

## NOTE 23. AVERAGE NUMBER OF EMPLOYEES

	AUGUST 31, 2024	AUGUST 31, 2023
Managers	474	482
Supervisors	9	12
Other	2	2
Apprentices	23	15
<b>TOTAL</b>	<b>508</b>	<b>511</b>

The average number of employees is an average of the number of employees present at the end of each quarter.

## NOTE 24. CONSOLIDATION

Sodexo S.A. is consolidated in the financial statements of Bellon SA, which has its registered office at 17-19, place de la Résistance, Issy-les-Moulineaux, France. The consolidated financial statements of the Sodexo Group are presented in chapter 4 of this Universal Registration Document.

## NOTE 25. SUBSEQUENT EVENTS

The Company has not identified any significant subsequent events.

## NOTE 26. LIST OF SUBSIDIARIES AND OTHER EQUITY INVESTMENTS

(in thousand euros)	CAPITAL	OTHER SHAREHOLDERS' EQUITY	PERCENTAGE INTEREST IN CAPITAL	BOOK VALUE OF INVESTMENT		LOANS AND ADVANCES GRANTED, NET	GUARANTEES GIVEN	REVENUES FOR MOST RECENT FISCAL YEAR	INCOME FOR MOST RECENT FISCAL YEAR	DIVIDENDS RECEIVED DURING THE FISCAL YEAR
				GROSS	NET					
Detailed information										
French subsidiaries										
Sodexo Entreprises	51,697	(43,929)	100.0%	224,674	224,674		174,500	662,705	(3,168)	—
Sogeres	2,153	(2,381)	92.3%	132,717	132,717		—	510,769	5,795	—
Sodexo GC	20,095	11,563	100.0%	77,218	77,218		—	—	(1,955)	685
SEVPTE	16,799	18,087	100.0%	51,619	51,619		—	70,641	9,455	3,696
ETIN	36,030	4,587	100.0%	22,213	22,213		370,000	—	1,388	10,000
Société Française de Restauration et Services	30,236	(46,643)	100.0%	107,139	90,732		—	260,261	(5,662)	—
Sodexo en France	1,041	(3,543)	100.0%	12,040	12,040		6,000	864	(115)	—
Sodexo Sports et Loisirs	10,144	(33,429)	100.0%	18,610	18,610		39,345	240,699	(7,195)	—
FoodChéri	293	(7,389)	100.0%	65,677	49,245		200	24,295	(4,577)	—
Ouest Catering	1,115	(1,020)	100.0%	8,500	95		—	—	(157)	—
Lenôtre SA	2,606	(34,193)	100.0%	136,767	1,517		—	70,850	(8,340)	—
Sodexo Afrique SARL	4,030	(3,995)	100.0%	16,945	90		—	—	(17)	—
Sodexo Ventures France	4,139	312	100.0%	32,425	4,800		—	—	59	—
French equity investments										
The Grandir Group S.A.S.	4,595	460,683	19.0%	93,380	93,380	—	—	474,568	(20,410)	—
Foreign subsidiaries										
Sodexo, Inc.	33,760	1,760,975	100.0%	2,120,843	2,120,843		1,300,618	9,391,078	281,244	283,208
Sodexo Canada	11,378	105,138	100.0%	338,164	338,164		33,676	446,061	19,581	38,155
Sodexo Finance Designated Activity Company	379,830	434,424	100.0%	807,830	807,830		3,252,036	—	11,890	100,000
Sodexo Holdings Ltd	451,316	(18,123)	100.0%	555,305	555,305		—	—	39,172	40,641
Sodexo do Brasil Comercial SA	88,121	196,966	100.0%	446,825	446,825		—	1,004,931	13,521	8,996
Sodexo Belgium SA	34,400	6,874	99.9%	97,062	97,062		5,070	376,088	(5,358)	—
Sodexo Beteiligungs BV & Co. KG	194	166,036	100.0%	225,455	225,455		—	(2)	8,445	—
Sodexo Food Solutions India Private Limited	24,393	28,287	100.0%	144,792	144,792		—	357,456	10,622	3,863
Sodexo Australia Pty Ltd	167,944	(116,919)	100.0%	179,477	179,477		3,221	27,069	(12,656)	—
Sodexo Nederland B.V.	45	54,853	100.0%	137,585	113,689		—	211,688	(302)	7,247
Novae Holding SA	266	14,422	100.0%	112,045	112,045		—	131,767	4,372	—
Sodexo AB	9,562	53,376	100.0%	101,264	101,264		—	353,557	20,060	14,557
Sodexo Services Asia	—	85,698	100.0%	75,041	75,041		27,059	—	3,017	—
Sodexo SAS	101	7,677	100.0%	40,153	40,153		—	186	6,364	7,103
Sodexo Inversiones SA	11,178	22,279	100.0%	28,041	28,041		69,086	—	(2,202)	—
Sodexo Iberia SA	3,467	20,700	100.0%	53,656	53,656		—	311,627	6,155	—
Sodexo Entegre Hizmet Yonetimi AS	1,720	—	100.0%	25,730	25,730		—	82,772	—	—
Sodexo Global Services UK Limited	26,748	84,389	100.0%	24,391	24,391		—	—	26,240	47,956
Sodexo Mexico SA de CV	5,945	13,574	100.0%	17,434	17,434		—	130,587	5,364	2,585
Sodexo On-Site Services Israel Ltd	90	12,226	100.0%	27,755	27,755		9,691	94,084	2,863	—
Sodexo Chile SpA	9,111	36,810	100.0%	10,999	10,999		41,062	586,362	8,688	1,128
Kalyx Limited	18	2,471	100.0%	9,430	2,438		—	—	—	—
Sodexo SRL	7,293	(5,601)	100.0%	8,872	1,709		—	6,117	—	—
Sodexo Singapore Pte Ltd	9,348	4,641	100.0%	8,614	8,614		—	83,037	4,447	4,061
Sofinsod Insurance Designed Activity Company	9,618	3,981	100.0%	9,618	9,618		13,595	—	176	—
Sodexo OY	5,046	4,057	100.0%	7,054	7,054		—	109,284	4,057	1,981
Sodexo Italia SPA	1,898	25,666	100.0%	7,029	7,029		—	430,221	11,381	24,389
Foreign equity investments										
Sodexo GmbH	308	307,590	37.4%	38,702	38,702			—	11,425	—

(in thousand euros)	CAPITAL	OTHER SHAREHOLDERS' EQUITY	PERCENTAGE INTEREST IN CAPITAL	BOOK VALUE OF INVESTMENT		LOANS AND ADVANCES GRANTED, NET	GUARANTEES GIVEN	REVENUES FOR MOST RECENT FISCAL YEAR	INCOME FOR MOST RECENT FISCAL YEAR	DIVIDENDS RECEIVED DURING THE FISCAL YEAR
				GROSS	NET					
Mentor Technical Group Corporation	3	59,501	45.0%	18,423	18,423			58,787	957	2,001
Socat LLC	598	(514)	49.0%	11,372	1,492			21,182	162	—
<b>Aggregate information</b>										
Other French subsidiaries				23,512	20,937		—			13,131
Other foreign subsidiaries				37,555	28,228		228,284			43,166
Other French equity investments				499	499		2,677			720
Other foreign equity investments				98	98	1,081	—			
<b>TOTAL</b>				<b>6,750,549</b>	<b>6,469,742</b>	<b>1,081</b>	<b>5,576,120</b>			<b>659,269</b>

## 5.3 Supplemental information on the individual Company financial statements

### 5.3.1 Five-year financial summary

(in million euros)	FISCAL 2024 <sup>(1)</sup>	FISCAL 2023	FISCAL 2022	FISCAL 2021	FISCAL 2020
<b>Capital at end of period</b>					
Share capital	590	590	590	590	590
Number of ordinary shares outstanding	147,454,887	147,454,887	147,454,887	147,454,887	147,454,887
Maximum number of potential new shares issuable by conversion of bonds	—	—	—	—	—
<b>Income statement data</b>					
Revenues excluding taxes	242	224	202	168	135
Earnings before income tax, employee profit-sharing, depreciation, amortization and provisions	1,629	1,350	339	184	266
Income tax	(8)	10	9	15	14
Employee profit-sharing	(1)	—	—	—	—
Earnings after income tax, employee profit-sharing, depreciation, amortization and provisions	1,545	1,308	321	136	221
Dividend payout	1,317	459	356	294	—
<b>Per share data</b>					
Earnings after income tax and employee profit-sharing but before depreciation, amortization and provisions	10.99	9.22	2.36	1.35	1.90
Earnings after income tax, employee profit-sharing, depreciation, amortization and provisions	10.48	8.87	2.18	0.93	1.50
Net dividend per share <sup>(2)</sup>	8.89	3.10	2.40	2.00	—
Dividend premium per eligible share <sup>(2)</sup>	0.89	0.31	0.24	0.20	—

(1) Subject to approval by the Annual Shareholders Meeting to be held on December 17, 2024.

(2) The Board of Directors proposes at the Annual Shareholders Meeting on December 17, 2024, to pay a dividend of 8.89 euros per share for Fiscal 2024 including the special interim dividend paid on August 29, 2024, of 6.24 euros per share (excluding premium) corresponding to all proceeds from the sales of Sofinsod (cf. note 1.3).

(in million euros)	FISCAL 2024	FISCAL 2023	FISCAL 2022	FISCAL 2021	FISCAL 2020
<b>Employee data</b>					
Average number of employees during the fiscal year	508	511	487	465	448
Salary expense for the fiscal year	68	83	65	73	43
Social security and other employee benefits paid during the fiscal year	32	35	35	31	22



## 5.3.2 Appropriation of earnings

(in million euros)	FISCAL 2024 <sup>(1)</sup>	FISCAL 2023	FISCAL 2022	FISCAL 2021	FISCAL 2020
Net income	1,545	1,308	321	136	221
Retained earnings	2,327	1,475	1,506	1,664	1,443
Retained earnings <sup>(2)</sup>	28	28	28	28	28
Retained earnings <sup>(3)</sup>	—	—	—	—	—
Transfer to legal reserve	—	—	—	—	—
<b>Transfer from long-term capital gains reserve</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>
Distributable earnings	3,900	2,811	1,855	1,828	1,692
Net dividend <sup>(4)</sup>	1,301	454	350	292	—
Dividend premium <sup>(4)</sup>	7	2	2	2	—
Reserves	—	—	—	—	—
<b>Retained earnings</b>	<b>2,592</b>	<b>2,355</b>	<b>1,503</b>	<b>1,534</b>	<b>1,692</b>
<b>Number of shares outstanding</b>	<b>147,454,887</b>	<b>147,454,887</b>	<b>147,454,887</b>	<b>147,454,887</b>	<b>147,454,887</b>
<b>Number of shares entitled to a dividend</b>	<b>147,454,887</b>	<b>147,454,887</b>	<b>147,454,887</b>	<b>147,454,887</b>	<b>147,454,887</b>
<b>Earnings per share</b> (in euros)	<b>10.48</b>	<b>8.87</b>	<b>2.18</b>	<b>0.93</b>	<b>1.50</b>

(1) Subject to approval by the Annual Shareholders Meeting to be held on December 17, 2024.

(2) Corresponding to dividends not paid on treasury shares.

(3) Corresponding to the 10% dividend premium not paid.

(4) The Board of Directors proposes at the Annual Shareholders Meeting on December 17, 2024, to pay a dividend of 8.89 euros per share for Fiscal 2024.

## 5.3.3 Supplier and client past due invoices

### INVOICES RECEIVED AND PAST DUE AS OF AUGUST 31, 2024

(in million euros)	0 DAY	1-30 DAYS	31-60 DAYS	61-90 DAYS	OVER 91 DAYS	TOTAL (1 DAY AND OVER)
<b>Classified as late payment</b>						
Number of invoices	1,706	683	3	71	0	757
Amount (incl. VAT)	13	40	0	2	0	42
% of total purchases (net of VAT) for the fiscal year	4.5%	13.6%	—%	0.8%	—%	14.4%
<b>Invoices related to disputed or unrecognized payables and not classified as late payment</b>						
Number of invoices			—			
Amount (incl. VAT)			—			
<b>Reference payment terms used</b>						
	Contractual payment terms					

### INVOICES ISSUED AND PAST DUE AS OF AUGUST 31, 2024

(in million euros)	0 DAY	1-30 DAYS	31-60 DAYS	61-90 DAYS	OVER 91 DAYS	TOTAL (1 DAY AND OVER)
<b>Classified as late payment</b>						
Number of invoices	1,189	459	212	169	2,224	3,064
Amount (incl. VAT)	33	3	3	1	11	18
% of total purchases (net of VAT) for the fiscal year	5.8%	0.5%	0.6%	0.2%	1.8%	3.2%
<b>Invoices related to disputed or unrecognized receivables and not classified as late payment</b>						
Number of invoices			18			
Amount (incl. VAT)			705			
<b>Reference payment terms used</b>						
	Contractual payment terms					

## 5.4 Statutory Auditors' Report

### 5.4.1 Statutory Auditors' Report on the financial statements

*This is a translation into English of the statutory auditors' report on the financial statements of the Company issued in French and it is provided solely for the convenience of English-speaking users. This statutory auditors' report includes information required by European regulation and French law, such as information about the appointment of the statutory auditors or verification of the management report and other documents provided to the shareholders.*

*This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.*

For the year ended August 31, 2024

To the Annual General Meeting of,

SODEXO

255, quai de la Bataille-de-Stalingrad

92866 Issy-les-Moulineaux Cedex 9, France

#### Opinion

In compliance with the engagement entrusted to us by your Annual General Meetings, we have audited the accompanying financial statements of Sodexo for the year ended August 31, 2024.

In our opinion, the financial statements give a true and fair view of the assets and liabilities and of the financial position of the Company as at August 31, 2024 and of the results of its operations for the year then ended in accordance with French accounting principles.

The audit opinion expressed above is consistent with our report to the Audit Committee.

#### Basis for opinion

##### Audit framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under these standards are further described in the *Statutory Auditors' Responsibilities for the Audit of the Financial Statements* section of our report.

##### Independence

We conducted our audit engagement in compliance with the independence requirements of the French Commercial Code (*Code de commerce*) and the French Code of Ethics for Statutory Auditors (*Code de déontologie de la profession de commissaire aux comptes*) for the period from September 1, 2023 to the date of our report and specifically, we did not provide any prohibited non-audit services referred to in Article 5(1) of Regulation (EU) No. 537/2014.

#### Justification of assessments – Key audit matters

In accordance with the requirements of articles L.821-53 and R.821-180 of the French Commercial Code relating to the justification of our assessments, we inform you of the key audit matters relating to the risks of material misstatement that, in our professional judgment, were the most significant in our audit of the financial statements of the current period, as well as how we addressed those risks.

These matters were addressed as part of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on specific items of the financial statements.

#### Valuation of equity investments

##### Description of risk

The balance of equity investments as at August 31, 2024 represented 6,470 million euros, the largest asset on the balance sheet. They are recognized at cost or contribution value. They are written down, where appropriate, when their value in use at the year-end is less than their carrying amount.

As described in note 2.1.3 to the financial statements, value in use is determined by Management on the basis of net asset value, profitability and the future prospects of the investee.

When the carrying amount of an equity investment is higher than the share of net assets, the valuation is generally supported by determining a value in use based on discounted future cash flows, using business plans prepared by Management generally covering one to five years, which requires the exercise of Management judgment.

Accordingly, we deemed the valuation of equity investments to be a key audit matter, due to the weight of the value of equity investments in the balance sheet and the inherent uncertainty of certain components of the valuation, in particular the likelihood of achieving forecast results used to calculate value in use.

### **How our audit addressed this risk**

In order to assess the reasonableness of the estimate of the value in use of equity investments, based on the information provided to us, our audit work consisted mainly in verifying that the estimated values determined by Management were based on an appropriate justification of the measurement method and underlying data.

In particular, for valuations based on forecasts, we:

- assessed the method used to prepare the cash flows of the investments concerned in relation to the business plans prepared by Management;
- assessed the assumptions underlying the projected cash flows by interviewing the Group's Management;
- assessed, with the support of our valuation specialists, the reasonableness of the discount rates and growth rates used for projected cash flows;
- verified, using sampling techniques, the arithmetical accuracy of the model used to calculate values in use;
- assessed the appropriateness of the information provided in note 2.1.3 to the financial statements, describing the accounting rules and methods used for the valuation of equity investments.

### **Specific verifications**

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by laws and regulations.

### **Information given in the management report and in the other documents with respect to the financial position and the financial statements provided to the Shareholders**

We have no matters to report as to the fair presentation and the consistency with the financial statements of the information given in the Board of Directors' management report and in the other documents with respect to the financial position and the financial statements provided to the shareholders.

We attest the fair presentation and the consistency with the financial statements of the information about payment deadlines referred to in Article D.441-6 of the French Commercial Code.

### **Report on corporate governance**

We attest that the Board of Directors' report on corporate governance sets out the information required by Articles L.225-37-4, L.22-10-10 and L.22-10-9 of the French Commercial Code.

Concerning the information given in accordance with the requirements of Article L.22-10-9 of the French Commercial Code relating to remuneration and benefits paid or awarded to directors and any other commitments made in their favor, we have verified its consistency with the financial statements or with the underlying information used to prepare these financial statements, and, where applicable, with the information obtained by your Company from controlled companies included in the scope of consolidation. Based on these procedures, we attest the accuracy and fair presentation of this information.

With respect to the information relating to items that your Company considered likely to have an impact in the event of a takeover bid or exchange offer, provided pursuant to Article L.22-10-11 of the French Commercial Code, we have agreed this information to the source documents communicated to us. Based on these procedures, we have no observations to make on this information.

### **Other information**

In accordance with French law, we have verified that the required information concerning the purchase of investments and controlling interests and the identity of the shareholders and holders of the voting rights has been properly disclosed in the management report.

## Other verifications and information pursuant to legal and regulatory requirements

### Format of preparation of the financial statements intended to be included in the annual financial report

We have also verified, in accordance with the professional standards applicable in France relating to the Statutory Auditors' procedures for annual and consolidated financial statements presented according to the European single electronic format, that the preparation of the financial statements intended to be included in the annual financial report referred to in paragraph I of Article L.451-1-2 of the French Monetary and Financial Code (Code monétaire et financier) prepared under the Chairwoman and CEO's responsibility, complies with this format, as defined in Commission Delegated Regulation (EU) No. 2019/815 of December 17, 2018.

On the basis of our work, we conclude that the preparation of the financial statements intended to be included in the annual financial report complies, in all material respects, with the European single electronic format.

It is not our responsibility to ensure that the financial statements that will ultimately be included by your Company in the annual financial report filed with the AMF correspond to those on which we carried out our work.

### Appointment of the Statutory Auditors

We were appointed Statutory Auditors by the Annual General Meetings held on February 4, 2003 for KPMG S.A. and on December 19, 2022 for ERNST & YOUNG Audit.

As at August 31, 2024, KPMG S.A. was in the twenty-second consecutive year of their engagement and ERNST & YOUNG Audit in the second year.

## Responsibilities of Management and those charged with governance for the financial statements

Management is responsible for preparing financial statements giving a true and fair view in accordance with French accounting principles, and for implementing the internal control procedures it deems necessary for the preparation of financial statements that are free of material misstatement, whether due to fraud or error.

In preparing the financial statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern, and using the going concern basis of accounting, unless it expects to liquidate the Company or to cease operations.

The Audit Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risk management systems, as well as, where applicable, its internal audit, relating to accounting and financial reporting procedures.

The financial statements were approved by the Board of Directors.

## Statutory Auditors' responsibilities for the Audit of the financial statements

### Objective and audit approach

Our role is to issue a report on the financial statements. Our objective is to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users made on the basis of these financial statements.

As specified in article L.821-55 of the French Commercial Code, our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the Statutory Auditors exercise professional judgment throughout the audit. They also:

- identify and assess the risks of material misstatement in the financial statements, whether due to fraud or error, design and perform audit procedures in response to those risks, and obtain audit evidence considered to be sufficient and appropriate to provide a basis for their opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- obtain an understanding of the internal control procedures relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control;
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates made by Management and the related disclosures in the notes to the financial statements;
- assess the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of the audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the Statutory Auditors conclude that a material uncertainty exists, they are required to draw attention in the audit report to the related disclosures in the financial statements or, if such disclosures are not provided or are inadequate, to issue a qualified opinion or a disclaimer of opinion;
- evaluate the overall presentation of the financial statements and assess whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.

## Report to the Audit Committee

We submit a report to the Audit Committee which includes, in particular, a description of the scope of the audit and the audit program implemented, as well as the results of our audit. We also report any significant deficiencies in internal control that we have identified regarding the accounting and financial reporting procedures.

Our report to the Audit Committee includes the risks of material misstatement that, in our professional judgment, were the most significant for the audit of the financial statements of the current period and which constitute the key audit matters that we are required to describe in this report.

We also provide the Audit Committee with the declaration provided for in article 6 of Regulation (EU) No. 537/2014, confirming our independence within the meaning of the rules applicable in France, as defined in particular in Articles L.821-27 to L.821-34 of the French Commercial Code and in the French Code of Ethics for Statutory Auditors. Where appropriate, we discuss any risks to our independence and the related safeguard measures with the Audit Committee.

Paris La Défense, October 23, 2024

The Statutory Auditors

ERNST & YOUNG Audit

KPMG S.A.

Aymeric de La Morandière

Soraya Ghannem

Caroline Bruno-Diaz

Eric Ropert

## 5.4.2 Statutory Auditors' special report on related-party agreements

*This is a free translation into English of the Statutory Auditors' special report on related-party agreements issued in French and 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.*

Shareholders' Meeting held to approve the financial statements for the year ended August 31, 2024

SODEXO

255, quai de la Bataille-de-Stalingrad

92866 Issy-les-Moulineaux Cedex 9, France

To the shareholders,

In our capacity as Statutory Auditors of Sodexo, we hereby report to you on related-party agreements.

It is our responsibility to report to shareholders, based on the information provided to us, on the main terms and conditions of agreements that have been disclosed to us or that we may have identified as part of our engagement, as well as the reasons given as to why they are beneficial for the Company, without commenting on their relevance or substance or identifying any undisclosed agreements. Under the provisions of article R.225-31 of the French Commercial Code (Code de commerce), it is the responsibility of the shareholders to determine whether the agreements are appropriate and should be approved.

Where applicable, it is also our responsibility to provide shareholders with the information required by article R.225-31 of the French Commercial Code in relation to the implementation during the year of agreements already approved by the Shareholders' Meeting.

We performed the procedures that we deemed necessary in accordance with professional standards applicable in France to such engagements. These procedures consisted in verifying that the information given to us is consistent with the underlying documents.

### Agreements submitted for the approval of the Annual General Meeting

#### Agreements authorized and entered into during the year ended August 31, 2024

In accordance with Article R.225-40 of the French Commercial Code, we were informed of the following related party agreement which received prior authorization from your Board of Directors.

##### Share Purchase Agreement for the sale of Sofinsod shares between Sodexo S.A. and Bellon S.A.

- Persons concerned:

Sophie Bellon, Nathalie Bellon-Szabo, François-Xavier Bellon and Patrice de Talhouët, common corporate officers of Bellon S.A. and Sodexo S.A.

- Nature and purpose

On July 23, 2024, your Board of Directors authorized the conclusion, with Bellon S.A., of a Share Purchase Agreement, under the terms of which your Company transfers to Bellon S.A. all the shares composing the capital and voting rights of Sofinsod S.A.S.

Sofinsod S.A.S. is a subsidiary 100% owned by your Company. Sofinsod S.A.S.'s only balance sheet asset is a 19.60% interest in the capital of Bellon S.A., Bellon family's holding company and your Company's reference shareholder, which controls your Company within the meaning of Article L. 233-3 of the French Commercial Code.

- Terms and conditions

The terms of this Share Purchase Agreement are:

- Sofinsod S.A.S., which holds only one asset on its balance sheet, which is a 19.60% interest in Bellon S.A., valued at 917,908,704 euros (selling price);
  - the transaction is not subject to any financing conditions;
  - the transaction is not subject to any suspensive conditions;
  - the selling has been completed on August 23, 2024;
  - the Share Purchase Agreement included representations and warranties, usual indemnities and undertakings for this type of transaction;
  - the Share Purchase Agreement included the distribution of the entire sale price to your Company's shareholders through an interim dividend on August 29, 2024.
- Reasons justifying why the Company benefits from this agreement

Your Board explained as follows: your Company was pursuing discussions with Bellon S.A. with a view to organize the unwinding of this cross-shareholding loop, in particular by selling 100% of Sofinsod shares held by your Company to Bellon S.A., and on the one hand simplify your Company's shareholder structure and on the other hand monetize an illiquid asset.



## Agreements already approved by Shareholders' Meetings

### Agreements approved in previous years which continued to apply during the financial year ended August 31, 2024

In accordance with article R.225-30 of the French Commercial Code, we were informed of the following agreement, which was approved by the Shareholders' Meeting in previous years and continued to apply during the financial year ended August 31, 2024.

#### Service agreement between Bellon SA and Sodexo

- Persons concerned:

Sophie Bellon, Nathalie Bellon-Szabo, and François-Xavier Bellon and Patrice de Talhouët, common corporate officers of Bellon S.A. and Sodexo S.A.

- Nature and purpose:

On June 23, 2021, the Board of Directors authorized the conclusion of a new service agreement, renewing under similar conditions the agreement previously entered into with effect from November 17, 2016 and expiring on November 17, 2021. The new agreement was entered into on October 26, 2021 and came into effect on November 17, 2021 for a period of five years.

Under this agreement, Bellon S.A. provides assistance and advisory services and assigns three of its employees to Sodexo to hold the positions of Group Chief Financial Officer, Group Chief People Officer and Group Chief Growth Officer, enabling Sodexo to benefit from their experience and skills in the implementation of its strategy.

- Terms and conditions:

Under this agreement, Bellon S.A. invoices Sodexo for the compensation of the Group Chief Financial Officer, Group Chief People Officer and Group Chief Growth Officer during the secondment period. This invoicing includes the compensation and associated benefits, as well as payroll and any other related taxes. The invoiced amount does not include a margin on the items invoiced.

The total fees billed under this agreement, and changes compared with the prior year, are reviewed annually by Sodexo's Audit Committee. In addition, and in compliance with the law, the agreement is reviewed every year by the Board of Directors.

The annual fees payable to Bellon S.A. are approved each year by the Board of Directors of your Company, with none of the directors who are Bellon family members taking part in the vote.

For the year ended August 31, 2024, the fees billed by Bellon S.A. under this agreement amounted to 5,131,113 euros excluding taxes.

Paris-La Défense, October 23, 2024

The Statutory Auditors

ERNST & YOUNG Audit

KPMG S.A.

Aymeric de La Morandière

Soraya Ghannem

Caroline Bruno-Diaz

Eric Ropert

# 6

## Risk management

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## 6.1 Definition and objectives of risk management and internal control

The purpose of Sodexo's risk management and internal control systems are to:

- protect the Group's value, assets, business model, employees and reputation;
- identify and evaluate the risks that could prevent the Group from achieving its business and financial objectives;
- anticipate changes in these risks;
- put in place mitigating actions and risk transfer measures.

Sodexo's risk management systems are designed to ensure that risks are:

- properly identified, evaluated and prioritized;

- efficiently mitigated;
- regularly reported and monitored.

Sodexo's internal control procedures are designed to give reasonable assurance that:

- laws and regulations are complied with;
- Group policies and guidelines are properly applied;
- internal processes are functioning correctly;
- financial and non-financial reporting is reliable.

Internal control procedures also underpin the good and efficient management of Sodexo's operations.

### Group Policies

In order to support its objectives, and as part of its risk governance and management framework, Sodexo has established a number of Group policies. These policies cover subjects such as responsible business conduct, fundamental human rights at work, health and safety and food safety, human resources, procurement, corporate responsibility, information security, data protection and internal audit. Policies are updated on a regular basis.

### Sodexo's Code of conduct

The Group's standards for responsible business conduct are set out in the Code of conduct - Business integrity guide. Sodexo employees must never compromise adherence to these standards for financial or other business objectives or personal gain. Sodexo does not tolerate any practice that is not born of honesty, integrity and fairness, anywhere in the world where it does business.

During the course of Fiscal 2024, the Code was completely renewed, to make it more accessible and easier to understand for all employees.

### Statement for fundamental human rights

Sodexo is committed to respecting human rights wherever it does business. This commitment, is supported by core policies and procedures which are based on international charters such as the Universal Declaration of Human Rights and the International Labor Organization's Declaration of Fundamental Principles and Rights at Work. It is also based on the principles set forth in the OECD Guidelines for Multinational Enterprises and the United Nations' Guiding Principles on Business and Human Rights.

The Sodexo Statement of Respect for Human Rights sets out standards for fundamental human rights at work. It covers the workplace, but also business relationships, communities, reporting concerns, due diligence and transparency. It is also accompanied by a guide and training that provides best practices and examples.

### Health and safety policy and food safety policy

At Sodexo, we believe that all incidents are preventable. It starts with nurturing a Zero Harm health and safety culture. Our ambition is to be the safest place to work and the safest Company to do business with.

Sodexo's Global Health and Safety and Food Safety Policies outline our fundamentals and standard principles to guide our behaviors, responsibilities and commitments that include:

- complying with legal, regulatory and internal standards as a condition of employment;
- identifying, evaluating and managing risks;
- ensuring adequate resources, training and capability;
- personal accountability for people and food safety by speaking up to challenge unsafe behavior, stop unsafe work and promptly report incidents, near misses and unsafe conditions or behaviors;
- fostering a Zero Harm mindset culture for people safety and for food safety from farm to fork;
- protecting and promoting the safety of our food and the health of our consumers;
- striving for operational excellence at every step in our health and safety and food processes;
- monitoring and improving our health and safety and food safety performance.

## Human resources policy

The Group's human resources priorities are:

- anticipate and adapt the staffing requirements of operations in terms of numbers, skills and competencies to enhance operational efficiency;
- continue to develop a performance-based culture based on shared priorities and indicators, by offering training and learning for individual development;
- promote an inclusive work environment and embrace diversity in all its dimensions.

In this context, the main human resources policies are focused on: the profile of a Sodexo leader and senior manager, succession planning for senior managers, senior managers' training and skills enhancement, employee engagement, and compensation.

Annual tracking of improvement metrics by the Sodexo Leadership Team and Board of Directors serves to validate action plans aimed at advancing these policies. These metrics include employee Net Promoter Score, employee engagement rate, employee retention, employee absenteeism, internal promotion, and the representation of women in senior management.

## Procurement policies

Sodexo's priority is to ensure that suppliers and subcontractors that deliver Sodexo products and services have the right skills, capabilities and potential to carry out the tasks assigned to them.

Risk management guidelines set out the procurement procedures that teams are required to follow in terms of working with and managing suppliers and subcontractors. The level of the initial evaluation and the management procedures for suppliers and subcontractors directly depend on the product supplied or service rendered. It includes verifying issues such as food safety and traceability, certification to conduct work, particularly in Facilities Management, along with financial due diligence checks.

In line with the procurement policy, suppliers and subcontractors must sign the Sodexo Supplier Code of conduct which sets out Sodexo's requirements for adopting responsible best practices concerning ethical, social and environmental issues.

## Corporate Responsibility policies

Since its creation in 1966, Sodexo's purpose is 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. We have formalized this commitment in our Corporate Responsibility roadmap, Better Tomorrow 2025, outlined in Chapter 2.

Better Tomorrow 2025 is underpinned by a number of policies and commitments. These include:

- Sustainable seafood supplier charter, which sets out Sodexo's expectations of suppliers in relation to its sustainable seafood strategy;
- Animal welfare supplier charter, which sets out the requirements in relation to animal welfare of any supplier of meat, egg and dairy products to Sodexo;
- Sodexo's commitment to protect forests and peatlands, which focuses on commitments in relation to the use of paper, palm oil, soy and beef.

## Information security policies

The Group Information and System Security Principles and the Group Information and Systems Security Policy, defined by the Tech, Data and Digital function, set out the standard rules and principles that must be applied to consistently and efficiently secure the protection of information and systems at Sodexo. These two documents are backed up by detailed directives and guidelines.

## Data protection policy

Sodexo's Global Data Protection Policy describes how Sodexo entities collect, use, store, share, delete or otherwise process personal data and how data subjects can exercise their rights. This policy applies to the global organization of Sodexo entities. It applies to the processing of personal data collected by Sodexo, directly or indirectly, from all individuals including, but not limited to Sodexo's job applicants, our employees, clients, consumers, suppliers or subcontractors, our shareholders or any third parties (for further details of the compliance program relating to GDPR and other data protection laws, please refer to section 7.3.2).

## Internal audit policy

The internal audit policy outlines internal audit activities which include reviewing and assessing the adequacy and effectiveness of governance, risk management and internal control systems and processes. This includes assessing:

- the reliability of financial and non-financial information;
- compliance with existing policies, procedures, laws and regulations;
- the methods used to safeguard assets;
- the effectiveness of governance, operations and the resources used.

The Internal Audit team is also responsible for alerting the Chairwoman and Chief Executive Officer, the Audit Committee and the Sodexo Leadership Team to any material risks and informing them of the causes of identified weaknesses.

The Internal Audit team has defined several procedures, primarily covering the identification of Internal Audit priorities for the coming fiscal year, the planning and execution of internal audits, the drafting of internal audit reports and the follow up of action plans to implement the team's recommendations.

A series of internal audit performance indicators has been developed. These include such issues as the follow-up of internal audit recommendations that have been implemented, the average time required to issue internal audit reports, the annual audit plan completion rate, internal auditor rotation rates, the satisfaction rate among audited units.

## Delegations of authority

Principles and policies in this area are supplemented by delegations of authority for senior executives, which are reviewed annually and formally communicated to each executive by his or her superior.

The Chairwoman and Chief Executive Officer delegates certain authority to the members of the Sodexo Leadership Team, who themselves delegate to members of their executive teams in regions and countries.

Delegations of authority cover business areas throughout the Group, and notably client contracts, procurement, investments and finance, strategy, people and organization, communications and brand.

## Improvement indicators

Sodexo uses a range of financial and non-financial indicators to measure progress in such areas as client retention and business development, profitability of contracts and business, human resources, procurement and corporate responsibility.

Making progress in these areas is critical for future growth in underlying operating profit, operating cash flow and revenue.

As such, progress in these metrics is reviewed regularly by the Sodexo Leadership Team and the Board of Directors.

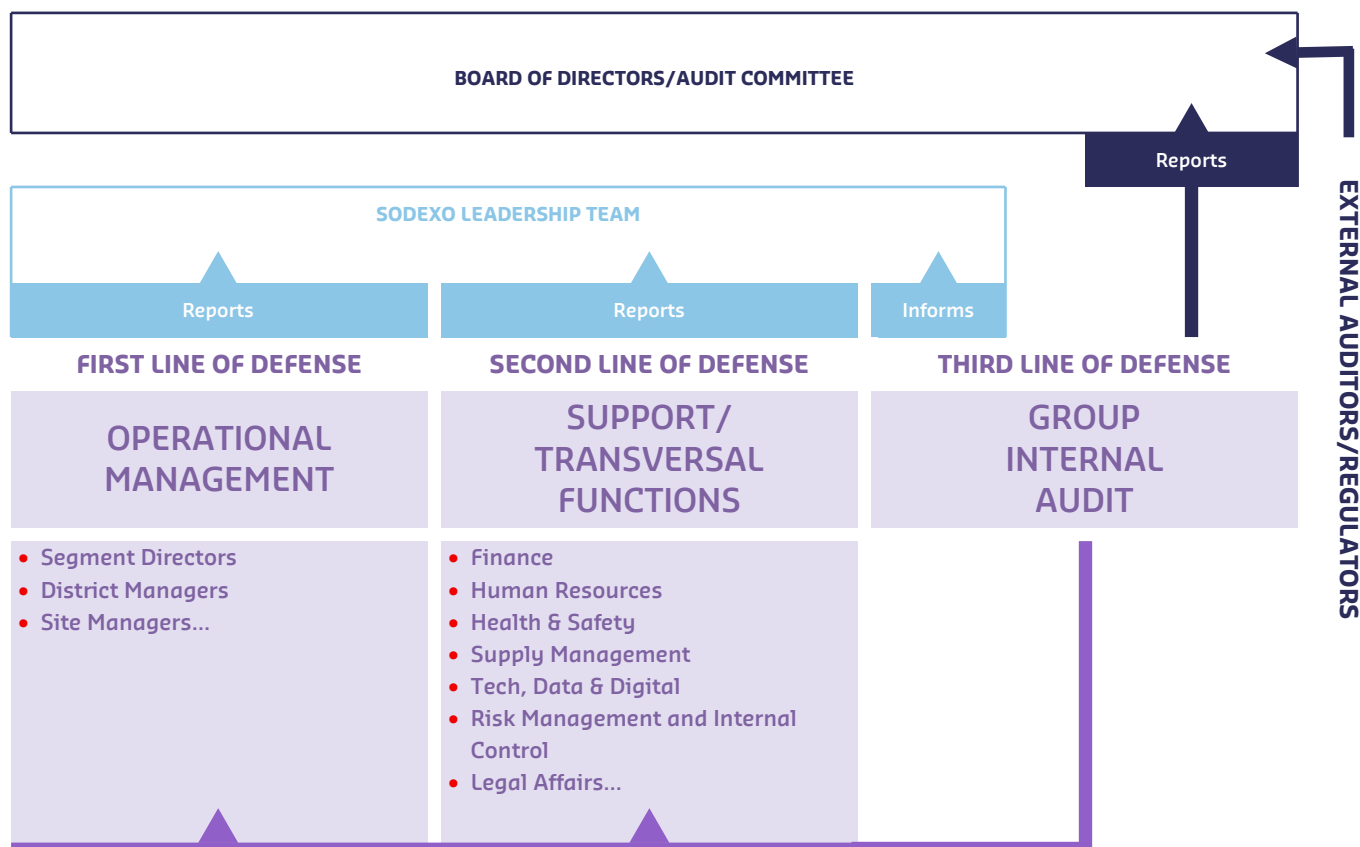
For further details of corporate responsibility metrics in particular, please refer to section 2.2. An independent firm was selected by Sodexo to audit a representative selection of these social, environmental and societal indicators. The conclusions of this audit are presented in section 2.5.4 of this document.

## 6.2 Risk management and internal control organization

### 6.2.1 Key participants and roles

The key participants in the risk management and internal control system are organized using the Three Lines of Defense model, as shown below:

#### SODEXO'S RISK MANAGEMENT AND INTERNAL CONTROL MODEL



#### Operational management

The first line of defense mainly consists of operational Directors and managers who identify and manage risks within their activities. They put controls and action plans in place for the risks identified.

#### Support and transversal functions

The second line of defense consists of global support functions who are there to support operators with their risk management. They define the procedures and standards and provide standardized tools and processes to enable operational staff to put in place the appropriate controls.

#### Internal Audit

The third line of defense is Internal Audit, which gives an independent evaluation of the risk management and internal control system to the Sodexo Leadership Team and Board of Directors. It makes recommendations to the first and second lines of defense for the improvement of risk management and internal control and monitors action plans (see 6.4.).



## 6.2.2 Risk Management Governing Bodies

### Sodexo's Leadership Team

The Sodexo Leadership Team has overall responsibility for establishing procedures to manage risk. In this context, its role includes designing and leading on the internal control system, with support from senior leaders and the second line of defense functions in their own area of expertise.

### Board of Directors and Audit Committee

Sodexo's Board of Directors role is to provide oversight of the risk management and internal control system, and ensure that it is functioning effectively. As a specialized Board Committee, the Audit Committee follows up in detail on Sodexo's principal risks and the efficacy of the controls used to mitigate them (see 7.1.1.5) and reports back to the Board.

Sodexo has put in place a robust procedure for the identification and assessment of major risks, designed to ensure that risks are evaluated and managed at the appropriate level within the organization. Measures to manage risks are implemented either at the site, country, regional or global level, depending on their nature.

## 6.2.3 Approach to Risk Assessment

Sodexo uses a hybrid risk assessment approach, both "bottom-up" from operators and "top-down" from senior management.

On an operational level, the leadership Committees of each of Sodexo's main countries carry out an annual risk assessment, facilitated by risk and internal control managers. The results of these assessments are recorded in a global risk management tool. The identified risks are then owned and managed at the local level.

Additionally, a series of interviews with Sodexo's senior leaders across the world is carried out by Group Internal Audit on an annual basis to identify key risks impacting Sodexo's business and the achievement of its objectives.

The results of all the risk assessments and the senior leader interviews are evaluated in the development of the Group risk profile which comprises the principal risks that might impact Sodexo's strategic priorities. The profile is shared with the Sodexo Leadership Team for comment, before being submitted to the Audit Committee and the Board of Directors.

## 6.2.4 Risk Assessment Methodology

Sodexo assesses its risks in three stages using a standard global methodology:

- risk identification: the first step is the identification of risks that may impact Sodexo's ability to achieve its objectives, whether it be at site, country, regional or global level. Several risk identification methods are used, including surveys and risk registers, but the recommended and most widely used method for both bottom-up and top down assessments is by individual interview with key stakeholders;

- risk evaluation: risks identified in the previous step are then evaluated using three risk criteria:

- impact – the effect or consequence the risk will have,
- likelihood – the frequency or probability of the risk occurring,
- level of control – the level of control already in place to reduce the risk;

- risk prioritization: following evaluation, risks are then prioritized for further actions to treat them.

The main risk factors to which the Group is exposed are described in section 6.3.

## 6.2.5 Link between internal control and risk assessment

As described above, risk assessment is used to identify, evaluate and prioritize risks. Once they have been assessed, risks are treated to reduce their effect. Ways of treating risks include putting in place action plans and implementing controls. Controls therefore form an important part of the range of measures that can be used to mitigate risks, and Sodexo's internal control procedures are part of an ongoing process of managing the Group's risk exposure.

Sodexo's risk management and internal control system is based on the internal control reference framework recommended by the French securities regulator (*Autorité des marchés financiers* – AMF). The five components of the reference framework are the control environment (integrity, ethics, competencies, etc.), evaluation of risks (identification, analysis and management of risks), control activities (methods and procedures), information and communication (collection and sharing of information) and monitoring (follow-up and eventual updating of processes).

## 6.3 Risk factors

### 6.3.1 Principal Risks and Risk Management Measures

#### Summary of Sodexo's Principal Risk Factors

The summary table of Sodexo's principal risks shows a classification of the risks by reference to four categories, as well as risks from the external environment. As outlined in 6.2.4, each risk is assessed using impact and likelihood to give an evaluation of the inherent risk, and then a third criteria "level of control" is used to evaluate the

overall net risk. The table below shows the net risk assessment. The most significant risks are presented at the top of each category, and the materiality of each risk shown is using a two-level rating scale (medium and high), as follows:

#### MAIN RISKS AND RISK MANAGEMENT

		MEDIUM LEVEL	HIGH LEVEL
CLIENTS/ CONSUMERS	Client retention		
	Changing consumer expectations and behaviors		
	Bidding risks		
	Competition		
OPERATIONS	Client contract execution, including inflation management		
	Technology and information security		
PEOPLE	Talent retention and development		
	Staff shortages and recruitment		
CORPORATE RESPONSIBILITY	Food, services and workplace safety		
	Sodexo environmental impact		
EXTERNAL ENVIRONMENT	Compliance with laws and regulations		
	Climate disruption exposure		

## Description of Principal Risk Factors

The tables below describe Sodexo's principal risk factors, their possible impact and give examples of measures implemented to reduce these risks.

### CLIENT RETENTION Risk Level: High

#### Risk of not keeping and renewing contracts with Sodexo's existing clients.

Category: **Clients/Consumers**

Impact	Examples of Mitigating Activities
<p>In order for Sodexo to continue to add value to its clients, and in turn consumers, there is a consistent need to understand - and then meet- their expectations.</p> <p>In a still rapidly evolving workplace environment, the need for innovation and improvement means that Sodexo must constantly evolve and enhance the ways it supports its clients.</p> <p>A lack of ability to adapt to the client's circumstances or offer quality, innovative services could mean that the client no longer values Sodexo as a partner they want to grow and expand with, leading to:</p> <ul style="list-style-type: none"> <li>• disconnection between our goals and those of our clients;</li> <li>• decrease in satisfaction from clients and consumers;</li> <li>• direct impact on both revenue and profit at account, region and group level;</li> <li>• loss of credibility in the market place.</li> </ul>	<ul style="list-style-type: none"> <li>• On-site teams continually listening to the client and the consumer; aggregated insights are then fed into operational, functional and strategic teams.</li> <li>• Strengthening of the client relationship management process to ensure alignment of the expectations of the client and the Sodexo team on an on-going basis.</li> <li>• Deployment of strong branded offers such as Modern Recipe and Kitchen Works to offer clients and consumers new food experiences.</li> <li>• Broadening of the multi-channel food offer through targeted acquisitions.</li> <li>• Risk reviews carried out on key accounts every six months to review retention risks, with plans in place to mitigate and remove identified obstacles.</li> </ul>

### CHANGING CONSUMER EXPECTATIONS AND BEHAVIORS Risk Level: Medium

#### Increased consumer expectations around personalized, innovative and digital services, and healthy food choices. Increased consumer expectations in relation to business conduct and environmental impact. Structural changes in the way consumers choose to consume food.

Category: **Clients/Consumers**

Impact	Examples of Mitigating Activities
<p>Consumers expect a personalized meal experience. They want to be able to consume food in different ways and at a time of their choosing. They expect more choice, more convenience, healthier options, all combined with the benefits of technology to make a smoother and more seamless dining experience.</p> <p>Over and above that, consumers also want to spend their money with companies that engage in socially responsible behavior.</p> <p>If Sodexo cannot adapt its consumer offer adequately or cannot anticipate and meet consumer expectations for innovation, personalization and in relation to environmental impact or business conduct, its revenues, as well as its reputation, could be affected.</p>	<ul style="list-style-type: none"> <li>• Acceleration of the implementation of a multi-channel delivery model which offer consumers greater flexibility for food consumption: click and collect, delivery, micro-markets, vending.</li> <li>• Increased use of technology, for example robotic food delivery on-campus, 24/7 automated kiosks, digital apps for ordering and delivery, scan and go technology.</li> <li>• Focus on expanding the provision of plant-based meals, offering consumers both a healthy option and one with a lower carbon footprint.</li> <li>• Supplier Inclusion program that proactively focuses on buying from small and medium-sized companies, suppliers owned or operated by women or people from minority groups and major suppliers who actively embrace diversity, equity and inclusion in their workforce.</li> </ul>

### BIDDING RISKS Risk Level: Medium

#### Risks relating to the commercial and contractual model and the scope of services included in a client contract.

Category: **Clients/Consumers**

Impact	Examples of Mitigating Activities
<p>Some of Sodexo's client contracts are long-term and may run between five and ten years. This is particularly relevant for the Universities and Sports &amp; Leisure activities. Moreover, long-term contracts are often the biggest and most complex contracts to execute.</p> <p>Factors such as:</p> <ul style="list-style-type: none"> <li>• inaccurate pricing assumptions;</li> <li>• a lack of definition or detail in the scope of services;</li> <li>• underestimating the complexity of the scope of work; and</li> <li>• inadequate contractual clauses;</li> </ul> <p>during a bid proposal can lead to low margins or even losses on the contract, either in the startup phase or at a later date.</p>	<ul style="list-style-type: none"> <li>• Benchmark exercises, site visits, full due diligence and the use of technical expertise are all part of the process to establish costs, seasonality of services and base-line estimates (monitoring of cost and performance indicators to verify the relevance and competitiveness of our offer).</li> <li>• Identification of the main contractual risks (from the analysis) and the deployment of measures to compensate these risks.</li> <li>• Use of costing models and benchmarking to validate assumptions.</li> <li>• Robust, standardized and transparent costings.</li> <li>• Integration of different stakeholders in the review process to better anticipate possible issues.</li> <li>• Strict execution of Sodexo's key processes for solution and contract design &amp; solution mobilization.</li> <li>• Definition of key contract terms per segment.</li> </ul>

## COMPETITION

**Risk Level: Medium**

**Sodexo faces both established competitors and new industry participants at the local, national and international levels: risk of market share loss and loss of growth momentum.**

Category: **Clients/Consumers**

Impact	Examples of Mitigating Activities
<p>Sodexo operates in a highly competitive environment. If it cannot meet client needs or expectations, then it may lose contracts to competitors, resulting in a lack of growth of revenues and lower profitability.</p>	<ul style="list-style-type: none"> <li>Acceleration of the development of advanced food models that integrate new ways of producing and distributing food services.</li> <li>Roll-out of enhanced branded offers to meet client and consumer needs.</li> <li>Investment in digital technology including digital applications, food solutions such as automated kiosks with hot and cold food options, digital retail services, robotics to facilitate cleaning and the use of artificial intelligence helps Sodexo to enhance the consumer experience and take advantage of the opportunities created.</li> <li>Strategic acquisitions to expand Sodexo's offers.</li> <li>Enhanced purchasing power through Entegra.</li> <li>Strengthening of commercial teams on the ground.</li> <li>Competitor benchmarking.</li> <li>Sector studies.</li> </ul>

## CLIENT CONTRACT EXECUTION, INCLUDING INFLATION MANAGEMENT

**Risk Level: High**

**Risks relating to the execution of a client contract: poor service delivery, non-fulfilment of contractual and performance obligations, over delivery of additional services not defined in the contract, poor management of food and labor costs, inability to pass through inflation.**

Category: **Operations**

Impact	Examples of Mitigating Activities
<p>Poor service delivery to clients or non-fulfilment of contract obligations could lead to client dissatisfaction, possible contractual penalties and ultimately the loss of the client.</p> <p>Over-delivery of additional services not defined in the contracts and without related invoicing could lead to a shortfall in revenues and loss of profitability on the contract.</p> <p>Poor management of food and labor costs could result in reduced profitability on the contract.</p> <p>In Fiscal 2024, there has been a continued downward trend in food inflation, but it still remains a point of vigilance. As such, if Sodexo is not able to pass inflation through to the client <i>via</i> indexation clauses, or is able to do it, but not quickly enough, then it could result in loss of profitability on contracts.</p>	<ul style="list-style-type: none"> <li>Definition of operational standards and best practices that are shared to improve performance (e.g. Innov'Challenge and the Innovhub).</li> <li>Tools such as the Site Management System to ensure proper training of employees and the execution of quality inspections.</li> <li>Robust price revision process to manage contractual inflation with our clients.</li> <li>Active procurement management to limit cost inflation relative to market indices.</li> <li>Active operational mitigation plans in all countries: enhanced labor scheduling, reengineered menus, food waste reduction.</li> <li>Strict monitoring of under performing contracts.</li> </ul>

## TECHNOLOGY & INFORMATION SECURITY

**Risk Level: Medium**

**Risks around managing the confidentiality, availability and integrity of Sodexo's information assets; managing cloud systems and third-party suppliers, managing Sodexo and client/consumer data; risks from external cyber threats.**

Category: **Operations**

Impact	Examples of Mitigating Activities
<p>On a daily basis, Sodexo IT systems process the data of 423,000 Sodexo employees and 80 million consumers in the Foodservices business. Additionally, with the increasing need for reliable data to be available any time and anywhere, Sodexo's systems are becoming more complex and more interconnected.</p> <p>Sodexo may also be a target of external cyber threats, such as phishing and malware attacks, with the potential to disrupt key systems or underlying infrastructure, potentially impacting its ability to deliver services to clients.</p> <p>Within this challenging environment, information security issues such as poor data integrity, loss of data confidentiality and lack of availability of key systems, or collaborative services, could result in high cost and/or high-volume impacts such as:</p> <ul style="list-style-type: none"> <li>operational disruption;</li> <li>contractual penalties;</li> <li>regulatory fines;</li> <li>reputational damage with shareholders, clients, consumers, suppliers and employees.</li> </ul>	<ul style="list-style-type: none"> <li>Group Information and Systems Security Policy aligned to ISO 27001 framework, with detailed security directives on key topics (e.g. cloud services, incident management).</li> <li>Investment in security infrastructure, tools and services such as multi-factor authentication, laptop encryption, anti-malware, global proxy deployment, email monitoring and endpoint detection and response.</li> <li>Events and incidents monitored through a Security Operations Centre.</li> <li>Vulnerability scanning deployed.</li> <li>Global cyber incident management and response process.</li> <li>Global cloud strategy focused on using trusted partners to provide secure and efficient services.</li> <li>Security awareness training for users using phishing simulation campaigns.</li> <li>Company-wide collaboration on security and compliance topics such as data privacy, cyber threats, new technologies and IT Internal Controls facilitated by formal governance Committees and cross entity network.</li> </ul>

## TALENT RETENTION AND DEVELOPMENT

**Risk Level: High**

### Risks around retaining and developing talent

Category: **People**

#### Impact

Sodexo is a company of people serving people. Growing, engaging and retaining our people is central to our strategic objectives and our ability to grow.

A lack of attention to employee engagement, retention and development could lead to:

- a decrease in service quality jeopardizing client satisfaction and retention, and therefore long-term profitable growth;
- loss of talented employees to other companies.

#### Examples of Mitigating Activities

- Onboarding of employees with "Operations Academy".
- Targeted training programs to grow and develop Sodexo employees.
- Performance management and reward framework to help retain, develop and motivate people.
- Enhanced benefits program, Vita by Sodexo, for all employees.
- Succession planning at global and regional level for key roles.
- Global engagement survey every two years, with focused action plans based on survey results.
- People retention tracked as a global KPI and included in bonus plans.
- Sodexo Supports Me: Employee Assistance Program that provides counseling and support to help employees across the world meet the challenges of everyday life, both at work and outside.
- Global integrated HR system, giving data insights and allowing better strategic workforce planning.

## STAFF SHORTAGES AND RECRUITMENT

**Risk Level: High**

### Staff shortages due to significant pressure on the labor market and non-availability of required skills resulting in possible inability to meet client needs in terms of both workforce and know-how

Category: **People**

#### Impact

On a global scale, Sodexo's ability to recruit enough employees is influenced by:

- perceived attractiveness of the jobs available;
- the availability of the required skills (e.g. chefs);
- competition with other sectors for the same pool of people.

There is still intense competition to recruit staff across the Foodservices, hospitality and events sectors, resulting in a global staff shortage in the short-term.

An inability to recruit enough staff or to recruit staff with the right skill set could result in client contracts not being served properly. This could lead to:

- client dissatisfaction;
- possible contractual penalties;
- lower revenue and reduced profitability on-site.

#### Examples of Mitigating Activities

- Dedicated site-based employee attraction and retention strategies launched and tracked across all regions.
- Careful monitoring of pay and benefits to ensure competitiveness.
- Definition and implementation of a clear employee value proposition.
- Incorporation of employee retention into annual objectives for all staff eligible for the Group bonus plan.
- Development of blended learning programs, both in-person and virtual, with certifications given for all training.
- Design of competency models and career paths to help employees develop within the Company.
- Employee referral programs.

## FOOD, SERVICES AND WORKPLACE SAFETY

Risk Level: Medium

**Consumer illness or injury caused by technical services, consumer illness caused by Foodservices, work-related Injury/illness of Sodexo employee or contractor.**

Category: **Corporate Responsibility**

### Impact

Ensuring the safety of consumers, clients and Sodexo employees is fundamental.

Potential illness, injury or loss of life of consumers, clients or Sodexo employees could mean:

- harm to personal well-being and/or health;
- loss of client confidence in Sodexo;
- significant lost time due to injury and illness;
- fines and potential litigation;
- negative impact on Company reputation;
- enforcement action from regulatory bodies.

### Examples of Mitigating Activities

Leadership:

- appropriate global and regional governance, including a Global Health and Safety Committee and regional business review forums;
- definition of roles and responsibilities, roadmaps and local improvement plans.

Capability & Competence:

- clearly defined competence, training and awareness requirements for each employee position;
- development and retention of health and safety talent.

Compliance & Learning:

- implementation of a four-step Maturity Index to monitor the safety fundamentals and target improvements;
- deployment of mandatory global Health and Safety and Food Safety policies and standards.

Communication:

- encouragement of open communication including authority to stop work, if the environment is unsafe;
- timely near miss and incident reporting and investigations;
- issue of alerts/ quick shares to communicate lessons learned.

## SODEXO ENVIRONMENTAL IMPACT

Risk Level: Medium

**Adverse environmental impact from Sodexo's activities: ineffective actions to mitigate climate disruption, poor management of food waste and resources**

Category: **Corporate Responsibility**

### Impact

- Ineffective climate disruption actions could result in Sodexo's carbon emissions staying the same or even increasing. Given its large footprint, this could have a significant impact on global warming and biodiversity loss. In addition, this could impact our client retention, investors' confidence and external trust and recognition.
- Poor food waste and resource management could result in a loss of client and consumer confidence and a decreased ability to attract new clients.

### Examples of Mitigating Activities

- Partnership with WWF since 2010 focused on reducing the Company's environmental impact, achieving its carbon reduction target and managing its CSR strategy.
- Measurement and tracking of Sodexo activities carbon footprint (upstream and downstream) at site level.
- Designing new recipes to ensure that 70% of Sodexo main dishes are labelled low carbon by 2030 (0.9kg CO2e or less).
- Member of the Climate Group's RE100 initiative with a commitment to switching to 100% renewable electricity by 2025 at directly operated sites.
- Developing and deploying a carbon trajectory tool with partner Traace to help Sodexo teams create their carbon reduction roadmap.
- Deploying the WasteWatch global program to reduce food waste at scale.
- Implementing a long-term incentive plan, including a sustainability index.



## COMPLIANCE WITH LAWS AND REGULATIONS

**Risk Level: Medium**

**Risk of non-compliance with a wide variety of laws, including labor law, anti-corruption law, data protection and privacy, and health, safety and environmental law.**

Category: **External Environment**

Impact	Examples of Mitigating Activities
<p>The wide range of services that Sodexo proposes and its worldwide presence means that it is subject to very specific laws and regulations for its operations at both the global and local level. For example, as a food operator, Sodexo has a legal requirement to provide accurate allergen information about the food and drinks it serves.</p> <p>Changing regulatory scenarios that may also have an impact on its business include anti-corruption, and duty of vigilance and human rights regulations.</p> <p>Any non-compliance of Sodexo with laws and regulations or a lack of knowledge and awareness of laws and regulations either at a country level or a global level could mean:</p> <ul style="list-style-type: none"> <li>• harm to employees, clients and consumers;</li> <li>• damage to Sodexo's reputation;</li> <li>• potential financial penalties;</li> <li>• criminal action being brought against the Company and its Directors.</li> </ul>	<ul style="list-style-type: none"> <li>• Legal teams deployed at the central and local levels, who support operational staff.</li> <li>• Legal teams specialized by area of expertise, having recourse to external experts.</li> <li>• Monitoring of the political, social and economic environments at global and country level to proactively identify proposed changes in laws that could impact Sodexo.</li> <li>• Group-wide mandatory training sessions for Sodexo managers in regulatory areas like anti-corruption and data protection.</li> <li>• Global Ethics and Compliance Committee ensures coordination and coherence of deployment of ethics and compliance programs amongst countries. Details of these programs are provided in section 7.3.1 "Ethics and Compliance" and 2.3 "Vigilance Plan".</li> <li>• Sodexo Speak Up offers Sodexo employees and partners a confidential way to report activities or behaviors that are contrary to the Code of conduct or illegal.</li> </ul>

## CLIMATE DISRUPTION EXPOSURE

**Risk Level: Medium**

**Risk of Sodexo's business being adversely affected by climate disruption**

Category: **External Environment**

Impact	Examples of Mitigating Activities
<p>The risk assessment carried out in Fiscal 2022 using the Task Force on Climate-Related Financial Disclosures (TCFD) framework identified that of Sodexo's activities, its Food business had the greatest exposure to climate disruption, driven by possible interruptions to its supply chain through physical risks. For example, the increased frequency and severity of drought could mean that the agricultural industry becomes less productive, reducing its ability to meet demand and increasing costs. This would mean that Sodexo might not be able to source the products needed for client and consumer offers, resulting in reputational damage, or the products can only be bought at a much higher price, leading to loss of profitability on contracts.</p> <p>In relation to transition risks, the risk assessment highlighted a risk from a shift in consumer demand – such as a move away from traditional menus and recipes to more plant-based options. If Sodexo is not able to adapt to this change, then it will lose client and consumer business, resulting in a loss of revenues and profitability.</p>	<ul style="list-style-type: none"> <li>• Broad range of suppliers identified and utilized.</li> <li>• Adaption of menus to take account of the availability of products and their impacts.</li> <li>• Launch of the Future Food Collective; a collaborative initiative bringing Sodexo chefs together with industry experts and key suppliers to look at consumer habits. By partnering with NGOs such as the Food for Climate League, the Future Food Collective is gathering insights to develop new plant-based innovative solutions for consumers.</li> <li>• Development of sustainable and healthy recipes.</li> <li>• Roll-out of low carbon recipes in units using ingredients selected for their lower environmental impact and higher nutritional value, including plant-based and plant-forward recipes.</li> <li>• Deployment of Energy solutions to clients to increase energy savings and reduce their carbon footprint.</li> </ul>

### 6.3.2 Emerging Risks

In carrying out its risk assessment, Sodexo also considers risks arising from changes in the external environment. This includes consideration of emerging risks that are new external risks or existing external risks that have evolved with time, or have been triggered by changed circumstances. They may be perceived to be potentially significant, but might not yet be fully understood, and/or the consequences may be difficult to quantify.

Following on from Fiscal 2023, a further horizon scanning exercise was carried out in Fiscal 2024, in order to identify emerging risks at the earliest opportunity. This exercise was used to collate current risk themes and trends from external sources including industry experts, risk intelligence specialists, professional bodies and peer networks.

A mixed team of operational Directors and risk specialists met three times in the fiscal year to discuss and explore these themes and trends, and to consider their potential impact on Sodexo, and the time horizon of the risk (medium/long-term). The emerging risks mapping ("emerging risks radar") that was first established in Fiscal 2023 was refined in Fiscal 2024.

## 6.3.3 Risk coverage

Group Insurance works closely with the relevant executives in the entities to:

- implement global insurance programs, negotiated at the Group level, available for all entities and supported by insurance companies recognized within the Insurance Industry for their financial solidity;
- put in place insurance coverage to protect the interests of employees, clients, shareholders and the Group;
- identify and evaluate the key insurable risks faced by Sodexo, with particular attention to the emergence of new risk factors associated with changes in our activities;
- reduce contractual risk, in particular by means of limitation of liability clauses or hold-harmless agreements;
- achieve the appropriate balance between risk retention (self-insurance) and the insurance market in covering the potential financial consequences of Sodexo's risk exposure; and
- achieve optimization by financing some of the Group's risks through the use of captive insurance companies.

### 6.3.3.1 Insurance coverage

Sodexo's general policy is to transfer non-retained risks, especially volatile risks to the insurance market (as opposed to risks, where the frequency is more predictable). Insurance programs are contracted with highly rated global insurers.

The main insurance programs are as follows:

- liability insurance, which covers personal injury, property damage or consequential loss caused to third parties. This category notably includes operational, product, after-delivery and professional liability insurance. Sodexo has implemented a worldwide liability insurance program benefiting all countries in which the Group operates;
- property insurance, which mainly covers the risk of fire and explosion, water damage, natural disasters, business interruption or increased cost of work, and (in some countries) acts of terrorism. As a general rule, the sum insured is equal to the value of the amounts at risk; however, some insurance contracts cap the amount paid out under the policy;
- workers' compensation. In countries with no government-provided coverage (primarily the United States, Canada and Australia), Sodexo has contracted workers' compensation programs;
- marine cargo insurance for covering loss or theft of goods during shipment;

- employment practices liability which provides coverage for wrongful termination, sexual harassment, discrimination and workplace torts;
- cyber risk insurance, which responds to cyber events such as intrusion, denial of service attacks and data breach. Insurance coverage includes forensics, privacy breach and data restoration costs as well as any business interruption losses arising out of a cyber event.

In addition, Sodexo maintains compulsory insurance as legally required in the countries where it operates.

### 6.3.3.2 Self-Insured Risks

Retained or self-insured risks correspond to the deductibles specified in the insurance programs contracted by Sodexo. Sodexo mainly targets retention of frequency risks (*i.e.*, risks that occur regularly) but from time to time may also include severity risks (*i.e.*, risks representing substantial amounts). In some countries, these retained risks correspond to deductibles under employer's liability, workers compensation, third-party automobile and property insurance. Sodexo also self-insures frequency risks and low severity risks through two captive insurance companies.

The American Company, incorporated in the State of Hawaii, manages the deductibles of the Workers' Compensation, Automobile Liability and General Liability insurance program as well as reinsurance on the General Liability.

The Irish Company, based in Dublin, provides:

- direct insurance for motor own damage and motor third party liability risks, marine hull and cyber risks;
- reinsurance on property, marine cargo, general liability and automobile liability.

The maximum exposure of our captives on a single insurance program amounts to 14 million U.S. dollars per year.

### 6.3.3.3 Placing of risk and total cost

Following the most recent policy renewals, Sodexo maintained the scope and level of its coverage, securing superior coverage across all of Sodexo's service offering.

The total cost of the main insurance programs and self-insured risks (excluding workers' compensation) of fully-consolidated Group companies, represents around 0.25% of consolidated revenue.

## 6.3.4 Internal control process

The risk management and internal control approach applied within the Group consists of:

- identifying and assessing risks;
- describing the control environment;
- documenting and making a self-assessment of these controls;
- testing of the effectiveness of these controls by Internal Control managers.

In addition, Group Internal audit will independently test controls based on an annual audit plan (see 6.4).

The internal control process is supported by a network of local Internal Control managers embedded in the business, supported by a small central internal control team. Their role is to:

- facilitate entity risk assessments by carrying out risk interviews;
- assist in the documentation of controls with control owners;
- support the implementation of new controls;
- carry out local testing of controls relating to the control environment and process controls;
- support Group Internal Audit in the follow-up of the implementation of its recommendations.

## Self Assessment of Internal Control

The self assessment of Internal Control is a mature process within the Group.

Each country, in which Sodexo is present, with revenue of greater than 10 million euros completes an annual compulsory self-assessment questionnaire of strategic controls in the risk management tool, which generates a detailed report (Company Level Control Report) on their control environment.

The assessment is based on the five components of the reference framework and includes an evaluation of the subsidiary's principal risks, a description of risk management measures and an assessment of their effectiveness. The self-assessment is signed off electronically by the country CEO and CFO.

Over and above the Company Level Control assessment, regional and local Internal Control managers define an annual scope of more detailed controls (Process Level Controls) to be tested per country. The testing scope is determined using a risk-orientated approach based on the country risk assessment, and guidelines given by Group Internal Control. Group Internal Control may also stipulate compulsory controls to be tested. The results of the internal control testing are reported and monitored using the tool.

An executive summary of the status of internal controls is submitted to the Audit Committee at the end of the fiscal year.

## 6.3.5 Financial controls

### Internal controls relating to the preparation of accounting and financial information

Group Finance is responsible for ensuring the reliability of financial and accounting information. A process is in place to produce and analyze financial information locally and at the Group level.

Local Finance teams produce a monthly income statement, balance sheet, and cash flow statement. On a quarterly basis, they also produce forecasts for the full year. Financial statements are consolidated on a monthly basis by the Group Consolidation Team.

At the half-year, the external auditors conduct a limited review of the interim financial statements.

At the end of the fiscal year, the Region Chief Executive Officers and Chief Financial Officers certify the reliability of their financial statements, prepared in accordance with IFRS standards, in the form of a representation letter.

The external auditors of the main entities express a view on these financial statements in accordance with their mandate from Sodexo's shareholders.

Group Finance monitors changes to IFRS standards and interpretations and ensures that the accounting treatments applied by all entities are compliant with Group rules.

Twice a year, Group Finance identifies the events that may have led to one or several assets being impaired, notably goodwill and intangible assets (in accordance with IFRS). Where appropriate, the carrying amount of the asset concerned is written down in the financial statements.

Procedures are in place to identify off-balance sheet commitments. This term covers all rights and obligations that may have an immediate or future impact on Sodexo's financial position but are not recognized (or are only partially recognized) in the balance sheet or income statement. These include items such as assets pledged as security; guarantees relating to operating contracts (for example bid bonds or performance bonds), to borrowings, or to claims and litigation; lease obligations not recognized in the balance sheet; commitments under call or put options. Off-balance sheet commitments are presented regularly to the Board of Directors.

The Sodexo Tax Department defines the Sodexo Group Tax policy. The policy is designed to achieve tax consistency worldwide and to ensure that appropriate taxes are paid in line with local tax rules in the various geographic regions in which Sodexo operates. The Tax Department ensures that significant changes in local, European & worldwide tax laws are anticipated and correctly applied at country level, with the cooperation of the operational teams.

### Review of Operational and Financial Reporting

Region Chief Executive Officers and their Leadership Teams, review operational and financial reporting (including metrics for client retention, sales development and net new signings) before presenting it to the Sodexo Leadership Team.

In addition, quarterly business reviews with each of the Group's regions give the Group Chief Executive Officer and Chief Financial Officer insight into performance trends for the regions based on the financial reporting and operational information.

### Publication of Financial Information

Finally, using the financial information reported and consolidated, the Chairwoman and Chief Executive Officer, assisted by Group Finance and the Group Investor Relations team, prepares the Group's financial communication. The Chairwoman and Chief Executive Officer also relies on the operating data required to prepare the Universal Registration Document. The interim and annual results press releases are submitted to the Board of Directors for approval.

To enable the Chairwoman and Chief Executive Officer to provide reliable information on the Group's financial situation, a Disclosure Committee comprising representatives from the Group's corporate functions reviews all financial information prior to publication. Members represent the following functions: Financial Control, Investor Relations, Strategic Planning, Legal, Internal Control, Human Resources, Sustainability, Communications, and the Board Secretary.

## 6.4 Group Internal Audit Department

The Senior Vice President Group Internal Audit reports to the General Secretary, and functionally to the Audit Committee. The Senior Vice President Group Internal Audit meets the Chairwoman and Chief Executive Officer on a quarterly basis.

The team, with an average of 27 staff, is organized in five different hubs for global coverage – Paris, London, Washington, Porto and Singapore. The team members come from diverse professional backgrounds and speak multiple languages.

Sodexo's Group internal audit activities are certified by the French Internal Audit and Internal Control Institute (IFACI). This internationally recognized certification attests to Sodexo's compliance with and application of 30 general requirements of the Professional Internal Audit Standards (independence, objectiveness, competence, methodology, communication, supervision and continuous assurance program).

IFACI certification is a high-level confirmation of quality and performance that:

- underlines Sodexo's rigorous approach to evaluating its risk management and internal control processes;
- benchmarks Sodexo's processes against best market practices;
- enables the Group to sustainably strengthen its internal audit practices.

The Internal Audit Department performs internal audits of Group entities based on an internal audit plan established annually.

The audit plan is based on the Group Risk Profile (which is established using the approach described under 6.2.3 Approach to Risk Assessment) and input from the Chairwoman and Chief Executive Officer, the Chief Financial Officer and other key Sodexo stakeholders. The Audit Committee reviews and approves this annual audit plan.

The responsibilities of the Internal Audit Department include:

- ensuring, with the related teams, that employees throughout the organization are aware of and diligently apply Group policies;
- assessing entities' internal controls, issuing recommendations which result in action plans designed to remedy identified control weaknesses, and monitoring implementation of these action plans.

The Internal Audit Department may also conduct special assignments at the request of the Chairwoman and Chief Executive Officer, the Audit Committee, or the Sodexo Leadership Team.

During Fiscal 2024, the Group Internal Audit Department conducted 39 audits in 25 countries. In addition, the network of close to 50 internal control coordinators provides support for internal audit engagements and the remediation of weaknesses identified by the Internal Audit team.

The Internal Audit Department regularly tracks implementation of post-audit action plans by Group entities. An overall progress report is updated regularly and submitted on a quarterly basis to the Chairwoman and Chief Executive Officer, the Group Chief Financial Officer, and the Audit Committee. All action plans are followed up regularly.

In Fiscal 2024, the Internal Audit Department carried out a post-audit quality survey with all audited entities. 98% of these entities considered that the quality of audits was satisfactory.

Finally, the Internal Audit Department reviews each request for non-audit services performed by the external auditors, prior to their approval by the Audit Committee, and carries out monitoring of these fees.

Risk management and the reinforcement of internal control are a permanent strategic priority for the Group.

Internal controls cannot provide an absolute guarantee that all risks have been eliminated. Sodexo nevertheless endeavors to ensure that the most effective internal control procedures feasible are in place in each of its entities.

This report is prepared on the basis notably of the "Reference Framework for risk management and internal control systems" published by the French securities regulator (*Autorité des marchés financiers - AMF*) in July 2010.



# 7

## Corporate governance

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This chapter includes the Board of Directors' Corporate Governance Report<sup>(1)</sup>.

It provides information on:

- the composition of the Board of Directors;
- the preparation and organization of the Board's work;
- the terms and conditions for the exercise of executive management and any restrictions placed by the Board on the Chairwoman and Chief Executive Officer's powers;
- the related-party agreements authorized by the Board;
- the conditions governing shareholders attendance at Shareholders Meetings;
- current valid authorizations for share capital increases; and
- information that could have an impact in the event of a public tender offer.

It also includes the components of:

- Corporate Officers' compensation packages;
- their compensation policies<sup>(2)</sup>.

The Board of Directors' Corporate Governance Report was approved at the October 23, 2024 Board meeting, and has been submitted in full to the Company's Statutory Auditors.

The Corporate Governance reference framework used by Sodexo is the AFEP-MEDEF Corporate Governance Code for listed companies in France (hereafter the "AFEP-MEDEF Code"). The Company's application of the recommendations contained in this Code is presented in section 7.1.2.

This chapter also provides information on:

- Sodexo's share capital structure; and
- transactions in Sodexo shares disclosed by Corporate Officers.

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<sup>(1)</sup> In accordance with article L.225-37 of the French Commercial Code.

<sup>(2)</sup> In compliance with article L.22-10-8 of the French Commercial Code.

## 7.1 Board of Directors

### 7.1.1 Composition and operating procedures of the Board of Directors

Sodexo is a French public limited company (*société anonyme*) governed by a Board of Directors.

The rules and operating procedures of the Board of Directors are defined by the law, the Company's bylaws and the Internal Rules of its Board. In addition, four specialized Committees have been set up by the Board in order to enhance the Board's effectiveness and the Company's governance. The fourth specialized Committee, the Sustainability Committee, was set up on June 27, 2024.





Directors hold office for a term of three years and may be reappointed. However, exceptionally, the Ordinary Shareholders Meeting may, on the recommendation of the Board of Directors, appoint or reappoint one or several directors for a shorter period of one or two years, to stagger the reappointment of directors.


The Board of Directors has been chaired by Sophie Bellon since January 26, 2016.

Since March 1, 2022, Sophie Bellon has been Chairwoman and CEO of Sodexo and Luc Messier Lead Director. On the expiry of Sophie Bellon's term as director, the Board of Directors decided to maintain this governance were Sophie Bellon to be reappointed as director by the Shareholders Meeting of December 15, 2023. Through this governance structure, the Board of Directors aims to ensure that the definition and execution of the strategy are fully aligned, given that the acceleration of Sodexo's transformation, as evidenced by the Pluxee spin-off, requires swift and agile decision-making processes within the Company while, at the same time, maintaining a strong governance with the existence of means to ensure the balance of powers.

As reported previously, Sophie Bellon does not benefit from an employment contract.

### 7.1.1.1 Composition as of August 31, 2024

		NUMBER OF DIRECTOR/ OFFICER POSITIONS HELD IN OTHER LISTED COMPANIES	FIRST APPOINTED TO THE BOARD	TERM EXPIRES (AT THE ANNUAL SHAREHOLDERS MEETING CALLED TO APPROVE THE FINANCIAL STATEMENTS FOR THE YEAR)	SENIORITY (YEARS)	NUMBER OF SODEXO SHARES HELD	BOARD COMMITTEE MEMBERSHIP
CHAIRWOMAN OF THE BOARD OF DIRECTORS AND CHIEF EXECUTIVE OFFICER							
	<b>Sophie Bellon</b> 08/19/1961		1	07/26/1989	2026	35	7,964
INDEPENDENT DIRECTORS <sup>(1)</sup>							
	<b>Jean-Baptiste Chasseloup de Chatillon<sup>(2)</sup></b> 03/19/1965		0	12/14/2021	2024	3	400 
	<b>Federico J. González Tejera</b> 04/12/1964		0	01/12/2021	2026	4	1,000 
	<b>Véronique Laury</b> 06/29/1965		2	01/21/2020	2025	5	400  
	<b>Luc Messier</b> 04/21/1964	 	1	01/21/2020	2025	5	400   
	<b>Gilles Pélisson</b> 05/26/1957		1	12/15/2023	2026	1	750 
	<b>Cécile Tandeau de Marsac</b> 04/17/1963		2	01/24/2017	2025	8	400   
FAMILY DIRECTORS							
	<b>François-Xavier Bellon<sup>(2)</sup></b> 09/10/1965		0	07/26/1989	2024	35	36,383   
	<b>Nathalie Bellon-Szabo</b> 01/26/1964		0	07/26/1989	2026	35	3,052  
NON-INDEPENDENT DIRECTOR							
	<b>Patrice de Talhouët</b> 06/18/1966		0	12/19/2022	2025	2	400 
DIRECTORS REPRESENTING EMPLOYEES <sup>(3)</sup>							
	<b>Philippe Besson</b> 09/21/1956		0	06/18/2014	2025	10	N/A 
	<b>Cathy Martin</b> 06/05/1972		0	09/10/2015	2026	9	N/A  

 Audit Committee member | 
  Nominating Committee member | 
  Compensation Committee member | 
  Sustainability Committee | 
  Chair

(1) Independent directors based on the criteria set out in the AFEP-MEDEF Code to which the Company refers.

(2) The Board of Directors proposes that the Combined Annual Shareholders Meeting to be held on December 17, 2024 reappoints François-Xavier Bellon and Jean-Baptiste Chasseloup de Chatillon for a term of three years, i.e., until the Annual Shareholders Meeting held to adopt the Fiscal 2027 financial statements.

(3) In accordance with French law and the AFEP-MEDEF Code, directors representing employees are not included in the calculation of the representation of men and women on the Board or the percentage of independent directors.

**60%**

Independent directors  
(excluding directors representing employees)

**59.5 years**

Average age of directors

**40%**

Female directors  
(excluding directors representing employees)

## 7.1.1.2 Board members as of August 31, 2024

### SOPHIE BELLON – CHAIRWOMAN OF THE BOARD OF DIRECTORS AND CHIEF EXECUTIVE OFFICER



Born August 19, 1961

French nationality

Graduate of the École des hautes études commerciales du Nord (EDHEC)

First appointed: July 26, 1989

Expiration of current term: at the Annual Shareholders Meeting held to adopt the Fiscal 2026 financial statements

Competencies



Business address:

Sodexo

255, quai de la Bataille-de-Stalingrad  
92130 Issy-les-Moulineaux (France)

Number of Sodexo shares held: 7,964

Main role: Chairwoman and Chief Executive Officer of Sodexo\*

#### 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 appointed 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 activities in France in September 2010.

In November 2013, Sophie Bellon was appointed Vice Chairwoman of the Sodexo Board of Directors (replacing Robert Baconnier), and was also entrusted with specific responsibility for increasing, within Sodexo, 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 S.A.

After first taking on the position of interim Chief Executive Officer of Sodexo from October 1, 2021, she was appointed Chairwoman and Chief Executive Officer by the Board of Directors on February 15, 2022.

#### Other positions and corporate offices held

##### Companies linked to Sodexo

###### FRENCH COMPANIES

- **Member of the Management Board:** Bellon SA

###### FOREIGN COMPANIES

- **Member of the Board of Directors:** Pluxee N.V.\* (Netherlands)

##### Companies not linked to Sodexo

###### FRENCH COMPANIES

- **Chairwoman:** PB Holding SAS
- **Member of the Board of Directors:** L'Oréal\*, and also Chairwoman of the Human Resources and Remuneration Committee and member of the Nominations and Governance Committee
- **Member of the Board of Directors:** Association nationale des sociétés par actions (ANSA); Association française des entreprises privées (AFEP); Association Comité France Chine (CPC)

###### FOREIGN COMPANIES

None

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

- **Chairwoman of the Nominations and Governance Committee:** L'Oréal\* (Term ended: April 2023)
- **Member of the Audit Committee:** L'Oréal\* (Term ended: April 2022)

\* Listed company.

#### DIRECTORS' COMPETENCIES



## FRANÇOIS-XAVIER BELLON



**Born September 10, 1965**

**French nationality**

**Graduate of the European Business School**

**First appointed:** July 26, 1989

**Expiration of current term:** at the Annual Shareholders Meeting held to adopt the Fiscal 2024 financial statements (*recommended for reappointment*)

Member of the Audit Committee, the Nominating Committee and the Compensation Committee

Competencies



**Business address:**

Sodexo

255, quai de la Bataille-de-Stalingrad

92130 Issy-les-Moulineaux (France)

Number of Sodexo shares held: 36,383

**Main role:** Chairman of the Management Board, Bellon SA

### Background

In 1990, François-Xavier Bellon began his career with the Adecco group, working first in France and then in Spain.

In 1995, he joined the Sodexo Group, taking up an operational role in France. In 1999, he was appointed Regional Director in Mexico DF and subsequently became Chief Executive Officer of Sodexo Mexico.

In 2004, he was appointed Chief Executive Officer of Sodexo UK & Ireland. He resigned from his post a few months later for health reasons.

During his ten years with the Group, he has acquired in-depth knowledge of the Group's activities, their operational and social aspects, as well as the ability to manage large workforces.

He rejoined the Adecco group in September 2004 and headed up the Sales and Marketing Department of the Global Staffing Division as well as managing the Group's key international accounts, based between Zurich and London. Through this experience he gained in-depth knowledge of human resources management and international strategic negotiations.

In May 2007, François-Xavier Bellon changed focus and took over a company based in the United Kingdom that provides Homecare services to dependent people, of which he became Chief Executive Officer before founding Lifecarers. He then left Lifecarers in November 2019 to focus on his various roles within Bellon SA and Sodexo.

### Other positions and corporate offices held

#### Companies linked to Sodexo

FRENCH COMPANIES

- **Chairman of the Management Board:** Bellon SA

FOREIGN COMPANIES

- **Member of the Board of Directors:** Pluxee N.V.\*

#### Companies not linked to Sodexo

FRENCH COMPANIES

- **Chief Executive Officer:** PB Holding SAS

FOREIGN COMPANIES

None

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

None

\* Listed company.

#### DIRECTORS' COMPETENCIES



## NATHALIE BELLON-SZABO



**Born** January 26, 1964

**French nationality**

**Graduate of the European Business School**

**First appointed:** July 26, 1989

**Expiration of current term:** at the Annual Shareholders Meeting held to adopt the Fiscal 2026 financial statements

Member of the Nominating Committee and the Sustainability Committee  
Competencies



**Business address:**

Sodexo

255, quai de la Bataille-de-Stalingrad

92130 Issy-les-Moulineaux (France)

Number of Sodexo shares held: 3,052

**Main role:** Chief Executive Officer, Sodexo Live! Worldwide

### Background

Nathalie Bellon-Szabo began her career in the catering industry in 1987. In 1989, she became 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 became Chief Executive Officer of Sodexo Prestige Sports and Leisure in France on September 1, 2010 and Chair of the Management Board of Lenôtre in 2012.

On September 1, 2015, Nathalie Bellon-Szabo was appointed Chief Executive Officer Sports and Leisure France, On-site Services and Chief Operating Officer Sports and Leisure Worldwide, On-site Services.

On June 19, 2018, she was appointed Chief Executive Officer Sports and Leisure Worldwide (now Sodexo Live!) and joined the Group Executive Committee. In September 2021, Sodexo unveiled Sodexo Live!, its brand dedicated to hospitality, events, sports and leisure. Nathalie Bellon-Szabo is the brand’s Chief Executive Officer with the ambition of making it the global standard for catering and hospitality experiences in the worlds of sport, tourism, leisure and events. She develops offerings promoting a social, inclusive and green economy with concrete commitments meeting ever increasing sustainability requirements.

She is Chair of the Pierre Bellon Foundation.

### Other positions and corporate offices held

#### Companies linked to Sodexo

##### FRENCH COMPANIES

- **Member of the Management Board:** Bellon SA
- **Chair:** Gedex SAS; Lenôtre SAS; Umanis SAS; Pierre Bellon Foundation

##### FOREIGN COMPANIES

- **Member of the Board of Directors:** Pluxee N.V.\* (Netherlands)

#### Companies not linked to Sodexo

##### FRENCH COMPANIES

None

##### FOREIGN COMPANIES

None

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

- **Chair of the Management Board:** Société du Lido (SEGSMLI), (France) (Term ended: February 2022)
- **Chair of the Board of Directors:** Lenôtre SA (France) (Term ended: July 2021)

\* Listed company.

#### DIRECTORS' COMPETENCIES



Executive management of international companies



Finance



Sustainable development - Societal commitment and human resources



Innovation - Digital



Marketing and sales



Strategy - Mergers and Acquisitions



Knowledge of the service sector



## PHILIPPE BESSON – DIRECTOR REPRESENTING EMPLOYEES



**Born** September 21, 1956

**French nationality**

**First appointed:** June 18, 2014

**Expiration of current term:** at the Annual Shareholders Meeting held to adopt the Fiscal 2025 financial statements

Member of the Compensation Committee

Competencies



**Business address:**

Sodexo

255, quai de la Bataille-de-Stalingrad  
92130 Issy-les-Moulineaux (France)

Number of Sodexo shares held: N/A

*Main role:* Head of Projects & Sponsorship, Sodexo France

### Background

Philippe Besson joined the Sodexo Healthcare Division in 1981 as Foodservices manager for the Paris Île-de-France region. He notably 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 for Sponsorship since 2014.

Philippe Besson has an in-depth understanding of the Group's businesses and service offerings. His professional and union experience has allowed him to acquire robust human resources skills.

### Other positions and corporate offices held

#### Companies linked to Sodexo

FRENCH COMPANIES

None

FOREIGN COMPANIES

None

#### Companies not linked to Sodexo

FRENCH COMPANIES

None

FOREIGN COMPANIES

None

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

None

#### DIRECTORS' COMPETENCIES



**JEAN-BAPTISTE CHASSELOUP DE CHATILLON**



**Born** March 19, 1965  
**French nationality**  
**Graduate in Finance of the Paris Dauphine University and Lancaster University (UK)**  
**First appointed:** December 14, 2021  
**Expiration of current term:** at the Annual Shareholders Meeting held to adopt the Fiscal 2024 financial statements (*recommended for reappointment*)  
Chairman of the Audit Committee and member of the Compensation Committee  
**Competencies**



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

Number of Sodexo shares held: 400

*Main role:* Chief Executive Officer of *Apprentis d'Auteuil*

**Background**

Jean-Baptiste Chasseloup de Chatillon began his career with the PSA Peugeot Citroën group in 1989, as internal consultant within the shared services for Europe, before being appointed Management Controller and then Treasurer for Spain.

In 1999, he became Chief Financial Officer of the group's British subsidiaries in the UK and joined Automobiles Citroën in 2001 as Director of Imports for Europe.

In 2003, he was appointed Managing Director of Citroën Benelux. Then, in 2007, he became Financial Controller of the Peugeot SA group before being promoted to Chief Financial Officer in 2012 and joining the Management Board and the Executive Committee. Chairman of Banque PSA Finance from 2012 to 2016, he was also in charge of the commercial divisions Spare parts, After sales, PSA Retail (PSA dealers network) and used vehicles, as well as of the Group IT Department.

From 2018 until April 2024, he was Chief Financial Officer of the Sanofi group, notably in charge of Supply, Strategy and Mergers & Acquisitions and previously IT and real estate activities of the group. As a member of Sanofi's Executive Committee, he was instrumental in validating and ratifying the proposals for the Company's strategic direction and commitments in the area of climate and environmental impact reduction submitted by the Planet Care Impact Steering Committee, with a view to their operational implementation. In April 2024, he joined *Apprentis d'Auteuil*, a foundation of which he became the Chief Executive Officer on July 1, 2024.

**Other positions and corporate offices held**

Companies linked to Sodexo

**FRENCH COMPANIES**

None

**FOREIGN COMPANIES**

None

Companies not linked to Sodexo

**FRENCH COMPANIES**

None

**FOREIGN COMPANIES**

None

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

- Chief Financial Officer of Sanofi (France) (*Position ended: April 2024*)

**DIRECTORS' COMPETENCIES**

 Executive management of international companies	 Finance	 Sustainable development – Societal commitment and human resources	 Innovation – Digital	 Marketing and sales	 Strategy – Mergers and Acquisitions	 Knowledge of the service sector
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## FEDERICO J. GONZÁLEZ TEJERA



**Born April 12, 1964**

**Spanish nationality**

**Graduate of the University Complutense de Madrid and the École Supérieure de Commerce de Paris (ESCP)**

**First appointed:** January 12, 2021

**Expiration of current term:** at the Annual Shareholders Meeting held to adopt the Fiscal 2026 financial statements

**Member of the Compensation Committee**

**Competencies**

**Business address:**

Sodexo

255, quai de la Bataille-de-Stalingrad  
92130 Issy-les-Moulineaux (France)



Number of Sodexo shares held: 1,000

**Main role:** Chairman and Chief Executive Officer of Louvre Hotels Group. Executive Vice-President of Radisson Hotel Group

### Background

After receiving degrees in Economics, International Trade and Finance in Spain in 1988, Federico J. González Tejera joined Procter & Gamble where he held various marketing positions in Spain. He later assumed additional responsibilities in Europe (based in Belgium) and the Nordic countries (based in Sweden) prior to being appointed country head of Portugal.

After 16 years at Procter & Gamble, he joined Eurodisney in 2004 as Vice President of Marketing and later, Chief Executive Officer of Eurodisney Vacations and Senior Vice President of Marketing and Sales, Paris and EMEA.

In 2012, he joined the Spanish group NH Hotel Group as Chief Executive Officer, in a sector similar to the business of the Sodexo Group and facing the same sustainability challenges.

Since 2017, Federico J. González Tejera was Chief Executive Officer of Radisson Hotel Group.

In 2023, he became Executive Vice-President of Radisson Hotel Group and Chairman and Chief Executive Officer of Louvre Hotels Group.

### Other positions and corporate offices held

#### Companies linked to Sodexo

FRENCH COMPANIES

None

FOREIGN COMPANIES

None

#### Companies not linked to Sodexo

FRENCH COMPANIES

- **Chairman and Chief Executive Officer:** Louvre Hotels Group

FOREIGN COMPANIES

- **Executive Vice-President:** Radisson Hotel Group

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

- Chief Executive Officer: Radisson Hotel Group (*Term ended: May 2023*)

#### DIRECTORS' COMPETENCIES



## VÉRONIQUE LAURY



**Born** June 29, 1965

**French nationality**

**Graduate of the Institut d'études politiques (Sciences Po) in Paris**

**First appointed:** January 21, 2020

**Expiration of current term:** at the Annual Shareholders Meeting held to adopt the Fiscal 2025 financial statements

Chair of the Sustainability Committee and member of the Audit Committee  
Competencies

**Business address:**

Sodexo

255, quai de la Bataille-de-Stalingrad  
92130 Issy-les-Moulineaux (France)



Number of Sodexo shares held: 400

*Main role:* Director of Sodexo

### Background

After graduating from Sciences Po in 1988, Véronique Laury joined Leroy Merlin and took over various functions in the marketing and sales field for about 15 years.

In 2003, she joined Kingfisher, the European giant DIY retailer, parent company of B&Q, Brico Dépôt, Castorama and Screwfix. She was in charge of the Sales and Marketing Department of Castorama (France) and later of B&Q (UK) before being named Head of Group Sales and Marketing Strategy, taking over the responsibility of Group purchasing and brand development.

In 2013, Véronique Laury became Chief Executive Officer of Castorama France.

From September 2014 to September 2019, she was Chief Executive Officer of Kingfisher plc, listed in the FTSE100 (UK). During her tenure, she helped define a new sustainability roadmap (ONE Kingfisher Sustainable Growth Plan) and took part in setting targets for reducing the Group's greenhouse gas emissions, approved by the Science Based Targets (SBTi) initiative in February 2019.

### Other positions and corporate offices held

#### Companies linked to Sodexo

FRENCH COMPANIES

None

FOREIGN COMPANIES

None

#### Companies not linked to Sodexo

FRENCH COMPANIES

- **Member of the Supervisory Board:** Bic (France)\*, member of the Compensation Committee

FOREIGN COMPANIES

- **Member of the Board of Directors:** British American Tobacco (UK)\* and member of the Audit and Nominations Committees
- **Member of the Supervisory Board:** Inter IKEA Holding B.V. (Netherlands),
- **Member of the Supervisory Board:** Eczacıbasi Holding (Turkey), member of the Compensation Committee and Chair of the Sustainability Committee

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

- **Member of the Board of Directors:** WeWork Inc. (USA)\* (*Term ended: August 2023*)
- **Member of the Supervisory Board:** Tarkett (France)\* and member of the Sustainability Committee (*Term ended: January 2023*)

\* Listed company.

#### DIRECTORS' COMPETENCIES



## CATHY MARTIN - DIRECTOR REPRESENTING EMPLOYEES



**Born June 5, 1972**

**Canadian nationality**

**First appointed:** September 10, 2015

**Expiration of current term:** at the Annual Shareholders Meeting held to adopt the Fiscal 2026 financial statements

Member of the Audit Committee and the Sustainability Committee

Competencies



**Business address:**

Sodexo

255, quai de la Bataille-de-Stalingrad

92130 Issy-les-Moulineaux (France)

Number of Sodexo shares held: N/A

*Main role:* Project Manager Officer & Strategic Planning, Energy & Resources segment in Canada, Sodexo Canada

### Background

After completing her studies in nutrition in 1998, Cathy Martin began her career in the Foodservices industry.

In January 2000, she joined Sodexo as an on-site Foodservices manager. Over the past 20 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. In 2017, she became Regional Manager – East Canada for the Energy & Resources segment. Since December 2022, she has held the position of Project Manager Officer & Strategic Planning for the E&R segment in Canada.

Cathy Martin is extremely familiar with the Group's businesses and offers and has significant financial expertise.

### Other positions and corporate offices held

#### Companies linked to Sodexo

FRENCH COMPANIES

None

FOREIGN COMPANIES

None

#### Companies not linked to Sodexo

FRENCH COMPANIES

None

FOREIGN COMPANIES

None

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

None

#### DIRECTORS' COMPETENCIES



## LUC MESSIER – LEAD INDEPENDENT DIRECTOR



**Born April 21, 1964**

**Dual Canadian and American nationality**

**Graduate of the University of Sherbrooke (civil engineering), of INSEAD (Executive Business Management) and of the University of California, Davis (viticulture and oenology)**

**First appointed:** January 21, 2020

**Expiration of current term:** at the Annual Shareholders Meeting held to adopt the Fiscal 2025 financial statements

**Lead Independent Director**

**Member of the Nominating Committee, the Audit Committee and the Sustainability Committee**

**Competencies**



**Business address:**

Sodexo

255, quai de la Bataille-de-Stalingrad  
92130 Issy-les-Moulineaux (France)

Number of Sodexo shares held: 400

**Main role:** President, Reus Technologies LLC (USA)

### Background

Luc Messier began his career in engineering and project management at Pomerleau. He joined the Bouygues group in 1993 as an engineer, project manager in Hong Kong and in South Africa and was later appointed Chief Executive Officer of the Bouygues subsidiary handling construction work in Hong Kong.

In 2003, he joined Technip as Chief Operating Officer and was then named President and Chief Executive Officer of Technip Offshore Inc. before being appointed President and Chief Executive Officer of Technip USA.

Between 2007 and 2015, he served as Senior Vice President for ConocoPhillips, where he was responsible for global projects, procurement and aviation.

Since 2015, he has been President of Reus Technologies LLC (on a part time basis), a technology development company that acts primarily as a business angel in new technology, focused ventures. He is also President of Messier Wine Holdings LLC (part time), a company that owns a vineyard in Carmel, California. Since June 6, 2022, he has also been Chief Operating Officer of Enerkem Inc., a startup specializing in carbon recycling.

Thanks to his professional experience, he has a particularly strong grasp of the challenges related to the environment and climate change (including sustainable agriculture).

Since March 1, 2022, he has been Lead Independent Director of Sodexo S.A.

### Other positions and corporate offices held

#### Companies linked to Sodexo

FRENCH COMPANIES

None

FOREIGN COMPANIES

None

#### Companies not linked to Sodexo

FRENCH COMPANIES

None

FOREIGN COMPANIES

- **Chairman:** Reus Technologies LLC (USA); Messier Wine Holdings (USA)
- **Member of the Board of Directors:** Bird Construction Inc.\* (Canada) Lead Independent Director, and also member of the Human Resources and Governance Committee, and Chairman of the Environment and Health and Safety Committee

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

- **Member of the Board of Directors:** Greenfield Holdings LLC (USA) (*Term ended: February 2023*); Ocean Installer (Norway) (*Term ended: March 2020*)

\* Listed company.

#### DIRECTORS' COMPETENCIES



Executive management  
of international  
companies



Finance



Sustainable development -  
Societal commitment and  
human resources



Innovation -  
Digital



Marketing  
and sales



Strategy - Mergers  
and Acquisitions



Knowledge  
of the service  
sector



## GILLES PÉLISSON



**Born May 26, 1957**

**French nationality**

**Graduate of ESSEC and MBA from Harvard Business School**

**First appointed:** December 15, 2023

**Expiration of current term:** at the Annual Shareholders Meeting held to adopt the Fiscal 2026 financial statements.

**Chairman of the Nominating Committee and member of the Sustainability Committee**

**Competencies**



**Business address:**

Sodexo

255, quai de la Bataille-de-Stalingrad

92130 Issy-les-Moulineaux (France)

Number of Sodexo shares held: 750

**Main role:** Director

### Background

Gilles Péliссon began his career in 1983 with the Accor group, first in the United States and then in the Asia-Pacific region. He served as Chief Executive Officer of the Courtepaille restaurant chain and co-Chairman of the Novotel hotel chain. He was appointed Chief Executive Officer of Euro Disney in 1995 and Chairman and Chief Executive Officer in 1997. He moved to the Suez group in 2000 and then to Bouygues Telecom in June 2001, where he served as Chief Executive Officer, and then Chairman and Chief Executive Officer from February 2004. He was appointed Chief Executive Officer of Accor in January 2006, then served as Chairman and Chief Executive Officer until January 2011.

From 2011 to 2015 he was an independent director of Bic, Barrière (hotels and casinos in France), NH Hoteles (Spain) and Sun Resorts International (Mauritius), and Senior Advisor to the Jefferies investment bank (New York).

Director of TF1 since 2009, Gilles Péliссon was Chairman of the Board and Chief Executive Officer of TF1 group from 2016 until February 2023.

He is the Lead Director of Accenture PLC (United States), President of the Lyfe Institute (previously Paul Bocuse Institute) and of Unifrance (France).

Gilles Péliссon brings 40 years of extensive operational experience in international environments, strong experience as a director and a thorough understanding of Corporate Governance.

### Other positions and corporate offices held

#### Companies linked to Sodexo

FRENCH COMPANIES

None

FOREIGN COMPANIES

None

#### Companies not linked to Sodexo

FRENCH COMPANIES

- **President:** Institut Lyfe (previously Institut Paul Bocuse), and Unifrance (France)

- Director of Peugeot Frères Industries (France)

FOREIGN COMPANIES

- **Lead Director:** Accenture PLC (United States)\*, member of the Nominating, Governance and Sustainability Committee.

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

- **Chairman and Chief Executive Officer:** TF1 (France)\* (Term ended: February 2023)

\* Listed company.

#### DIRECTORS' COMPETENCIES



PATRICE DE TALHOUËT



**Born June 18, 1966**  
**French nationality**  
**Holder of the DECF diploma in accounting & finance as well as a Bachelor in Economic Science**  
**First appointed:** December 19, 2022  
**Expiration of current term:** at the Annual Shareholders Meeting held to adopt the Fiscal 2025 financial statements  
**Member of the Sustainability Committee**  
**Competencies**



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

Number of Sodexo shares held: 400  
*Main role:* Managing Director and Member of the Supervisory Board of Bellon SA

Background

Patrice de Talhouët has more than 20 years of international experience (U.S., UK, Belgium, etc.) in large mainly family-owned groups (Alcatel-Lucent, Mars, Coty).  
He began his career at Société Générale Luxembourg, where he spent 5 years as a credit analyst and then as head of financial control. He then joined the Alcatel group for 12 years, where he held various financial responsibilities, in central cash management, central financial controlling and as Chief Financial Officer of Divisions.  
Patrice then worked for the Mars family group for 7 years where, after serving as Chief Financial Officer Europe, he worked directly with the Mars family (which owns the company's entire share capital) in the United States.  
Patrice then joined the New York-listed cosmetics group Coty (S&P 500) as Group Chief Financial Officer for 5 years, based initially in New York, then in London. Patrice was subsequently responsible for JAB Consumer Fund in Europe, within the family holding company that owns a controlling interest in Coty.  
Since May 2022, he has been Chief Executive Officer and a Managing Director of Bellon SA, a newly created position to conduct effectively its operations - notably the control and joint animation of the Sodexo Group as well as support for the Group's long-term growth -.  
Through his position as a member of the Board of Directors of the *Café Joyeux* and *Fondation des Amis de l'Arche*, he is very involved in the disability community. He also contributes to the development of inclusive solidarity-driven business models.

Other positions and corporate offices held

Companies linked to Sodexo

FRENCH COMPANIES  
None  
FOREIGN COMPANIES  
None

Companies not linked to Sodexo

FRENCH COMPANIES  
• **Member of the Board of Directors:** *Café Joyeux*, *Fondation des Amis de l'Arche*  
FOREIGN COMPANIES  
None

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

- **Member of the Board of Directors:** Prêt à Manger (United Kingdom), and also Chairman of the Audit and Finance Committee of *Prêt à Manger* (Term ended: May 2024)
- **Member of the Board of Directors:** Espresso House (Sweden), and also Chairman of the Audit and Finance Committee of Espresso House (Term ended: May 2024)

DIRECTORS' COMPETENCIES



## CÉCILE TANDEAU DE MARSAC



**Born April 17, 1963**

**French nationality**

**Graduate of the NEOMA Business School**

**First appointed:** January 24, 2017

**Expiration of current term:** at the Annual Shareholders Meeting held to adopt the Fiscal 2025 financial statements

Chairwoman of the Compensation Committee, member of the Nominating Committee and the Sustainability Committee

Competencies



**Business address:**

Sodexo

255, quai de la Bataille-de-Stalingrad

92130 Issy-les-Moulineaux (France)

Number of Sodexo shares held: 400

**Main role:** Director of Sodexo

### 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 Human Resources Director of a business unit and responsible for talent development for the Group. She subsequently took part in two major projects, relating to the transformation of Rhodia's organizational structure and the subsequent integration of Rhodia's teams following its acquisition by Solvay.

From September 2012 to June 2019 she served as Chief Human Resources Officer, Solvay group actively contributing to the social objectives identified by the group as priorities, such as employee commitment, health and safety.

### Other positions and corporate offices held

#### Companies linked to Sodexo

FRENCH COMPANIES

None

FOREIGN COMPANIES

None

#### Companies not linked to Sodexo

FRENCH COMPANIES

- **Member of the Board of Directors:** Daher, and also Chair of the Sustainability Committee and member of the Governance Committee of Daher; Verallia\*, and also Chair of the Compensation Committee and Chair of the Nominations Committee of Verallia
- **Member of the Supervisory Board:** Unibel\*, and also member of the Nominating and Compensation Committee of Unibel

FOREIGN COMPANIES

None

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

- **Member (non-director) of the Nominating and Compensation Committee:** Bel (France) (Term ended: 2022)

\* Listed company.

#### DIRECTORS' COMPETENCIES



### 7.1.1.3 Changes in the composition of the Board of Directors and its Committees during Fiscal 2024 and changes planned for Fiscal 2025

#### Changes during Fiscal 2024

	DEPARTURE	APPOINTMENT	REAPPOINTMENT
Board of Directors	December 15, 2023: Françoise Brougher	December 15, 2023: Gilles Péliссon	December 15, 2023: Sophie Bellon, Nathalie Bellon-Szabo and Federico J. González Tejera
Audit Committee	-	-	-
Nominating Committee	December 15, 2023: Françoise Brougher	December 15, 2023: Gilles Péliссon (Chair)	December 15, 2023: Nathalie Bellon-Szabo
Compensation Committee	December 15, 2023: Françoise Brougher	December 15, 2023: François-Xavier Bellon and Jean-Baptiste Chasseloup de Chatillon	December 15, 2023: Federico J. González Tejera
Sustainability Committee	-	June 27, 2024: Véronique Laury, Nathalie Bellon-Szabo, Cathy Martin, Luc Messier, Gilles Péliссon, Patrice de Talhouët et Cécile Tandeau de Marsac	-

#### Changes planned for Fiscal 2025

The following changes will be proposed at the Combined Shareholders Meeting on December 17, 2024:

- reappoint François-Xavier Bellon as director for a three-year term.

A non-independent director on the Board of Directors of Sodexo S.A. since July 26, 1989, Chairman of the Management Board of Bellon SA, François-Xavier Bellon brings to the Board of Directors and the Group his in-depth knowledge of Sodexo acquired both during his ten years as an employee of the Group and as a director. His experience with the Adecco Group has given him a solid understanding of human resources management and international strategic negotiations.

If the reappointment of François-Xavier Bellon is approved by the Shareholders Meeting on December 17, 2024, he will continue to be a member of the Audit Committee, the Nominating Committee and the Compensation Committee.

- reappoint Jean-Baptiste Chasseloup de Chatillon as director for a three-year term.

An independent director since December 14, 2021, Jean-Baptiste Chasseloup de Chatillon is a financial expert.

During his career, as CFO of major international groups, he was responsible for purchasing, strategy and mergers & acquisitions, IT and real estate.

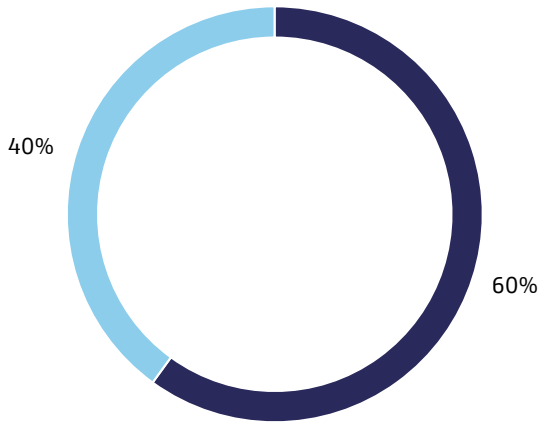
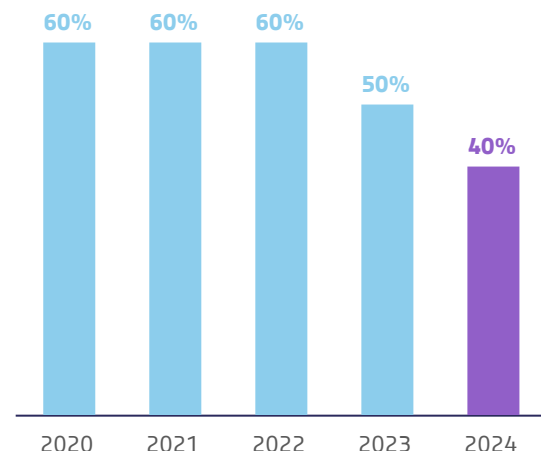
More recently, as a member of Sanofi's Executive Committee, he contributed to validating and endorsing the company's proposed strategic orientations and commitments to reduce climate and environmental impacts, submitted by the Planet Care Impact Steering Committee, with a view to their operational implementation.

If the reappointment of Jean-Baptiste Chasseloup de Chatillon is approved by the Shareholders Meeting on December 17, 2024, he will continue to chair the Audit Committee and be a member of the Compensation Committee.

### 7.1.1.4 Principles governing the composition of the Board of Directors

The Board of Directors regularly assesses whether the composition of the Board and of its specialized Committees is well balanced, particularly in terms of diversity (gender mix, nationality, age, competencies, etc.).








#### Diversity policy of the Board of Directors

CRITERIA	OBJECTIVES	IMPLEMENTATION AND RESULTS ACHIEVED IN FISCAL 2024
<b>Director independence*</b>	Have at least one third of the Board's members considered independent in accordance with the recommendations for controlled companies in the AFEP-MEDEF Code.	<p>Since December 19, 2022, 60% of the directors are deemed to be independent.</p>  <p>40% 60%</p> <p>■ Non-independent ■ Independent</p>
<b>Gender balance*</b>	Maintain an optimal gender mix on the Board of Directors.	<p>As of August 31, 2024, the Board of Directors had twelve members (including two directors representing employees), comprising five women (including one female director representing employees) and seven men (including one male director representing employees). This 40%/60% ratio of women to men (excluding directors representing employees) gives the Board a gender balance that complies with the French legal requirements, according to which the proportion of women and men on Boards of Directors must be at least 40% for each gender.</p>  <p>60% 60% 60% 50% 40%</p> <p>2020 2021 2022 2023 2024</p>
<b>Directors' ages</b>	No more than one third of the directors to be over 70 years old, in accordance with the applicable legal requirements.	Since January 21, 2020, all directors are under 70 years old. The average age of directors is 59.5 years.
<b>Director nationality</b>	The composition of the Board of Directors is intended to reflect as closely as possible the geographic mix of the Group's business and to incorporate a wide range of nationalities.	The Board currently includes members from France, the United States, Canada and Spain. In addition, Sodexo's directors have significant international experience and/or exposure, as they hold, or have held, positions or directorships in international companies or exercise key roles outside France.
<b>Directors representing employees</b>	Appointment of directors representing employees.	Since 2014, the Company has had two directors representing employees. Philippe Besson is on the Compensation Committee and Cathy Martin is on the Audit Committee. Cathy Martin also serves on the Sustainability Committee since its creation in 2024.

\* In accordance with French law and the AFEP-MEDEF Code, directors representing employees are not included in the calculation of the representation of men and women on the Board or the percentage of independent directors.

## COMPETENCIES MATRIX

The diagram below shows the number of directors who have the competencies considered to be important for the Board:

							
	EXECUTIVE MANAGEMENT OF INTERNATIONAL COMPANIES	FINANCE	SUSTAINABLE DEVELOPMENT, SOCIETAL COMMITMENT AND HUMAN RESOURCES	INNOVATION - DIGITAL	MARKETING AND SALES	STRATEGY - MERGERS AND ACQUISITIONS	KNOWLEDGE OF THE SERVICE SECTOR
TOTAL	9	11	12	6	10	10	10



### Executive management of international companies

Experience as a Chief Executive Officer, Executive Committee member or other executive management position in a large international company or a group with a global operating presence.



### Innovation - Digital

Expertise or recent experience in developing and implementing technological and/or digital strategies; experience in companies with a strong technological and/or digital focus.



### Finance

Experience in business finance and financial reporting processes, risk management, accounting, cash management, tax, mergers and acquisitions, and the financial markets.



### Marketing and Sales

Experience in marketing, sales, distribution, and BtoC brand management.



### Sustainable development - Societal commitment and human resources

Experience in managing Environmental, Social and Governance (ESG) issues, as well as human resources management.



### Strategy - Mergers and Acquisitions

Experience in defining strategies and managing strategic issues; experience in mergers and acquisitions.



### Knowledge of the service sector

Experience in the service sector, knowledge of the Group's business areas and competitive environment.

## COMPETENCIES

The Board of Directors takes particular care in the selection of its members. Directors are chosen for their ability to act in the interest of all shareholders and for their expertise, experience and understanding of the strategic challenges in markets where the Group operates. The composition of the Board of Directors is

intended to adhere to the principles of diversity and to reflect the geographic mix of the business (insofar as possible), to provide a range of technical skills, and to include individuals with in-depth knowledge of Sodexo's activities.



## INDEPENDENCE

### ANALYSIS BY THE BOARD OF DIRECTORS OF EACH DIRECTOR'S STATUS AS OF AUGUST 31, 2024 BASED ON THE INDEPENDENCE CRITERIA DEFINED IN ARTICLE 10 OF THE AFEP-MEDEF CODE

	AFEP-MEDEF CODE INDEPENDENCE CRITERIA							
	EMPLOYEE/ CORPORATE OFFICER IN THE PAST 5 YEARS	CROSS- DIRECTORSHIPS	SIGNIFICANT BUSINESS RELATIONSHIPS	CLOSE FAMILY TIES	AUDITOR IN THE PAST 5 YEARS	PERIOD OF OFFICE EXCEEDING 12 YEARS	STATUS OF NON- EXECUTIVE CORPORATE OFFICER	STATUS OF MAJOR SHAREHOLDER
Sophie Bellon			✓		✓			
François-Xavier Bellon			✓		✓		N/A	
Nathalie Bellon-Szabo			✓		✓		N/A	
Jean-Baptiste Chasseloup de Chatillon	✓	✓	✓	✓	✓	✓	N/A	✓
Federico J. González Tejera	✓	✓	✓	✓	✓	✓	N/A	✓
Véronique Laury	✓	✓	✓	✓	✓	✓	N/A	✓
Luc Messier	✓	✓	✓	✓	✓	✓	N/A	✓
Gilles Pélisson	✓	✓	✓	✓	✓	✓	N/A	✓
Patrice de Talhouët			✓	✓	✓	✓	N/A	
Cécile Tandeau de Marsac	✓	✓	✓	✓	✓	✓	N/A	✓

In this table, ✓ indicates an independence criterion that is met.

#### SELECTION PROCEDURE FOR INDEPENDENT DIRECTORS

In the event of a vacancy in a director's post or when a decision has been made to strengthen certain competencies within the Board of Directors, and in particular when appointing or co-opting an independent director, a procedure for selecting a new director is monitored by the Nominating Committee.

The Committee first identifies the specific needs of the Board of Directors while ensuring compliance with the diversity policy established by the Board (see above) and the necessary skills.

With the support of internal resources and a firm specializing in the recruitment of directors, it draws up a list of potential candidates.

The Committee examines the situation of each of the potential candidates and makes an initial selection, then organizes interviews with some of the directors before selecting the candidate or candidates who seem to best meet the chosen selection criteria.

Finally, the Nominating Committee makes a recommendation to the Board of Directors, which analyzes the profiles presented and, after having deliberated on the relevance of each candidate, proposes an appointment, if applicable, at the Shareholders Meeting.

The same process is also followed for the appointment and/or reappointment of non-independent directors.

#### Business relationships

Each year, in order to assess the independence of its members, a questionnaire is sent to each director. The Nominating Committee then analyzes the situation of each director in light of the answers provided, in order to identify the existence of a business relationship and, where appropriate, to assess its significance.

During Fiscal 2024, six<sup>(1)</sup> Board members were deemed independent directors. No independent director, nor the group or entity of which he or she is a member and in which he or she exercises executive powers, has any significant business ties with the Company, its Group or its management.

In accordance with the works of the Nominating Committee, when examining the independent status of its members, the Board of Directors paid particular attention to any business relations existing between the Sodexo Group and the entity or group of which each independent director is a member or director.

For Fiscal 2024, the Board carried out a quantitative and qualitative analysis of each directors' situation and the business relationships that their respective groups or entities have with Sodexo. The Board of Directors determined that agreements are negotiated between the parties at arm's length (contracts being put out for competitive tender). The Board also determined that the business flows between these groups (all activities combined and at the global level) are significantly lower than the 1% materiality threshold set by the Board of Directors. Altogether, business conducted between Sodexo and each of the relevant groups represents around 0.5% of Sodexo's consolidated revenue.

#### Management of conflicts of interest

In accordance with the AFEP-MEDEF Code, the Board of Directors' Internal Rules state that each director is required to disclose to the Board any actual or potential conflicts of interest and must abstain from discussing and voting on any matters associated with such conflicts of interest.

A director of Sodexo since December 14, 2021, Jean-Baptiste Chasseloup de Chatillon was Chief Financial Officer of Sanofi from 2018 to April 2024. Before recommending his appointment, the Board of Directors conducted an assessment of the existence and extent of the business relationships between Sodexo and Sanofi and concluded that they are not significant in terms of activity.

In accordance with the Internal Rules, however, specific measures were adopted to ensure, where necessary, that Jean-Baptiste Chasseloup de Chatillon would not take part in any discussions that could be relevant to Sanofi, nor vote in the corresponding deliberations.

Accordingly, the Board of Directors considered that Jean-Baptiste Chasseloup de Chatillon situation complied with applicable regulations. Since April 2024, as Jean-Baptiste Chasseloup de Chatillon is no longer employed by the Sanofi group, this potential risk of conflict has disappeared, and the specific measures put in place at the time of his appointment are no longer necessary.

<sup>(1)</sup>In accordance with the AFEP-MEDEF Code, directors representing employees are not included in the calculation of the percentage of independent directors on the Board.

## Directors representing employees

On January 21, 2014, the Shareholders Meeting decided on the conditions of appointment to the Board of Directors of one or more directors representing employees. Directors representing employees are appointed for a period of three years. Subject to the specific legal provisions applicable to them, for instance the absence of any obligation to hold shares, directors representing employees are bound by the same legal and corporate rules and regulations (including the Company's bylaws and the Board of Directors' Internal Rules) and have the same rights and are subject to the same obligations as those applicable to the other Company's directors.

Initially, one director representing employees, Philippe Besson, was appointed in 2014 by the trade union that obtained the most votes in the first round of the elections in France of union representatives and joined the Board at its meeting on June 18, 2014. He was then reappointed in 2017, in 2020 and again in 2022 for a further three-year term effective from the Shareholders Meeting held on December 19, 2022.

A second director representing employees, Cathy Martin, was appointed by the European Works Council in 2015 and became a member of the Board at its meeting on September 10, 2015. She was reappointed in 2018, in 2020 and again in 2023 for a further three-year term effective from the Shareholders Meeting held on December 15, 2023.

In addition, in accordance with applicable law, a member of the Social and Economic Committee (*Comité Social et Economique*) sits on the Board of Directors in an advisory capacity.

The Board does not have any directors representing employee shareholders, as the amount of the Company's capital held by employees does not exceed the 3% threshold that triggers the requirement for such a director, as set in article L.22-10-5 of the French Commercial Code.

### 7.1.1.5 Organization, operating procedures and preparation of the work of the Board of Directors

Sodexo is governed by a Board of Directors, which has been chaired by Sophie Bellon since January 26, 2016.

#### Combination of the positions of Chairwoman of the Board of Directors and Chief Executive Officer

At its meeting of February 15, 2022, the Board of Directors unanimously decided to appoint its Chairwoman, Sophie Bellon, as Chief Executive Officer of Sodexo with effect from March 1, 2022, a position she had already occupied on an interim basis since October 1, 2021 following the termination of the office of Denis Machuel as Chief Executive Officer on September 30, 2021.

Noting the excellent momentum surrounding the priorities set by Sophie Bellon in order to strengthen Sodexo's competitiveness and accelerate its transformation, and thanks to her in-depth knowledge of the Group's activities, which she joined in 1994, the Board considered that she was best placed to lead the Group into a new stage in its history and that recruiting an external personality would necessarily slow down this dynamic.

On the renewal of her mandate as director which was submitted to the Shareholders Meeting of December 15, 2023, the Board of Directors once again questioned the Company's mode of governance. Considering, more particularly, the context of the Group, the measures in place to ensure the balance of powers and the proper functioning of governance, it decided on October 25, 2023 in accordance with the recommendation of the Nominating Committee to confirm Sophie Bellon in her functions as Chairwoman and CEO.

The Board of Directors considers that the current unified mode of governance, the effectiveness and proper functioning of which it has observed since Sophie Bellon's appointment, remains the most adapted to the Group's current challenges and ensures the perfect alignment between the definition of the strategy and its execution and a governance guaranteeing responsiveness and agility in decision-making processes within the Company.

The Board of Directors also took into account the mechanisms and means implemented to ensure the balance of powers and promoting the proper functioning of governance in place, in particular:

- a high proportion of independent directors within the Board of Directors, beyond the recommendations of the AFEP-MEDEF Code (60%) (section 7.2.1.1);
- the appointment of Luc Messier, director of Sodexo since January 2020, as independent lead director with the main mission of ensuring the proper functioning of the Company's governance bodies, and who has specific prerogatives, including in particular regarding the convening of the Board of Directors, the agenda of its meetings, the conflicts of interests and the dialogue with shareholders (see below);
- the existence of three Committees of the Board of Directors (the terms of office were renewed prior to the creation of the Sustainability Committee) all chaired by an independent director and composed of a large majority of independent directors, and Sophie Bellon is not a member of any of these Committees (see below);
- limitations on the powers of the Chairwoman and Chief Executive Officer who must obtain prior authorization from the Board of Directors to engage the Company for certain important operations (see below).

The strong involvement of the Board of Directors, illustrated by the attendance rate, the quality of interactions within the Board and with members of the management teams, the organization of executive sessions (excluding participation of management and employees) as well as that of regular information to the Board also promote this balanced and effective governance in the specific context of the Group.

#### Role of the Chairwoman of the Board of Directors and Chief Executive Officer

The Chairwoman and CEO organizes and directs the work of the Board of Directors, and reports to the shareholders at the Shareholders Meeting. She represents the Board in matters concerning third parties such as employee representatives, Statutory Auditors or shareholders.

The Chairwoman and CEO oversees the functioning of the Company's Corporate Governance structures and, in particular, ensures that the Board members are able to fulfill their duties.

The Chairwoman and CEO has the broadest powers to act on behalf of the Company in all circumstances and exercises those powers within the scope of the corporate purpose and subject to the powers granted expressly by law to Shareholders Meetings and to the Board of Directors. As such, the Group's operational and functional teams report to her.

The Chairwoman and CEO represents the Company in its dealings with third parties.

#### Limitations on the powers of the Chairwoman of the Board of Directors and Chief Executive Officer

The limitations on the powers of the Chairwoman and CEO are set out in the appendix to the Internal Rules of the Board of Directors.

The Chairwoman and CEO is required to obtain the prior consent of the Board to grant any guarantee insofar as they meet the following conditions:

- term greater than 15 years, regardless of the amount;

- term between 10 and 15 years and amount greater than 15 million euros;
- term between 5 and 10 years and amount greater than 30 million euros;
- term less than 5 years and amount greater than 50 million euros.

However, the prior consent of the Board is not required where the amount is less than or equal to 100 million euros and the term less than 25 years, provided it has been pre-approved by the Chair of the Audit Committee.

The total amount for which the Chairwoman and CEO may grant any guarantee between Board meetings is limited to 150 million euros.

The Chairwoman and CEO must also obtain prior consent from the Board of Directors to commit the Company beyond certain amounts as follows:

- for acquisitions of interests in companies for more than 100 million euros per transaction (enterprise value);
- for disposals of shares in companies for more than 20 million euros (enterprise value) per transaction;
- for setting up new financing for additional medium and long-term financial debt of more than 100 million euros.

### Role and resources of the Lead Director

The powers entrusted to the Lead Director and the resources made available to him are provided for in article 9.2 of the Internal Rules of the Board of Directors. The main elements are described below.

The main duty of the Lead Director is to ensure that the Company's governance bodies function effectively, and more specifically:

- he is consulted by the Chairwoman regarding the agenda for each meeting of the Board of Directors and regarding the schedule of meetings;
- he may call a meeting of the Board of Directors on a specific agenda;
- he oversees the communication between the independent directors and the other members of the Board of Directors, and the quality of the information provided to the Directors;
- at least once per year, he convenes the members of the Board of Directors without the executive directors and directors representing employees ("executive session"). He chairs these meetings, organizes and moderates the deliberations and reports on them to the Chairwoman;
- he brings to the attention of the Chairwoman and the Board of Directors any conflicts of interest that he may have identified;
- in coordination with the Chairwoman, he is the Board's spokesperson on matters of governance to investors and shareholders. He raises queries from shareholders on governance matters to the Board;
- he reports to the Board of Directors on the performance of his duties once per year;
- during Shareholders Meetings, he may be invited by the Chairwoman to report on his activities.

In order to perform the duties assigned to him, the Lead Director:

- has access to all documents and information that he deems necessary for the performance of his duties. In the course of exercising his powers, he may ask for external technical studies to be carried out at the expense of the Company;
- is kept regularly informed of the Company's activities. He may also, at his own request and after having informed the Chairwoman, meet with the operational and functional executives;
- may ask to attend the meetings of the Committees of which he is not a member;

- is involved in the work of the Nominating Committee and the Compensation Committee, whether or not he is a member of these Committees. As such, he oversees the process of assessment of the Board of Directors and reports on this assessment to the Board of Directors.

### Lead Director's activity report

In 2024, Luc Messier supervised the internal assessment of the work of the Board of Directors and its Committees (see below - Evaluation of the functioning of the Board of Directors).

Prior to the convening of meetings of the Board of Directors, Luc Messier was consulted on the agendas at his regular meetings with the Chairwoman and CEO.

Luc Messier is a member of the Audit Committee, the Nominating Committee and the Sustainability Committee. He has also attended the meetings of the Compensation Committee, the only Committee of which he is not a member.

He organized an executive session following a Board meeting at which management and directors representing employees were not present.

Luc Messier has been consulted for the development of a governance and corporate responsibility training plan for directors (see Induction and training of directors below) with a session dedicated to climate topics, a session dedicated to ethics and a session dedicated to cyber security.

He also monitored the actions resulting from the evaluation of the Board of Directors and the Committees. As part of this process, and in line with the expectations expressed by directors during the Board assessment process, the Lead Director, together with the Chairwoman and CEO, supervised the organization of the Board strategy seminar (see Induction and training of directors below).

He chaired the Board whenever the Chairwoman and CEO was unable to do so for reasons of governance.

In connection with the sale of Sofinsod to Bellon SA, Luc Messier was appointed as Chairman of the *ad hoc* Committee. He attended the various meetings of the *ad hoc* Committee, as well as meetings with internal and external experts, including the independent financial expert. In his capacity as Lead Director, he organized the Board of Directors' discussions on the sale of Sofinsod when the Chairwoman and CEO was unable to take part for governance reasons.

Lastly, he maintained a dialogue between the directors and, as appropriate, transmitted to the Chairwoman and CEO any request or question arising from these discussions. In accordance with the Internal Rules, the Lead Director, Luc Messier, presented a report to the Board of Directors on his activities in 2024. As part of the annual evaluation process, the directors were asked to comment on the quality of the Lead Director's work and to assess the quality and content of his contribution. They expressed their full satisfaction.

### Operating procedures of the Board of Directors - Internal Rules

In addition to the Company's bylaws, the Board of Directors is governed by the Board's Internal Rules, which notably set out the Board's mission, the minimum and maximum number of Board members, the rules of the Directors' charter, the minimum number of Board meetings and the rules for allocating directors' compensation. The Internal Rules also define the criteria for assessing the performance of the Board, the limits to the powers of the Chief Executive Officer, and the policy for issuing guarantees.

The Internal Rules are regularly reviewed by the Board of Directors and comply with the AFEP-MEDEF Code as revised in December 2022. The Internal Rules were revised in June 2024, to anticipate the evolution of sustainability reporting and to incorporate the Sustainability Committee.

They are available in full on the Group's website ([www.sodexo.com](http://www.sodexo.com)). A summary of their principal components is provided below.

## The Directors' charter

The main components of the Directors' charter are described below.

Each director should be mindful of the Company's corporate interest, exercise good judgment (particularly of situations, strategies and people), and look to the future in order to identify the risks and strategic challenges that lie ahead. Directors should also maintain their independence, be focused, active and engaged, and act with integrity.

The director's charter does not provide for rules limiting the number of offices held beyond those provided for in the AFEP-MEDEF Code.

Each director must personally own at least 400 Sodexo shares by the end of their first year of office (except for directors representing employees to whom no such requirement applies in accordance with French law).

To the extent possible, all Sodexo directors should attend Shareholder Meetings.

Any director of Sodexo who obtains undisclosed information during the course of his or her duties is subject to insider trading legislation. In accordance with the European Market Abuse Regulation, the Company may prepare specific insider lists if insider information has been identified and a decision has been made to postpone the publication of the relevant information.

Directors are prohibited from trading in Sodexo securities as follows:

- during the period commencing 30 calendar days prior to the date of publication of the half-year and annual consolidated financial statements and up to and including the date of their publication;
- during the period commencing 15 calendar days prior to the date of publication of the consolidated financial information for the first and third quarters up to and including the date of their publication.

Transactions in the Company's securities carried out by directors must be disclosed to the French securities regulator (*Autorité des marchés financiers* – AMF) within three trading days of the transaction date. Directors are required to inform the Group Legal Department of all transactions in Sodexo securities.

## Induction and training of directors

Upon joining the Board, each director receives training adapted to his or her specific needs. Meetings are organized with the Chairwoman and CEO as well as Group executives. Meetings are also organized with certain executives and external advisors.

Site visits are arranged to provide an overview of the Group's businesses and a better understanding of each activity. In addition, each director may receive additional training, notably on corporate responsibility issues, with a particular focus on climate topics. Board members training continues beyond their appointment and is a continuous process.

During Fiscal 2024, the corporate responsibility training cycle, begun in 2023, continued. It mainly consisted of site visits to give directors an insight into the new healthy and sustainable food models that are at the heart of the Group's strategy, and in particular the low-carbon meal offer. These visits also enabled the directors to meet the site managers and their teams.

A specific training course has been organized to ensure that its directors have a good understanding of the issues related to business ethics. Delivered by in-house and external speakers, the training was combined with a practical case study aimed at understanding the issues involved in ethical dilemmas, particularly in relation to whistleblowing. In this way, the Board of Directors reiterated the importance of business ethics.

As part of the Group's training cycle and knowledge of major events, the directors were invited to visit Sodexo's facilities in the Paris 2024 Olympic Village. The Board of Directors was able to see the facilities set up to produce meals for the athletes and all those involved in the Olympic Village.

In June 2024, the Board of Directors held a strategic seminar. The seminar was organized around workshops, visits and presentations by experts. It provided an opportunity for the directors to review in detail, together with all the members of the Sodexo Leadership Team, the Group's main strategic directions and to express their expectations regarding the strategy.

On this occasion, the directors took part in a cooking workshop focusing on the Group's plant-based offerings, as well as the activities of Sodexo Live! They also heard from external experts on the major geopolitical issues facing the world, and the challenges surrounding cybersecurity and artificial intelligence. The strategy seminar was the result of one of the expectations expressed during the external assessment of the Board of Directors.

In addition, as part of the training on best governance practices, Board members who have joined Committees have received training and have been able to exchange views with external experts as well as with internal teams.

This series of training courses has helped directors to reflect on the issue of social and environmental responsibility being dealt with by one of the Board's Committees. Until the creation of the Sustainability Committee on June 27, 2024, these issues, like those relating to strategy, were dealt with by the Board of Directors.

Specific training sessions will be organized following the creation of the Sustainability Committee. Directors who wish to do so, and in particular the Sustainability Committee members, will be invited to attend in-depth training courses on social and environmental responsibility topics, given by internal and external specialists. The Chair of the Sustainability Committee, who is an independent director, will receive specific training related to her duties.

Finally, and in accordance with the recommendations of the AFEP-MEDEF Code, the Group's climate topics were presented at the Shareholders Meeting on December 15, 2023.

In addition, the Board ensures that directors representing employees are given the necessary time to prepare their participation in each Board meeting and that they receive the number of training hours required under the applicable legal provisions. Since joining Sodexo's Board of Directors, Philippe Besson and Cathy Martin have participated in several training seminars organized by the French Institute of Directors (IFA) as well as in-house training courses delivered by several of the Company's corporate functions, which are open to all of Sodexo's directors. In addition, both Philippe Besson and Cathy Martin have undergone training that leads to certification as Board directors which includes modules on ethics and corporate responsibility. They began this training in Fiscal 2019 and were both certified during Fiscal 2020. During Fiscal 2024, they continued to receive training adapted to the needs they had identified.

## Mission of the Board of Directors

The Board of Directors is a collegial body that acts in the Company's best interests, in line with the Group's corporate mission and purpose, taking into account the social and environmental challenges of its business, and in the best interests of all of the Company's shareholders.

The Board defines the Group's strategy, multi-year strategic direction, long-term objectives and overall policies, taking into consideration the social and environmental issues related to its activities, and ensures that they are properly implemented.

It regularly carries out the controls and verifications that it deems appropriate and particularly concerning progress made on the performance metrics set by the Board.

It appoints the Corporate Officers responsible for managing the Group's general policies.

The Board of Directors ensures the existence and effectiveness of the management of the Group's commitments, risks and internal control procedures, and oversees the quality of the information provided to shareholders and the financial markets in the financial statements and in connection with major financial transactions.

It ensures the implementation of a mechanism for the prevention and detection of corruption and influence peddling and receives all the information necessary for this purpose.

The Board of Directors also ensures that the Chief Executive Officer implements non-discrimination and diversity policies and a vigilance plan.

As required by law, the Board of Directors approves the financial statements for publication, decides on appropriation of net income, proposes dividends, and makes decisions on significant investments and the Group's financial policy.

At least five days ahead of Board meetings, each director is given briefing documents so that he or she can review and/or investigate the issues to be discussed.

The Group's senior executives make regular presentations to the Board of Directors, in particular at the meeting during which the budget is discussed:

- the Chief Executive Officer and the other operational executives, each in their area of responsibility, discuss the potential for growth, competitive positions, the ambition and the strategy for achieving it, and the principal components of their action plans;
- Group executives in each functional area (Human Resources, Finance and Strategy) present their recommendations regarding strategy and policy developments, progress achieved and to be achieved and action plans for implementation within the Group.

The Board of Directors performs periodic in-depth reviews of the financial statements at meetings attended as necessary by members of the Group's operational and functional management teams as well as by the external auditors.

The Board of Directors meets at least once a year in an executive session.

The Board of Directors is also kept regularly informed of questions, comments or criticism from shareholders, whether at meetings with shareholders or by mail, e-mail or conference call. The Lead Director, in coordination with the Chairwoman, is the Board's spokesperson on matters of governance to investors and shareholders. He raises queries from shareholders on matters of governance with the Board.

## Board meetings during the fiscal year

### BOARD MEETINGS

The Board of Directors met thirteen times during Fiscal 2024 (including virtually and by written consultation), in compliance with the Board of Directors' Internal Rules stating a minimum requirement of six meetings per year.

In addition, one executive session was held following a Board meeting, convening the directors and, in part, only the independent directors in the absence of management.

The work of the Board of Directors focused in particular on:

## Corporate governance

- approving the Management Report of the Board of Directors and the Corporate Governance Report for Fiscal 2023;
- reviewing the Fiscal 2023 Universal Registration Document;
- assessing the operating procedures and membership structure of the Board of Directors and the Committees, as well as a follow-up report on actions taken in response to the external evaluation carried out in 2023;
- reviewing the report on the work of the Lead Director;
- proposing the reappointment of several directors;
- proposing the appointment of a new director;
- renewing of the terms of office of the Chairwoman and CEO and consequently maintaining the Lead Director functions;
- assessing directors' independence, including any business relationships they may have with the Sodexo Group;
- setting up the Sustainability Committee and approving its charter;
- reviewing the internal rules of the Board and the charters of the specialized Committees in particular to take into account the entry into force of the CSRD Directive and the setting up of a Sustainability Committee;
- the annual review of related-party agreements, and more specifically the renewal of the service agreement between the Company and Bellon SA;
- authorizing the sale of Sofinsod shares to Bellon SA in order to simplify Sodexo's shareholder structure and monetize an illiquid asset;
- calling the Annual Shareholders Meeting, preparing the Board of Directors' Report to the Annual Shareholders Meeting, and reviewing the resolutions to be put to the shareholders' vote;
- calling the Shareholders Meeting deciding on the Pluxee spin-off, preparing the report to the meeting and reviewing the resolutions submitted to the shareholders' vote;
- discussing on the Group's ethics and compliance program;
- examining the work carried out and recommendations made by the Nominating Committee;
- reviewing the succession plans for the Sodexo Leadership Team members;
- reviewing the succession plan for the Chairwoman and CEO;
- reviewing the composition of the Committees;
- regulatory developments.

## Compensation

- reviewing and modifying the compensation policy for the Chairwoman and CEO;
- reviewing the compensation of the Board members and of the Lead Director;
- defining the compensation policy of the executive officer, as well as the compensation policy for directors to be submitted to the Annual Shareholders Meeting;
- reviewing 2023 gender pay equity;
- reviewing Human Resources mapping and projects for Fiscal 2024;
- adopting the restricted and performance share plans;
- adjusting the number of performance shares and the performance conditions of the free share and performance share plans as a result of the Pluxee spin-off;



- determining the achievement levels of the performance conditions for the 2021 performance share plan;
- more generally, examining the work carried out and recommendations made by the Compensation Committee.

When presenting the report on the work of the Compensation Committee concerning the remuneration of the Chairwoman and CEO, the Board of Directors deliberates without her presence, under the chairmanship of the Lead Director.

## Financial statements and financial management

- reviewing and approving the financial statements of the Company and the Group for Fiscal 2023;
- appropriating net income for Fiscal 2023;
- examining the Group budget for Fiscal 2024;
- examining Sodexo's share performance and feedback from investors and analysts;
- regularly renewing the authorizations granted to the Chairwoman and CEO for issuing guarantees up to a certain threshold;
- approving the share buyback program;
- reviewing and approving the consolidated financial statements for the first half of Fiscal 2024 and the Interim Financial Report;
- examining business trends for the end of Fiscal 2024;
- approving forecast documents;
- regularly discussing the geopolitical situation;
- more generally, examining the Statutory Auditors' Reports and analyzing the work of the Audit Committee and approving its recommendations.

## Group business and strategy

- the proposed Pluxee spin-off;
- update on the implementation of strategy, study of competitive dynamics and growth, as well as an update on all the regions;
- reviewing the portfolio;
- reviewing/updating client development and retention, new food models, brands and offerings;
- cybersecurity;
- IT and Digital roadmap;
- supply chain;
- the proposed sale of Sofinsod to Bellon SA, aimed at simplifying Sodexo's shareholder structure and monetizing an illiquid asset;
- update on multi-year strategic orientations in terms of social and environmental responsibility;
- review of the CSR plan, in particular the climate strategy and, progress update on its implementation;
- regularly reviewing strategic opportunities, especially in terms of external growth and divestments.

Each year, a whole day is devoted to strategy presentations by operational and support teams, in addition to the plans that are regularly presented during the year at other Board meetings. This annual session is the occasion for high-quality discussions between the directors and the Company's senior management team and are extremely appreciated by everyone involved. During Fiscal 2024, this day took the form of an offsite strategic seminar (see above).

## ASSESSMENT OF THE BOARD'S OPERATING PROCEDURES

At least once a year, the Board of Directors devotes an agenda item to discussing its operating procedures, and every three years it organizes a formal external assessment of these procedures.

In 2022, the assessment covered the following six topics:

- the structure of the Board of Directors;
- the allocation of roles and Board dynamics;
- the operating procedures of the Board of Directors;
- the integration and training of Board members and succession plans;
- strategy and performance; and
- a focus on the Committees.

A new external formalized assessment took place in 2023. The assessment was performed by a consulting firm and consisted of a questionnaire and individual meetings with all Board members.

The Company's practices were compared with the best practices of comparable companies in terms of the functioning of the Board of Directors.

This assessment also focused on the analysis of the individual participation of each director.

The findings of this external assessment have been presented to the Board of Directors during Fiscal 2024. In addition to the overall assessment, the individual assessment was followed up by individualized personal and confidential feedback meetings aimed at discussing with each of the directors their effective contribution to the work of the Board of Directors.

In general terms, the 2023 assessment shows that the Board of Directors operates in a highly satisfactory manner, particularly with regard to: the composition of the Board of Directors, the provision of information and, in particular, the quality of presentations and their harmonization, the improvement in the Board's operations and the actions taken following previous assessments, and the agendas of the Committees and the Board of Directors, which are correctly distributed.

The following areas for improvement have been identified in order to continue the process of continuous improvement in the operation of the Board of Directors: an annual strategy seminar to discuss the Group's overall strategic vision, medium- and long-term prospects and competitive positioning; examination of certain subjects in greater depth, such as risk management, digital technology, customer vision and talent management, by continuing to give regular presentations to members of the Sodexo Leadership Team; continuing to work on succession plans and informing the Board of Directors about the work of the committees; continuing to take account of environmental issues and corporate responsibility matters.

These recommendations were implemented for the remainder of 2024.

Board strategy seminar was organized and a Sustainability Committee was set up to provide a detailed overview of the Group's environmental and social issues. Particular attention has also been paid to the reports made by the Committees to the Board of Directors on the various items on the agenda.

Lastly, the areas for improvement in the composition of the Board identified in previous internal assessments, i.e. internationalization and inclusion of executive officers profiles with in-depth business transition/transformation experience, including in the digital field, as well as increasing the representation of service professions, continue to be taken into account in the selection process.



The Board's membership structure continued to be strengthened with the arrival of new independent directors with solid competencies in finance, purchasing and operations. Similarly, there has been a renewal of skills within the Board Committees.

A new internal assessment of the work of the Board of Directors was carried out in 2024. Organized by the Lead Director, assisted by both the Chairman of the Nominating Committee and the secretary to the Board, the assessment focused on the follow-up to the roadmap that had emerged from the previous assessments, in particular concerning the composition of the Board of Directors, its operation, strategy and performance, as well as the induction process of new directors and succession plans. The report on this internal assessment will be presented to the Board of Directors during Fiscal 2025.

## Specialized Committees

To support its decision-making process, the Board of Directors has created four specialized Committees: the Audit Committee, the Nominating Committee, the Compensation Committee and the Sustainability Committee (set up on June 27, 2024). The creation of this fourth specialized Committee is the result of the benchmarking and reflection work launched during Fiscal 2023 concerning the treatment of social and environmental responsibility issues within a Committee and no longer solely at the level of the Board of Directors as a whole. The creation of this Committee is also aimed at implementing the CSRD Directive by Fiscal 2025. The role of the Sustainability Committee is to examine the Group's strategy, ambitions and commitments in terms of sustainability (ethics and compliance, human rights, health and safety at work, and the environment). Its first meeting took place in October 2024.

Each of these Committees has a charter, approved by the Board of Directors, setting out their roles and operating procedures. These charters are reviewed on a regular basis.

Broadly, the role of these specialized Committees is to examine specific issues ahead of Board meetings and to submit opinions, proposals and recommendations to the Board of Directors.

### AUDIT COMMITTEE

COMPOSITION AS OF AUGUST 31, 2024

<b>Jean-Baptiste Chasseloup de Chatillon<sup>(1)</sup></b>	Chairman, independent director
<b>François-Xavier Bellon</b>	Director
<b>Véronique Laury</b>	Independent director
<b>Cathy Martin</b>	Director representing employees
<b>Luc Messier</b>	Lead independent director

(1) Deemed a "financial expert" within the meaning of article L.823-19 of the French Commercial Code.



**75%**

independent directors\*



**100%**

attendance rate



**6**

meetings

\* Excluding directors representing employees.

All Audit Committee members have recognized competencies in finance and accounting, as confirmed by their professional background (see section 7.2.1.2). Jean-Baptiste Chasseloup de Chatillon is deemed a financial expert within the meaning of article L.823-19 of the French Commercial Code, due to both his initial training and the finance management positions he has held in

a number of leading international groups. When Cathy Martin was appointed as a member of the Audit Committee, she was given specific in-house training on the Company's accounting, financial and operating procedures.

The Audit Committee is responsible for ensuring that the Group's accounting policies are appropriate and consistently applied, particularly with respect to material transactions. It also verifies that the procedures used for preparing and processing accounting, financial and sustainability-related information are effective and it issues recommendations for ensuring the integrity of such information.

It examines the Company's fraud detection procedures and its whistleblowing system. It is notably in charge of ensuring that a procedure is in place for dealing with complaints from third parties or employees (which may be anonymous) about any irregularities concerning accounting or internal control practices or any other area.

It issues observations and recommendations to the Company's senior management team about risks, particularly the structure, scope and organization of risk management. Accordingly, it periodically reviews senior Management Reports on risk exposure including (and, where appropriate, in coordination with the Sustainability Committee) sustainability impacts, risks and opportunities (IROs), as well as prevention and ensures that effective internal controls are applied. It also regularly reviews the internal audit reports and is informed of the internal audit plan. In cooperation with the Sustainability Committee, it examines the double materiality assessment and, where necessary, makes recommendations to ensure its integrity.

The Audit Committee performs an annual review of the fees paid to the Statutory Auditors of Sodexo and its subsidiaries, assesses auditor independence and pre-approves certain non-audit services. When necessary, it carries out the process for appointing and re-appointing the Statutory Auditors responsible for certifying the accounts, and with the Statutory Auditor(s) (or, where applicable, the independent third-party organization(s) or "ITO(s)" responsible for certifying sustainability information).

The Audit Committee also issues recommendations to the Board of Directors about the regular assessment of the conditions for entering into related-party agreements and other agreements within the Group. As part of its work in this area, it reviews the annual payment due under the service agreement signed between Sodexo and Bellon SA (described in section 7.2.2 of this Universal Registration Document), as well as any changes in its amount from one year to the next.

Lastly, the Audit Committee reviews and issues recommendations on requests made to the Board for guarantees.

To perform its role, the Audit Committee is assisted by the Chief Executive Officer, the Chief Financial Officer, the Senior Vice President Group Internal Audit, the Group Internal Control Director and the Statutory Auditors, who present their work to the Committee and answer any questions that it may have. The Committee may also make inquiries of any Group employee, without any Company executives being present, and seek advice from outside experts. It meets at least once a year with the Statutory Auditors without the management.

The Audit Committee met six times in Fiscal 2024 and the attendance rate was 100%.

In addition to the above matters, the Committee's work during the year concerned the following:

- reviewing the internal control process;
- reviewing the risk matrix (including social and environmental risks), the audit plan and monitoring audit engagements;
- presenting off-balance sheet commitments;
- reviewing the Fiscal 2024 audit plan;
- reviewing the Audit Committee's charter;
- monitoring the Group's cash position and financing;

- monitoring the guarantees issued by the Company and the related authorizations granted to the Chairwoman and CEO by the Board of Directors, and, more generally, monitoring the Group's off balance-sheet commitments;
- reviewing the non-audit services performed by the Statutory Auditors;
- reviewing the amount paid to Bellon SA under the service agreement with the Company;
- changing the name of the signing partner of KPMG, Statutory Auditor;
- litigation review;
- reviewing the financial information systems;
- the proposed Pluxee spin-off;
- the Group's financing;
- the presentation on non-financial reporting obligations and a progress report on the implementation of the CSRD Directive, in particular on planning, double materiality and the future appointment of auditors responsible for certifying sustainability information;
- protection of personal data, by obtaining Binding Corporate Rules certification;
- customer retention and loyalty;
- cybersecurity;
- the ERP program;
- taxation;
- competitor benchmark.

The Audit Committee also reviewed the annual consolidated financial statements for Fiscal 2023 and the interim consolidated financial statements for the first half of Fiscal 2024. In addition, it examined the sections of the Fiscal 2023 Universal Registration Document relating to risk management and internal control procedures, as well as the content of the Half Year Financial Report, and reviewed the draft financial press releases before they were submitted to the Board of Directors.

Part of the meetings dedicated to reviewing the Group's annual and half-year results took place with the Statutory Auditors and without the management.

In addition to formal Committee meetings, the Chairman of the Audit Committee also had meetings during the fiscal year with the Chairwoman and CEO, the Senior Vice President Group Internal Audit, the Chief Financial Officer and the Statutory Auditors.

## NOMINATING COMMITTEE

COMPOSITION AS OF AUGUST 31, 2024

<b>Gilles Pélisson<sup>(1)</sup></b>	Chairman, independent director
<b>François-Xavier Bellon</b>	Director
<b>Nathalie Bellon-Szabo</b>	Director
<b>Luc Messier</b>	Lead Independent Director
<b>Cécile Tandeau de Marsac</b>	Independent director

(1) On December 15, 2023, Gilles Pélisson joined and became Chairman of the Nominating Committee.



60%

independent  
directors



100%

attendance rate



6

meetings

This Committee regularly assesses the competencies and experience that the Board of Directors needs, and more generally, the situation of directors in relation to the criteria concerning the composition of the Board of Directors specified in the relevant legislation, the AFEP-MEDEF Code and the Board's Internal Rules.

It examines candidates and proposals made by the Chairwoman of the Board of Directors in relation to director nominations. For this purpose, it may retain the services of external executive search firms to identify candidates, while ensuring that the backgrounds of short-listed candidates are adapted to its current needs.

It provides an opinion to the Board of Directors on the appointment of the Chief Executive Officer and, as appropriate, one or more Deputy Chief Executive Officers.

The Nominating Committee is also responsible for preparing a succession plan for the Group's key Corporate Officers and members of the Sodexo Leadership Team. This plan is regularly reviewed to ensure that the Committee is always in a position to propose succession solutions in the event that a position falls vacant unexpectedly.

Following her appointment as Chairwoman and CEO, Sophie Bellon is no longer a member of the Nominating Committee. However, she is involved in the Committee's work selecting and appointing new directors and also preparing and reviewing the succession plans, including her own.

The Committee regularly reviews the training plans for directors, as well as the induction process for new directors.

As part of its work, the Nominating Committee may use external specialists.

The Nominating Committee met six times in Fiscal 2024 and the attendance rate was 100%.

In addition to the above matters, the Committee's work during the year included the following:

- reviewing the resolutions under its competencies submitted to the Annual Shareholders Meeting;
- reviewing the relevant sections of the Corporate Governance Report published in the Fiscal 2023 Universal Registration Document;
- reviewing the succession plans for the members of the Sodexo Leadership Team at four meetings, including that of the Chief Financial Officer;
- reviewing the succession plan for the Chairwoman and CEO at two meetings;
- renewal of the term of office of the Chairwoman and CEO;
- reappointing directors;
- the composition of the Committees;
- regularly discussing the recruitment of new directors;
- assessing directors' independence, with particular attention to any business relationships;
- Pluxee's governance;
- director training;
- reviewing a benchmark on CSR and the composition of the Sustainability Committee;
- regulatory developments;
- reviewing the Committee charter..

## COMPENSATION COMMITTEE

COMPOSITION AS OF AUGUST 31, 2024

<b>Cécile Tandeau de Marsac</b>	Chair, independent director
<b>François-Xavier Bellon<sup>(1)</sup></b>	Director
<b>Philippe Besson</b>	Director representing employees
<b>Jean-Baptiste Chasseloup de Chatillon<sup>(1)</sup></b>	Independent director
<b>Federico J. González Tejera</b>	Independent director

(1) On December 15, 2023, François-Xavier Bellon and Jean-Baptiste Chasseloup de Chatillon joined the Compensation Committee.



**75%**

independent  
directors\*



**94%**

attendance rate



**8**

meetings

\* Excluding directors representing employees.

The Compensation Committee is responsible for making proposals to the Board of Directors relating to the compensation policy for the Company's Corporate Officers, and recommendations about the components of compensation paid during or awarded for the previous fiscal year to Corporate Officers.

This Committee and the Sustainability Committee keep each other regularly informed of their respective work on compensation components linked to sustainability issues, and how these are taken into account in the Company's compensation policies.

It also examines the compensation policy proposed by the Chief Executive Officer for the key executives of the Company and the Group, notably the members of the Sodexo Leadership Team (including long-term compensation plans).

The Compensation Committee validates the Group's general policies relating to compensation, including long-term compensation (restricted share plans), and post-employment benefit obligations undertaken by the Company (termination benefits, non-compete agreement, supplemental pension plan, etc.).

The principles and rules applied by the Board of Directors in determining the compensation and benefits in kind provided to the Corporate Officers and members of the Sodexo Leadership Team are described in section 7.4 of this Universal Registration Document.

The Chairwoman and CEO is associated to the works of the Compensation Committee regarding the compensation policy of the Sodexo Leadership Team members.

In connection with its work, the Compensation Committee may use external specialists.

The Compensation Committee met eight times in Fiscal 2024 and the attendance rate was 94%.

The work carried out during the year included:

- reviewing the compensation of the Chairwoman and CEO, in particular by studying benchmarks;
- reviewing the development of sustainability criteria;
- reviewing the compensation of the Lead Independent Director;
- reviewing the Compensation Committee's charter;
- reviewing the compensation packages of the Corporate Officers (*ex post* and *ex ante* say-on-pay votes), including the pay equity ratio;
- reviewing compensation policies for members of the Sodexo Leadership Team;
- reviewing the maximum authorized amount for directors' compensation, the compensation policy for directors;
- reviewing the resolutions under its remit submitted to the Annual Shareholders Meeting;
- reviewing the relevant sections of the Corporate Governance Report published in the Fiscal 2023 Universal Registration Document;
- reviewing the Group's restricted and performance share plans;
- reviewing the vesting of the Group's 2021 restricted and performance share plans;
- the proposed adjustment to the number of restricted and performance shares and the performance conditions of the unvested restricted share and performance share plans as a result of the proposed Pluxee spin-off;
- reviewing workplace gender equality;
- reviewing the compensation components of the proposed Pluxee spin-off;
- regulatory developments;
- more generally, making recommendations to the Board of Directors on Corporate Officers' compensation and the Group's long-term incentive plans.

## DIRECTORS' ATTENDANCE RATES AT BOARD AND COMMITTEE MEETINGS DURING FISCAL 2024

	BOARD	AUDIT COMMITTEE	COMPENSATION COMMITTEE	NOMINATING COMMITTEE
<i>Number of meetings</i>	13	6	8	6
Sophie Bellon	100%			
François-Xavier Bellon <sup>(1)</sup>	100%	100%	75%	100%
Nathalie Bellon-Szabo	100%			100%
Philippe Besson	100%		100%	
Françoise Brougher <sup>(2)</sup>	100%		100%	100%
Jean-Baptiste Chasseloup de Chatillon <sup>(1)</sup>	92%	100%	100%	
Federico J. González Tejera	100%		88%	
Véronique Laury	85%	100%		
Cathy Martin	100%	100%		
Luc Messier	100%	100%		100%
Gilles Pélisson <sup>(3)</sup>	80%			100%
Cécile Tandeau de Marsac	100%		100%	100%
Patrice de Talhouët	100%			
<i>Average rate</i>	97%	100%	94%	100%

(1) Member of the Compensation Committee since December 15, 2023.

(2) Director until December 15, 2023.

(3) Director and Chairman of the Nominating Committee since December 15, 2023.

### 7.1.1.6 Sodexo Leadership Team as of August 31, 2024

The Chairwoman and CEO has the authority to manage the operations and functions of the Group.

As of August 31, 2024, Sodexo's Leadership Team had 12 members (including Sophie Bellon), of whom 50% are women, with four nationalities represented. These members are as follows:

<b>Sophie Bellon</b>	Chairwoman & Chief Executive Officer
<b>Nathalie Bellon-Szabo</b>	CEO Sodexo Live! Worldwide
<b>Johnpaul Dimech</b>	President APMEA, Brazil & Latin America
<b>Alice Guéhenne</b>	Group Chief Tech, Data & Digital Officer
<b>Sarosh Mistry</b>	President North America
<b>Sunil Nayak</b>	President Europe
<b>Anna Notarianni</b>	Group Chief Impact Officer
<b>Marc Plumart</b>	Chief Growth and Commercial Officer
<b>Marc Rolland</b>	Group General Secretary
<b>Alexandra Serizay</b>	Chief Strategy & Services Innovation Officer
<b>Sébastien de Tramasure</b>	Group Chief Financial Officer
<b>Annick de Vanssay</b>	Group Chief Human Resources Officer

Senior Management is supported by a Group Investment Committee whose members comprise the Chairwoman and CEO, the Chief Financial Officer and one or more CEOs, depending on the investment projects concerned. This Committee considers and approves:

- significant new contracts for the Group;
- any plan to invest in property, plant and equipment or intangible assets as well as cumulative overruns of any investment budget approved at the beginning of the fiscal year;
- any plan to invest in or acquire companies;
- disposal of shareholdings.

#### DIVERSITY POLICY WITHIN THE GOVERNING BODIES

With a ratio of women of 50% as at August 31, 2024, the gender diversity within the Sodexo Leadership Team complies with best market practices.

In early Fiscal 2023, the Board of Directors examined gender diversity within the Group's governing bodies, current objectives related thereto and the action plan followed by the management.

The Board noted that the targets set in 2021 – 40% of women to top management positions and 38% of women among Global Senior Leaders (GSL – top 1,600) – had been achieved, with respectively 46% and 42% of women in each group.

The Board also set two new objectives for the coming period:

- promoting women to top management positions, *i.e.*, positions reporting directly to a member of the Sodexo Leadership Team, with a goal of maintaining 45% women in this group by August 31, 2025;
- promoting women to Global Senior Leaders, with a target of 45% women by August 31, 2025.

In line with this, performance shares granted to Sodexo Leadership Team members and Global Senior Executives (top 200) are subject, among other criteria, to these specific diversity and inclusion vesting conditions.

Gender diversity within the governing bodies is described in detail in the Non-Financial Performance Declaration, section 2.2.2 of this Registration Document.

### 7.1.2 Compliance with the AFEP-MEDEF Code

Sodexo adopted the AFEP-MEDEF Code as its Corporate Governance framework. The latest version of this Code, as revised in December 2022, is available on the websites of the AFEP ([www.afep.com](http://www.afep.com)) and the MEDEF ([www.medef.com](http://www.medef.com)). It is also available on the Group's website at [www.sodexo.com](http://www.sodexo.com).

The Company applies all of the recommendations set out in the Code.

### 7.1.3 Attendance of shareholders at the Annual Shareholders Meeting

Specific procedures pertaining to the participation of shareholders at the Shareholders Meeting are indicated in article 15 of Sodexo's bylaws (see section 8.4.12 of this Universal Registration Document).

### 7.1.4 Factors that could have an impact in the event of a public tender offer

In accordance with article L.22-10-11 of the French Commercial Code – which lists the factors that require disclosure if they could have an impact in the event of a public tender offer – the only relevant factor for Sodexo is Bellon SA's control over the Company's capital and voting rights. For further information about the Group's shareholding structure and voting rights, see section 8.3 of this Universal Registration Document.

## 7.2 Relations with Bellon SA

### 7.2.1 Other information concerning Board members and senior management of the Company

Family relationships within the Board of Directors are as follows:

- Nathalie Bellon-Szabo and François-Xavier Bellon (directors) are the sister and brother of Sophie Bellon, Chairwoman and CEO of the Company;
- Nathalie Bellon-Szabo (director) is a member of the Sodexo Leadership Team.

No loans or guarantees have been issued or given to any members of the Board of Directors or senior management by Sodexo or by any Group company.

No assets necessary for the Group's operations are owned by any members of the Board of Directors or senior management or by their families.

There are no potential conflicts of interest between the duties to Sodexo of members of the Board of Directors or senior management and their private interests. In particular, the family holding company Bellon SA holds 42.8% of the share capital of Sodexo and 58.0% of the exercisable voting rights as of August 31, 2024. Mr. and Mrs. Pierre Bellon and their children entered into an agreement in June 2015 to prevent their direct descendants from freely disposing of their Bellon SA shares for 50 years. Bellon SA has no intention of selling its holding in Sodexo to a third party.

As far as the Company is aware, no member of the Board of Directors or of the senior management has during the past five years been:

- convicted of fraud;
- associated with a bankruptcy, receivership or liquidation;
- officially incriminated and/or subject to any official public sanction issued by a statutory or regulatory authority;
- prohibited by a court from acting as a Board member, a Supervisory Board member, or a member of senior management of an issuer, or from participating in the management or business affairs of an issuer.

### Transactions in Sodexo shares carried out by Corporate Officers, Board members, members of their family and related persons

Under article 223-26 of the French securities regulator's (*Autorité des marchés financiers* – AMF) General Regulation, the transactions in Company shares by Corporate Officers, directors and persons closely related to these officers and directors were declared to the AMF pursuant to article L.621-18-2 of the French Monetary and Financial Code (*Code monétaire et financier*) during Fiscal 2024 and are as follows:

	Type of Transaction	Transaction Date	Average Price
<b>Bellon SA, legal entity related to Sodexo</b>	4,802,742 shares pledged	August 22, 2024	€87.45
<b>Bellon SA, legal entity related to Sodexo</b>	1,148,649 shares pledged <sup>(1)</sup>	January 31, 2024	€88.80

(1) This pledge was released on July 23, 2024

### Measures to prevent control being exercised in an abusive manner

Sodexo has put in place a series of measures in order to ensure that the control over the Company is not exercised in an abusive manner. Examples of these measures include:

- (a) the presence of six independent directors among the twelve members of the Board of Directors (including two directors representing employees) as of August 31, 2024;
- (b) the fact that the Company has put in place four specialized Committees, which are all chaired by independent directors and which all have a majority of independent directors among their members, as recommended by the AFEP-MEDEF Code;

(c) following the combination of the roles of Chairwoman of the Board of Directors and Chief Executive Officer, a Lead Independent Director, Luc Messier, was appointed from March 1, 2022 and maintained at the time of the renewal of the term of office of the Chairwoman and CEO. His duties, the resources available to him and his activity report for Fiscal 2024 are described in section 7.1.1.5;

(d) the disclosures within this document of the relationship between Sodexo and Bellon SA:

- these include the ownership interest of Bellon SA in Sodexo (disclosed in section 8.3.3 of this document),
- since 1991, a service agreement between Bellon SA and Sodexo has been in operation (described below in the paragraph concerning related-party agreements). The fees payable under this agreement and changes in these fees are reviewed annually by the Audit Committee.



## 7.2.2 Related-party agreements

### Assessment procedure for related-party agreements and other agreements

On the recommendation of the Audit Committee, the Board of Directors adopted an internal charter for the Group to be used for identifying agreements that are subject to the procedure for related-party agreements, and distinguishing them from other agreements entered into in the ordinary course of business. This charter helps ensure that Sodexo complies with French legislation on these agreements, which requires companies to regularly assess the conditions under which such agreements are entered into and to analyze their classification.

In addition to describing the regulatory framework applicable to the various types of agreements that may be entered into by the Group, the charter provides for a regular assessment to be carried out by the Audit Committee of the conditions under which agreements are entered into in the ordinary course of business, with any parties that have a direct or indirect interest in an agreement being prohibited from taking part in the corresponding assessment.

A summary of how the charter has been applied is presented once a year to the Audit Committee, which then reports to the Board of Directors on the work it has carried out.

### Related-party agreements entered into or still in force during Fiscal 2024

Bellon SA is the animating holding company of the Bellon family which, with 42.8% of the shares and 58.0% of the voting rights as of August 31, 2024, controls Sodexo within the meaning of article L.233-3 of the French Commercial Code. Sophie Bellon, Nathalie Bellon-Szabo, François-Xavier Bellon and Patrice de Talhouët are members of the Management Board of Bellon SA and directors of Sodexo, and therefore are referred to under French law, as "interested directors". Consequently, agreements entered into between Sodexo and Bellon SA are agreements potentially falling into the scope of articles L. 225-38 of the French Commercial Code.

During Fiscal 2024, only two agreements, one entered into during the year and the other continued during the year, were related-party agreements.

### Agreement on the sale by Sodexo of all the shares in Sofinsod to Bellon SA

After the withdrawal from the merger between Sodexo and Carlson Wagons-Lits in 1991 and the unwinding of cross-shareholdings, Sofinsod, a wholly-owned subsidiary of the Company, held 19.6% of Bellon SA, the animating holding company and the controlling shareholder of the Company and Pluxee.

In order to simplify the Company's shareholding structure and enable the valuation of an illiquid and undervalued asset held for more than three decades, Sodexo has been in discussions with Bellon SA, the only possible buyer, for several years with a view to ending this cross-shareholding loop, in particular by selling 100% of the Sofinsod shares held by the Company to Bellon SA (the Sale).

Four independent directors (Luc Messier, Véronique Laury, Gilles Pélisson and Jean-Baptiste Chasseloup de Chatillon) met on several occasions during the first half of 2024 to oversee the exploratory work on this proposed Sale, which was being carried out by the

Finance, Legal and Tax Department with the assistance of financial and legal advisors. In light of the progress of this work and the discussions with Bellon SA, and in accordance with the recommendations of the AMF, the Board of Directors decided on June 10, 2024 to set up an *ad hoc* Committee, composed of the same four independent directors of the Company, to ensure that the work relating to the sale is completed. On June 11, 2024, the Board of Directors, on the recommendation of the *ad hoc* Committee, appointed Finexsi Expert et Conseil Financier as an independent expert to examine and prepare a report on the financial terms of the sale, the work of which was supervised by the *ad hoc* Committee.

The *ad hoc* Committee met on several occasions, with or without the presence of the Company's advisers and the independent expert, in order to hear the persons involved in the preparation of the transaction and to ensure that the independent expert had in its possession all the information required to perform its assignment in a satisfactory manner.

An offer was made by Sodexo in June 2024 and accepted by Bellon SA on July 4, 2024, subject to negotiation and finalization of the legal documentation and Bellon SA obtaining the necessary financing.

As the approval of the sale and the conclusion of the agreement fell within the scope of articles L. 225-38 *et seq.* of the French Commercial Code, they were subject to the prior approval of the Board of Directors, with the interested directors not taking part in the deliberations or the vote.

On the basis of the final draft of the sale agreement, and following in-depth discussions between the Company and Bellon SA in which the *ad hoc* Committee was fully involved, the *ad hoc* Committee, having considered the conclusions of Finexsi's report, made a favorable recommendation to the Board of Directors which, at its meeting of July 23, 2024, approved the conclusion of the agreement for the purposes of the sale of Sofinsod to Bellon SA and the distribution of the entire sale proceeds to Sodexo shareholders in the form of a special interim dividend. These decisions were taken unanimously by the members of Sodexo's Board of Directors, noting that, in accordance with applicable law, the interested directors did not take part in the deliberations or vote on the conclusion of the agreement. The transaction was also subject to the information and consultation of the employee representative bodies, which delivered a favorable opinion on July 10, 2024.

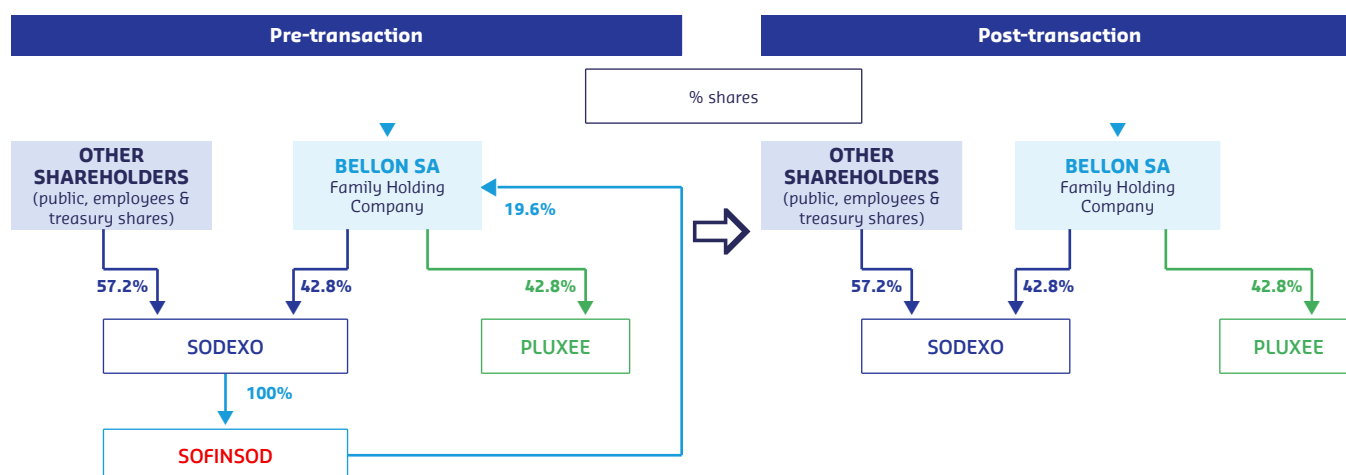
The transaction valued 100% of Sofinsod's shares at 917,908,704 euros. Sofinsod had only one balance sheet asset, its 19.6% stake in Bellon SA. This sale price was the subject of a fairness opinion issued by Finexsi Expert et Conseil Financier, an independent expert who presented its report on the financial terms of the sale to the Board of Directors prior to the meeting. It should also be noted that, in accordance with the accounting rules in force, the Sofinsod shares were previously valued at 751 million euros in Sodexo consolidated financial statements for the first half of 2024.

The Sale took place on August 23, 2024 and the entire Sale proceeds were distributed to shareholders in the form of a special interim dividend of 6.24 euros per share. The record date for this special interim dividend was August 27, 2024 and it was paid on August 29, 2024.

In accordance with legal requirements, the Sale Agreement was provided to the Company's Statutory Auditors.

The Statutory Auditors' Special Report on related-party agreements is provided in section 5.4.2 of this Universal Registration Document.





## The coordination and service agreement entered into between Sodexo and Bellon SA

The coordination and service agreement between Bellon SA and Sodexo is the only previously concluded related-party agreement that is still ongoing during Fiscal 2024.

Under this agreement, Bellon SA provides Sodexo with assistance and consulting services in the areas of strategic planning, finance and human resources, making three managers available who hold, within Sodexo, the positions of Group Chief Financial Officer, Group Chief Human Resources Officer and Group Chief Growth Officer respectively.

These three highly qualified and experienced managers occupy key functional positions in the implementation of Sodexo's strategy. They are also an integral part of the Sodexo Leadership Team and are subject to the same conditions as the other members.

A detailed biography for each of these managers is available on the Sodexo website.

These types of coordination and service agreements have been in place for many years. In 1991, Bellon SA and Sodexo entered into a similar service agreement, the terms of which (duration, financial terms and roles of the managers made available) were revised in 2013, 2016 and 2017 by the Board of Directors, on the recommendation of the Audit Committee.

In 2021, with the agreement then in force coming to an end, the Board of Directors, deliberating and voting in the absence of the interested directors, decided to renew the agreement, unanimously and on the recommendation of the Audit Committee, at its meeting of June 23, 2021.

The new agreement, signed on October 26, 2021, took effect on November 17, 2021 for another five-year period. It was approved by the Shareholders Meeting on December 14, 2021 with 61% of individual and institutional shareholders voting in favor. In accordance with the applicable law, Bellon SA and the Bellon family members did not vote on the resolution concerned.

## Financial conditions attached to the coordination and service agreement

- As previously, this agreement provides for the invoicing by Bellon SA to Sodexo of the cost of the three managers, for the entire period in which they are made available. This invoicing includes their fixed and variable compensation and benefits in kind, as well as all related social security contributions and payroll taxes.
- As there is no margin in invoicing, this agreement does not generate any additional cost for Sodexo.
- The compensation policy applied for these three managers is the same as for all the members of the Sodexo Leadership Team. The performance criteria used to award bonuses, for example, are the same as for all the Sodexo Executive Committee members.
- The managers do not receive any other form of compensation from Bellon SA.
- Total amounts due under this agreement, as well as changes thereto, are reviewed annually by Sodexo's Audit Committee (chaired by and composed of 75% independent directors).
- In addition, and in accordance with legal requirements, the agreement is reviewed annually by the Board of Directors which, in accordance with the AFEP-MEDEF Code, on this occasion, meets and deliberates without the interested directors being present.

The amount invoiced for Fiscal 2024 is 5.13 million euros, compared to 4.77 million euros the previous year. The increase of this compensation is linked to an increase in base salaries, its impact on bonuses and contributions to the supplemental pension plan as well as changes in the holders of the positions made available by the agreement.

## Interest of the coordination and service agreement for Sodexo and its stakeholders

Considering:

- the presence in the Group's capital of a very long-term family shareholding within Bellon SA, the Group's animating holding company, guarantees its independence and respect for its values and a long-term strategy which enables the Group to seize development opportunities, accelerate its transformation and concentrate on its objective of profitable and sustainable growth, without being influenced by short-term pressures;
- The agreement helps to ensure that the values, culture and ambitions defined by Pierre Bellon are shared across the Group. From the outset, Pierre Bellon wanted Sodexo to be the community of its customers, consumers, employees and shareholders. This concept, which was ahead of its time, is still one of the fundamental principles of Sodexo's development and guarantees a business model that creates value for all stakeholders. It is through these three key managers that Bellon SA ensures that these values remain at the heart of its strategy.

- The Board of Directors is committed to ensuring that the rights of all shareholders are effectively protected, through various governance mechanisms, including:
  - a high rate of independence within the Board (well above the recommendation of the AFEF-MEDEF Code for a controlled company);
  - Committees chaired by, and mostly comprising, independent directors;
  - the appointment of a Lead Independent Director;
  - Internal Rules and a policy for managing conflicts of interest.
- the quality of the profiles of the managers, with in-depth knowledge of the Group and significant experience in similar functions; and
- the absence of any additional cost ensuring that the agreement is financially neutral for Sodexo,

Consequently, the Board of Directors believe this agreement to be in the interest of all Sodexo shareholders and stakeholders.

The Statutory Auditors' Special Report on related-party agreements is provided in section 5.4.2 of this Universal Registration Document.

## 7.3 Other information

### 7.3.1 Ethics and Compliance

Conducting all aspects of Sodexo's business with the highest standards of ethics and integrity is essential to Sodexo's purpose to create a better everyday for everyone to build a better life for

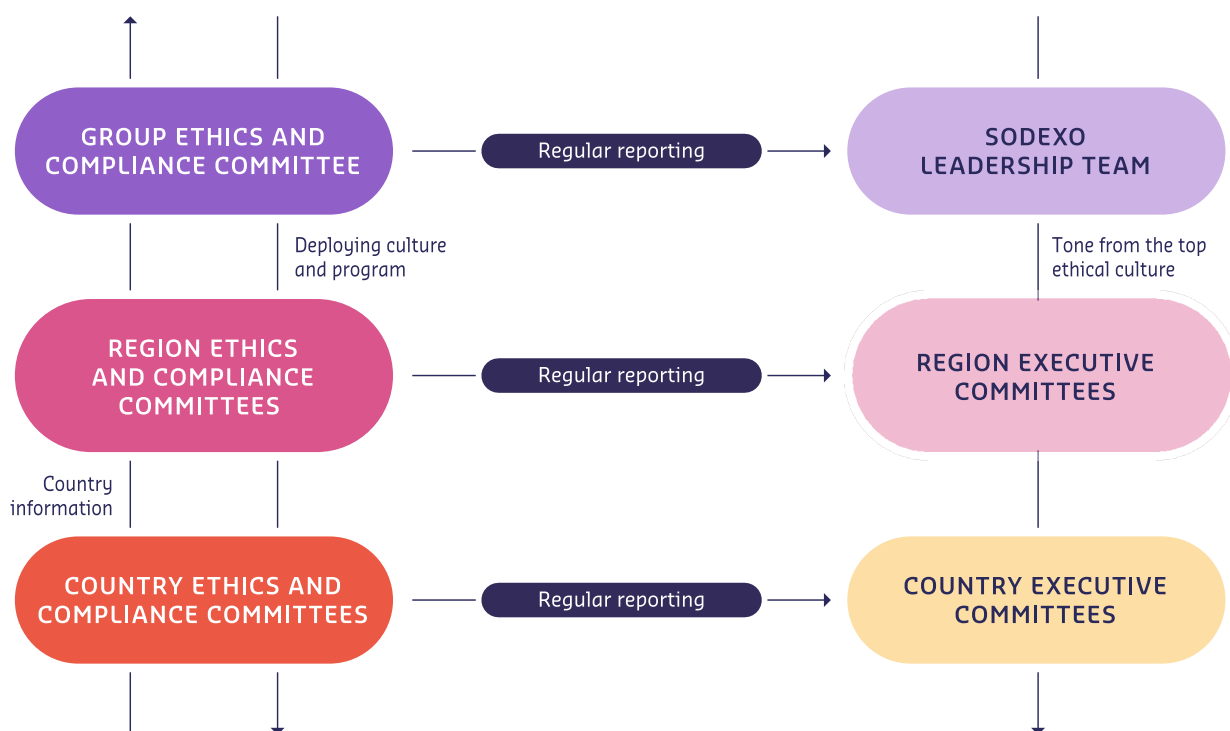
all and constitutes a fundamental pillar of the Group's Responsible Business Conduct commitments.

#### 7.3.1.1 Ethics and Compliance governance

The Group Ethics and Compliance Committee ensures that business is conducted responsibly. It is co-chaired by the Group Chief Ethics Officer and the Group Chief Compliance Officer. Permanent members are: the Group Chief Impact Officer, the Group Chief Human Resources Officer, the Group General Counsel, the Group Chief Ethics Officer and the Group Chief Compliance Officer. The Chairwoman and CEO is present at every other meeting. The Committee may invite representatives of certain key functions such as Internal Control,

Purchasing, Corporate Social Responsibility (CSR) and Communications to its meetings and involve them in its works.

A local network dedicated to Ethics and Compliance issues has also been deployed throughout the Group. This network draws up local risk mapping, adapts the Group's overall program, and reports to the Group all information linked to local deployment.



### 7.3.1.2 Ethics and Compliance program

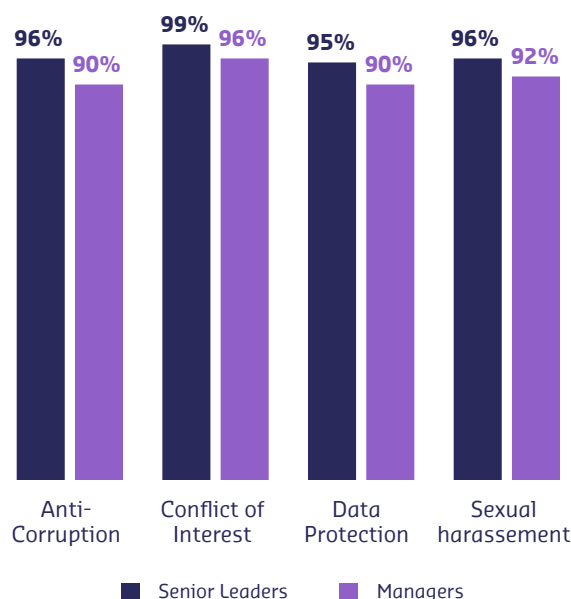
In order to make its strategy tangible as well as meeting the applicable legal requirements, Sodexo has structured its Ethics and Compliance program around the following pillars:

1. **a committed management team:** Sodexo's management team embodies the Group's culture of integrity and has a zero-tolerance policy for any form of unethical practice, such as bribery, corruption, harassment, or breaches of human rights. This commitment is shown, for example, by the regular briefings made by Sodexo management and during regional events such as "integrity week" and "anti-corruption day". In addition, dedicated awareness-raising actions have been introduced for senior leaders, as well as for regional and country Directors;
2. **risk assessment:** Risks specific to Responsible Business Conduct have been assessed for each country and aggregated within the global risk mapping. These risks cover major issues such as bribery, corruption, breaches of human rights, antitrust practices and environmental damages. Following the renewal of the corruption risk matrix in Fiscal 2023, Fiscal 2024 focused on the update of the human rights risk scenario matrix. Each Sodexo entity then carried out a risk assessment. The assessments of the main entities have been aggregated to build a global Sodexo human rights scenario matrix;
3. **policies and procedures:** Since Sodexo first introduced its ethics charter in 2007 and later developed its Code of conduct, the document has been regularly updated to ensure it remains relevant and effective. In Fiscal 2024, the Code has been fully revised to make it more accessible and easier to understand for all employees. As a foundational document, the Code of conduct serves as a guiding framework for all of our entities. The Code is available in more than 30 languages on Sodexo.com, and provides clear and practical examples to help employees make the right decisions when facing dilemmas. It is supported by detailed policies and procedures that offer practical tools for everyday work and decision-making. These include guidance on topics such as gifts, invitations, donations, corporate sponsorship, public affairs, international sanctions, and human rights.



4. **training and awareness-raising:** Specific training courses on Responsible Business Conduct are developed and delivered within the Group to the staff categories with the highest level of exposure. E-learning modules on Responsible Business Conduct (example: combating sexual harassment, data protection, public affairs, human rights in the workplace, and preventing corruption and conflicts of interest) have been put in place for all of the Group's leaders and managers. At August 31, 2024, over 380,000 sessions of these modules had been recorded. These training modules are the subject of regular in-house communication campaigns. In addition, face-to-face training is provided to managers and some other categories of employees who are particularly exposed to the different corruption risks. 97% of the Senior Leaders have been trained on corruption prevention.

#### PREVENTION TRAINING COMPLETION RATE\*



- \* Rate based on employees assigned through global learning portal as of August 31, 2024.

5. **third-party assessment:** Since 2008, Sodexo has had a Supplier Code of Conduct, which is translated into 23 languages. This Supplier Code of conduct was fully revised and published in Fiscal 2024. All suppliers are required to respect this Code and also to pass on its terms and conditions to all of the participants in their own supply chains. Sodexo is continuing the deployment of its online registration tool in order to centralize information about its suppliers. This tool incorporates all of Sodexo's requirements related to capacity, certification, geographical coverage, and regulation. Suppliers benefit from a simple interface, which enables them to provide all the required information easily. The advantage for Sodexo is that the tool provides a "gateway" for the collection of information adapted to the Group's social responsibility requirements. Suppliers are invited to respond to various questions linked to the Group's social responsibility commitments and are required to update them throughout their relationship with Sodexo. On more specific CSR issues, Sodexo is working with an external partner, an expert in CSR performance assessment, to overhaul the management of its high-risk suppliers. The first step will identify and prioritize the risk categories, based on CSR and purchasing criteria. Subsequently, the methodology will be progressively rolled out to the suppliers included in these categories. Suppliers in purchasing categories that have historically been identified as being high-risk will also be invited to participate in a detailed document audit. A specific policy "How to work with high-risk third parties" indicates the guidelines to be followed regarding procedures for evaluating, contracting and monitoring relationships with third parties presenting a high level of corruption risk. The Group also extended its due diligence procedures for mergers and acquisitions to include specific ethics and compliance issues.

6. whistleblowing system: Sodexo's "Speak Up" Ethics Line, available in over 30 languages, online or by phone in each country, enables (subject to local legislation) all Sodexo employees and partners (in particular suppliers, clients and consumers) to report anything that they suspect to be unethical, particularly harassment, theft, fraud, corruption, conflicts of interest, environmental damages, document forgery or insider trading. According to the last engagement survey (Voice) 84% of employees feel comfortable reporting unethical conduct if necessary. In alignment with local laws and regulations, this

system is hosted by a third-party company. In addition, a case management procedure and a responsible investigation procedure have been communicated to all case managers, including through online training sessions. More than 98% of case managers have completed the online training. In addition to e-learning modules, more than 80 Speak Up case managers have been trained through a full day of live training led by two external experts, in order to learn about and practice techniques for conducting an investigation.



**3,892**

received cases  
via Speak Up  
Ethics Line

**84%**

of employees feel  
comfortable to report  
unethical conduct

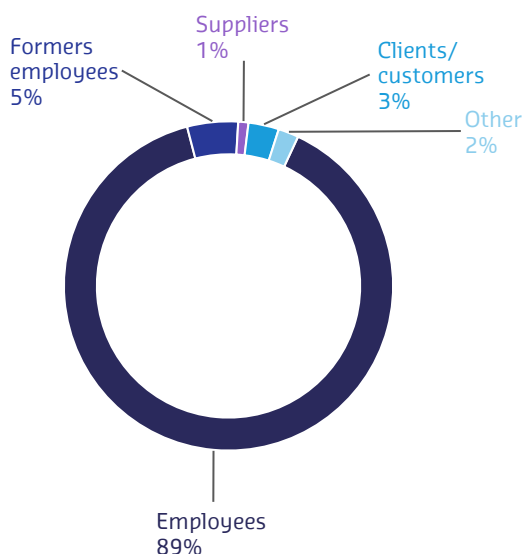
**0.9**

case by  
100 employees

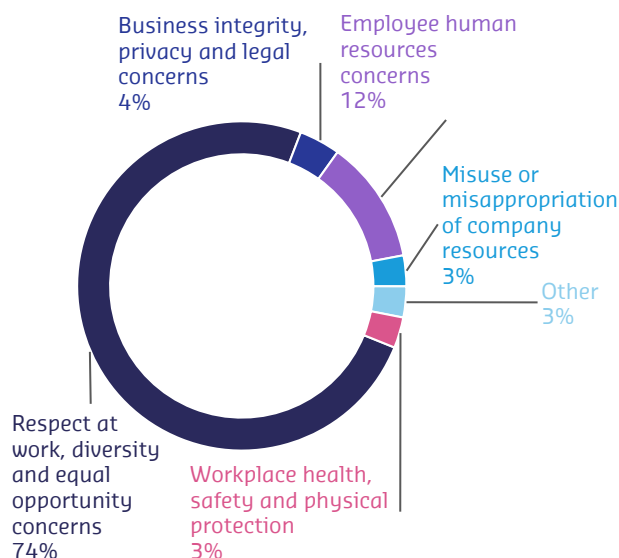
**74%**

confirmed  
cases reported via  
Speak Up resulted  
in a corrective action  
and/or sanction

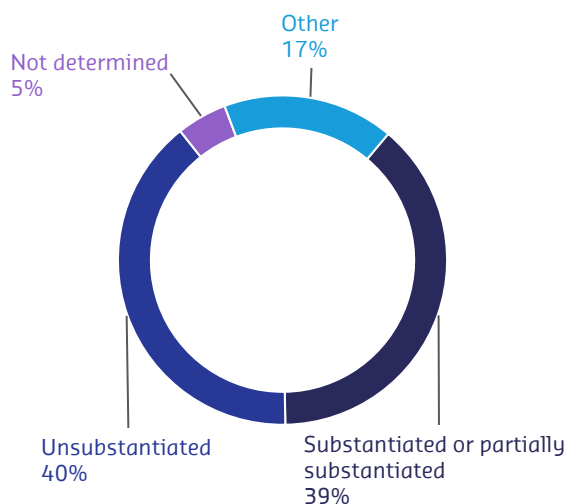
#### BREAKDOWN OF SPEAK UP CASES BY SOURCE



#### BREAKDOWN OF SPEAK UP CASES BY CATEGORY



#### BREAKDOWN OF SPEAK UP CASES BY RESOLUTION



7. **controls:** The internal control and risk management procedures related to the preparation and processing of financial and accounting information form an integral part of the Group's anti-corruption measures. Specific controls related to Ethics, Anti-Corruption and Speak Up are part of the annual Company Level Controls assessment, which is carried out by the majority of Sodexo's entities (see section 6.3.4). If an entity fails these controls, then a compulsory action plan is put in place to remedy the control deficiency. These plans are monitored by the local

and regional internal control managers. Internal and external audits are performed on a regular basis, notably covering the following topics: anti-corruption, anti-money laundering, environmental protection, respect of human rights and fundamental labor rights, and occupational health and safety. In Fiscal 2024, Group Internal Audit continued its audit of entities using a risk-based approach, resulting in recommendations related to improvements in Sodexo's Ethics & Compliance program.

### 7.3.1.3 Sodexo Group tax policy

The Sodexo Group has established a tax policy that has been published on its website. The main principle of the policy is that the Sodexo Group undertakes to respect local tax laws and regulations that apply and pay its fair share of taxes in all countries where it operates, in line with the substance of the economic activity of the business locally. Sodexo does not use intended tax structures for tax avoidance nor invest in tax structures located in so-called "tax havens" in order to avoid taxes. The policy is based on the economic reality of the transactions and excludes fraud and tax evasion as well as hybrid mismatch arrangements from a tax standpoint. Therefore, the Group considers that it complies with the requirements of the new article L.225-102-1 of the French Commercial Code on fighting tax evasion.

Sodexo will always:

- perform risk management assessments before adopting a tax position;
- ensure that each controlled entity has a sound commercial, business or financial justification and has the sufficient level of substance;
- establish and document a transfer pricing policy for intra-Group exchanges of goods and services on an arm's length basis, in line with international standards (e.g. OECD Guidelines);
- monitor tax compliance in jurisdictions where Sodexo operates.

Sodexo Group has developed a framework to manage uncertain tax positions. All significant tax positions are regularly reported to the Audit Committee.



## 7.3.2 Data Protection

Innovation, new technology and data, including personal data, are essential at Sodexo. Wherever we serve our clients and consumers and wherever our employees are located, we make responsible use of data while respecting privacy and the applicable data protection rules.

The table below summarizes the key actions implemented as part of the Global Data Protection Program based on common standards rolled out worldwide, which led to the approval of the Sodexo Group's Binding Corporate Rules (or BCR).

Pillars of the Global Data Protection Program	Description of key actions implemented
Data protection governance mechanisms	<ul style="list-style-type: none"> <li>• The appointment of a Data Protection Officer and the implementation of a hybrid governance</li> </ul> <p data-bbox="344 577 1474 642">In Fiscal 2018, the Sodexo Group set up an expert team dedicated to data protection (the Global Data Protection Office) with a Data Protection Officer reporting directly to the Group General Counsel. This Data Protection Officer changed during Fiscal 2024.</p> <p data-bbox="344 665 1474 779">The Group's Data Protection Officer, with the members of the Global Data Protection Office, as well as a network of around 60 country-level dedicated data protection single points of contact, ensures that the Group respects data protection laws and the Global Data Protection Program. These points of contact are responsible, with the support of local governance bodies, for executing and, if necessary, adapting the compliance program to their specific challenges and issues relative to their respective scopes.</p> <p data-bbox="344 801 1474 936">In order to ensure better integration of these points of contact and strengthen their expertise, the Global Data Protection Office has created a "Data Protection Academy" which consists of a two-day theoretical and practical training session. Since the GDPR became effective, eight academy training sessions have been held for data protection contact points. Additionally, with a view to ensuring that the personal data protection network stays ahead of the learning curve, that best practices are harmonized and the Group's data protection policies and procedures are consistently implemented, the network is continuously monitored by the <i>Global Data Protection Office</i>.</p>
	<ul style="list-style-type: none"> <li>• Integrated governance with the teams in charge of information security</li> </ul> <p data-bbox="344 1003 1474 1160">The Group Data Protection Office works closely with other Group Departments, such as the Chief Information Security Officer and the Chief Data Officer. This collaboration has been structured at the Group level from Fiscal 2019 in the form of a Global Cyber-Security and Privacy Review Committee, also comprising the Group General Counsel, the Group Chief Tech, Data and Digital Officer, the Group Internal Control Officer and representatives of the Sodexo Leadership Team. This collaboration has also resulted in the implementation, on the one hand, of integrated processes for project review from the design stage and for supplier review, prior to the contractual phase and, on the other hand, protocols for joint response, especially regarding the management of security incidents and personal data breaches.</p>
	<ul style="list-style-type: none"> <li>• Integrated governance with teams responsible for data and technology</li> </ul> <p data-bbox="344 1227 1474 1361">The Sodexo Group is interested in technological advances, such as generative artificial intelligence, which could potentially improve the daily life of its employees and the consumers that the Group serves. At the same time, in order to maintain discipline regarding our values and responsible business conduct, the Sodexo Group has set up a multidisciplinary Committee to facilitate the analysis of operational initiatives and answer questions efficiently and in compliance with a set of rules of good conduct which is adapted and updated empirically and in compliance with new regulations that are being developed worldwide.</p>

Pillars of the Global Data Protection Program	Description of key actions implemented
Actions related to accountability	<ul style="list-style-type: none"> <li>• Framework for the Global Data Protection Program<sup>(1)</sup></li> </ul> <p>The Sodexo Group Global Data Protection Program is a set of common rules for the Group - drawn up on the basis of the General Data Protection Regulation (GDPR) principles, widely included in most data protection laws outside the European Union - while enabling compliance with specific local legal obligations.</p> <p>This Global Data Protection Program is the basis of the Sodexo Group's BCR, which were approved on December 21, 2023, by the French data protection authority (the "CNIL") acting as the Group's competent lead authority, as well as its counterparts in the European Union as well as the European Data Protection Board (EDPB), following collaboration with these authorities for over five years. Sodexo Group's BCR are a legal tool proposed in the GDPR that allows multinational companies to adopt a binding Code of conduct to effectively apply common data protection compliance management rules and provides a framework for the transfer of personal data within a same group.</p> <ul style="list-style-type: none"> <li>• A tool for managing compliance with data protection rules</li> </ul> <p>This tool supports the Global Data Protection Program by implementing automated processes to ensure:</p> <ul style="list-style-type: none"> <li>• upkeep and maintenance of data processing records;</li> <li>• management and tracking of requests to exercise the rights of data subjects;</li> <li>• assessment of the risks to the rights and freedoms of data subjects, from the design stage of projects that involve processing personal data; and</li> <li>• risk assessment prior to any contracts being signed with suppliers.</li> </ul>
	<ul style="list-style-type: none"> <li>• Intra-Group data sharing</li> </ul> <p>Sodexo Group's BCR are gradually replacing the Intra-Group Data Processing Agreement (IGDPA), set up during Fiscal 2022, as the legal framework for sharing personal data within the Group.</p> <ul style="list-style-type: none"> <li>• Data sharing with third parties</li> </ul> <p>A best practice Code for data sharing with third parties, drawn up by the Group's Data Protection Office in Fiscal 2018, made it possible to harmonize practices where data processing operations are either fully or partially outsourced to third parties.</p> <p>More recently, following the European Court of Justice's decision in the "Schrems II" case<sup>(2)</sup>, Sodexo has developed an automated method of assessing the impact of data transfers on the protection of personal data (Transfer Impact Assessment - TIA) in terms of the rights and freedoms of the individuals concerned. This assessment is performed on the basis of the recommendations published by the EDPB<sup>(3)</sup>.</p>

<sup>(1)</sup> Regulation (EU) 2016/679 of the European Parliament and of the Council of April 27, 2016 on the protection of individuals with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC.

<sup>(2)</sup> Judgment of the Court (Grand Chamber) of July 16, 2020 - Data Protection Commissioner v Facebook Ireland Ltd and Maximilian Schrems - C-311/2018, annulling the Privacy Shield adequacy decision (Commission Decision of July 26, 2000 pursuant to Directive 95/46/EC of the European Parliament and of the Council on the adequacy of the protection provided by the safe harbor privacy principles and related frequently asked questions issued by the U.S. Department of Commerce).

<sup>(3)</sup> Recommendations 01/2020 on measures that supplement transfer tools to ensure compliance with the EU level of protection of personal data adopted on June 18, 2021.

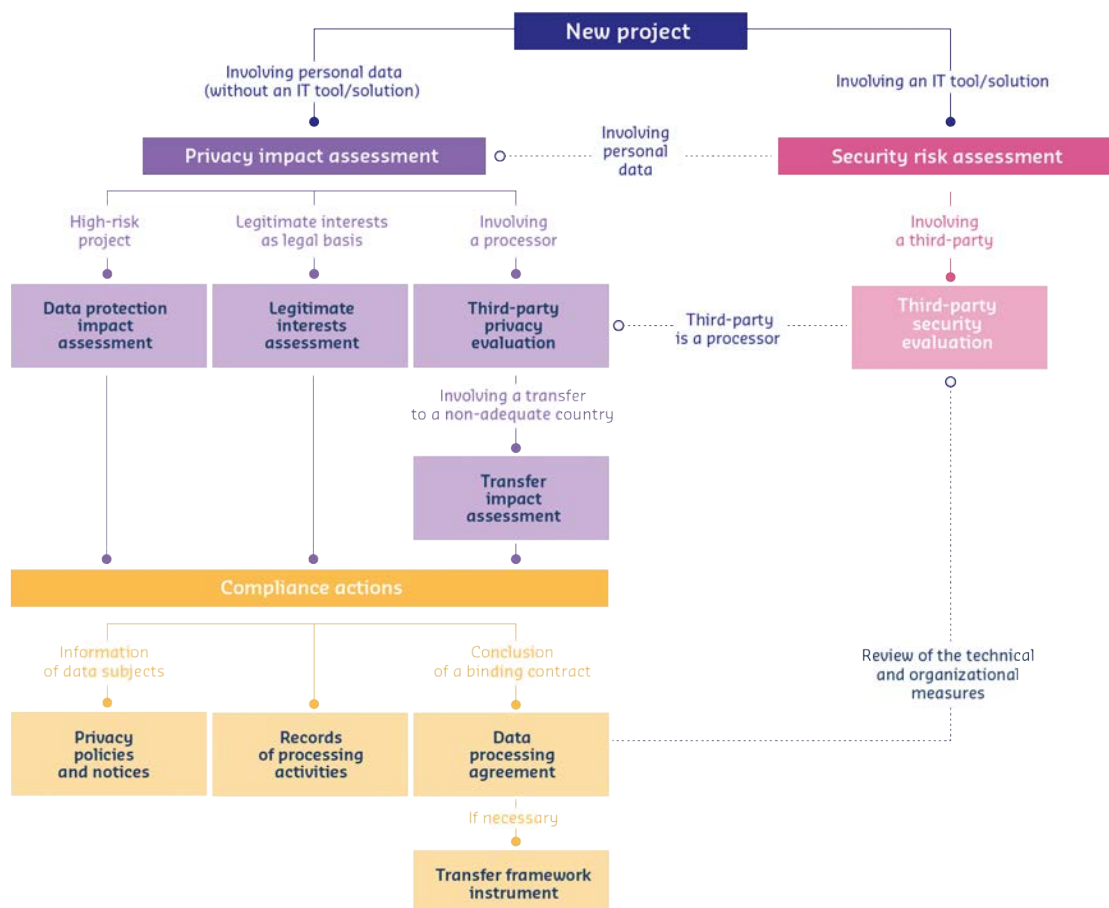
**Pillars of the Global Data Protection Program**

**Description of key actions implemented**

• Privacy by design

An End2End Privacy Compliance Process, which comprises various questionnaires for risk assessment and impact analysis, was put in place during Fiscal 2022. This process is summarized in the diagram below:

The processes and tools ensure better risk management and personal data protection from the project design phase ("privacy by design")



The starting point for this process continues to be the questionnaire that must be completed for any IT or digital project to identify the risks associated with information security. If internal stakeholders indicate that the project involves the processing of personal data, the data protection teams automatically remain involved in reviewing the project. They are then able to carry out systematic assessments from the project design stage, an assessment of the impact of personal data processing on the rights and freedoms of the data subjects. If a high risk is identified, they conduct an impact analysis to evaluate the origin, nature, specific features and severity of this risk. Consequently, the data protection teams remain able to determine, from the project design stage or the modification of such projects, the initial measures to be put in place to ensure that this data processing complies with Sodexo's overall compliance program and the applicable data protection regulations.

This process also gives internal stakeholders greater accountability, and allows other compliance assessments, such as a risk assessment when a supplier is involved, an impact analysis of an international data transfer or an analysis of Sodexo's legitimate interest, to be conducted automatically.

A guide on using the various automated risk assessment and impact analysis questionnaires was rolled out to local data protection single points of contact and also to internal stakeholders in Fiscal 2022.

**Pillars of the Global  
Data Protection  
Program**

**Description of key actions implemented**

- Privacy by default

A risk assessment is carried out prior to any contracts being signed with suppliers.

This assessment of the risks associated with the processing of personal data by Sodexo's suppliers has been automated and work to integrate the process within the global information system security teams means that a common score can be used for supplier compliance in terms of both the protection of personal data and information security.

- Continuous risk management and regular, targeted controls

Continuous risk management relies on a questionnaire to verify the proper application of the Sodexo Group's BCR. On an annual basis since Fiscal 2022, local data protection contact points have used this questionnaire to carry out a self-assessment of the compliance with personal data processing procedures implemented by the Group entities within their scope. This self-assessment is then verified by internal control teams.

In addition, internal control teams conduct targeted controls of some of the Group entities as necessary. Furthermore, as part of Sodexo's regulated activities, specific audits have been implemented by the competent authorities in order to confirm proper compliance of the Group entities concerned.

Internal control and audit teams receive enhanced training on the key elements involved in personal data protection in order to monitor the effectiveness of the Group's compliance program and formulate relevant recommendations as effectively as possible.

- Response to requests concerning rights regarding data protection

The Group's data protection teams adopt an ongoing process of continuous improvement as regards the procedures for managing requests relating to personal data protection rights (rights of access, rectification or deletion of data, for example). To do this, they rely on recommendations issued by the relevant supervisory authorities and best practices shared by Sodexo's data protection network. They are required to handle an increasing number of requests from the Group's consumers and employees in Europe and worldwide, which goes hand in hand with data subjects' growing awareness of their rights and freedoms under personal data protection regulations.

Thanks to the implementation of procedures, and forms, and dedicated teams that have undergone extra training on the topics, all of the requests received have been properly managed.

- Response to security incidents and personal data breaches

To ensure that any security incidents resulting from personal data breaches are properly managed, the Group's Data Protection Officer and the Group's Chief Information Security Officer have jointly drafted a Group directive to be adapted locally by all Sodexo entities. The directive sets out the people to contact and the measures to take when a personal data breach is suspected or detected.

A dedicated system has also been deployed to deal with any such security incidents even more efficiently and to enable a register of the incidents to be kept. In addition, local data single protection points of contact are provided with regular training in assessing risk on behalf of data subjects. Such training is based on the recommendations of the EDPB, in particular. All Sodexo Group employees have also undergone training to identify potential breaches and incidents that should be reported to incident management teams.

The Group Data Protection Office keeps an overall register of personal data breaches, into which incidents can be entered by the local data protection single points of contact, thanks to a simplified, automated reporting system.

Since Fiscal 2022, the Group has organized crisis management exercises involving hypothetical security incidents. The Group's Data Protection Officer took part in these exercises, which were designed to improve the internal structure of internal crisis cells, their responsiveness, and therefore the effectiveness of the protocol for responding to security incidents and personal data breaches.

- Cooperation with the data protection authorities

Through its hybrid data protection governance, the Sodexo Group maintains relationships of trust and cooperation with other European supervisory authorities, particularly in the context of its management of complaints and requests to exercise rights.

**Response protocols  
in the event of  
requests by data  
subjects  
or personal data  
breaches**

Pillars of the Global Data Protection Program	Description of key actions implemented
Transparency with regard to data subjects and raising awareness among employees	<ul style="list-style-type: none"> <li>• Transparency</li> </ul> <p>Data protection teams regularly update information notices, privacy policies and other documents to ensure transparency regarding data processing. In particular, in recent years they have endeavored to specify the purposes and legal bases for this processing.</p> <p>Additionally, a user platform to give consent and manage cookies and other trackers on their web browsers or cell phones has been in place since Fiscal 2020.</p>
	<ul style="list-style-type: none"> <li>• Awareness-raising</li> </ul> <p>As an extension of the global training program for Sodexo employees on GDPR principles initiated during Fiscal 2019, a new training module was rolled out in Fiscal 2023 to remind all Group employees working on our sites and beyond of the principles of personal data protection and to prepare them, raise their awareness and have them take responsibility for the Sodexo Group's BCR.</p> <p>Other awareness-raising campaigns were held in previous fiscal years, on simple good conduct rules and the visual "We believe in Privacy" identity, which are consistent with other RBC programs. A part of the communication campaign within the Sodexo Group on the approval of Sodexo Group's BCR during Fiscal 2024, various training and awareness-raising initiatives were implemented on the Global Data Protection Program, and on the principles described within the Sodexo Group's BCR.</p>
	<p>During Fiscal 2024, the Sodexo Group fine-tuned its' simple rules and guidelines relating to the use of generative artificial intelligence systems. Specifically, a best practices "Do's and Don'ts" guide was distributed internally.</p>

## 7.4 Compensation

The disclosure provided in this section complies with:

- the requirements concerning Corporate Officers' compensation introduced by *ordonnance* 2019-1234 of November 27, 2019 issued pursuant to France's Business Growth and Transformation Act dated May 22, 2019 (the "PACTE Act");
- the recommendations contained in the AFEP-MEDEF Code as revised in December 2022; and
- the recommendation DOC-2012-02 issued by the French securities regulator (AMF) concerning Corporate Governance and executive compensation in listed companies.

Established by the Board of Directors on the basis of recommendations made by the Compensation Committee, this section describes:

- the compensation policy for Corporate Officers;
- the components of the compensation paid or awarded to the Corporate Officers;
- the compensation policy applicable to members of the Sodexo Leadership Team; and
- the Group's long-term incentive plan.

### 7.4.1 Compensation policy for Corporate Officers (say on pay *ex-ante*)

The compensation policy applicable to Corporate Officers (Chairman or Chairwoman, Chief Executive Officer and members of the Board of Directors) sets out the principles and criteria used to determine, allocate and award the fixed, variable and exceptional components of the total compensation and benefits payable for the duties performed under the terms of their corporate office.

This policy is reviewed annually by the Board of Directors, on the basis of recommendations made by the Compensation Committee. The policy is in Sodexo's best interests, contributes to its long-term performance and is fully in line with Group strategy. Consequently, the principles and criteria used to determine the Chief Executive Officer's variable compensation align his/her interests with those of the Company's shareholders and other stakeholders by factoring in performance targets based on economic, financial, social and environmental indicators.

The principles and criteria in the compensation policy for Corporate Officers will apply in Fiscal 2025 to all persons who hold a Corporate Officer position within the Company.

The Compensation Committee is comprised of five directors, including one director representing employees in accordance with the recommendations of the AFEP-MEDEF Code. It may use the services of external advisors specialized in Corporate Officer compensation and also takes into account feedback from discussions with institutional shareholders.

In accordance with article L.22-10-8 III of the French Commercial Code, the Board of Directors, based on the recommendations of the Compensation Committee, may temporarily waive the application of the compensation policy during the fiscal year, until an amended compensation policy is approved by the next Annual Shareholders Meeting, provided the waiver is otherwise in the Company's interests and necessary to securing the Company's sustainability or viability. Exceptional circumstances may arise from a major event impacting Sodexo's markets and/or main competitors (market downturn, pandemic, etc.).

In addition, the Board of Directors may exercise its discretion regarding the application of the compensation policy for Corporate Officers to adjust it in certain exceptional circumstances, such as a significant change in the Corporate Officers' scope of responsibility, a major event impacting Sodexo's markets and/or main competitors (market downturn, pandemic, etc.), a major change in the Group's scope of consolidation following a merger, acquisition or disposal, or the creation or termination of a significant business activity or a change in accounting principles.

In both cases, the Board of Directors may, on the recommendation of the Compensation Committee, adjust certain performance criteria (objectives, targets, weights, trigger thresholds, etc.) for annual and long-term variable compensation, either upwards or downwards, it being specified that the maximum total amount of such compensation may not be modified under any circumstances.

In the event of changes, the Board would ensure that compensation reflects the executives' performance and would maintain a strong correlation between compensation and the Company's performance.

In such specific situations, the adjustments made to the compensation policy for would be publicly disclosed and subject to a binding *ex-post* shareholder vote.

Pursuant to article L.22-10-8 II of the French Commercial Code, the compensation policies for Sodexo's Corporate Officers will be submitted for approval at the Ordinary Annual Shareholders Meeting to be held on December 17, 2024.



### 7.4.1.1 General principles for Corporate Officers' compensation

The Board of Directors ensures that the compensation policy for Corporate Officers is adapted to the Company's strategy and operating context and that its purpose is to enhance Sodexo's medium and long-term performance and competitiveness by attracting and retaining the best talents. The policy is based on the following principles:

<b>COMPLIANCE</b>	The compensation policy for the Company's Corporate Officers is determined in accordance with the recommendations of the AFEF-MEDEF Code.
<b>COMPETITIVENESS</b>	Market studies are regularly conducted – including with the assistance of external consulting firms – in order to benchmark the Company's compensation packages against its peers (comparable companies in size and geographic scope), to form an overall vision of the challenges surrounding competitive compensation. The Compensation Committee uses two benchmark panels to review and analyze its compensation practices, considering that it is important to examine those of large companies in the French market as well as those of large companies operating in the Company's sector in international markets. After the disposal of the Pluxee business, effective February 1, 2024, the Compensation Committee undertook a review of the comparison panels in order to reflect the Group's new profile as a global player in Food and Facilities Management services, with a high density of employees, and its updated scope. The French peer group is now made up of the 20 lowest market capitalizations in the CAC 40 and of companies in the CAC Next 20 (excluding banks and insurance companies). The international peer group has been expanded to eight companies: Accor, Adecco, Aramark, Compass, Elixor, ISS, Randstad and Securitas (see details in section 7.4.1.3).
<b>COMPLETENESS – BALANCE</b>	A comprehensive analysis of all of the components of Corporate Officers' compensation and benefits is conducted using a component-by-component approach. An overall consistency analysis is also performed to ensure that the best balance is achieved between fixed and variable, individual and collective, short- and long-term compensation.
<b>ALIGNMENT OF INTERESTS</b>	Aligning interests means both ensuring that the Company has the ability to attract, motivate and retain the talent that it needs, and meeting the expectations of the Company's shareholders and other stakeholders, particularly in terms of Corporate Social Responsibility, transparency, and associating compensation with performance.
<b>PERFORMANCE</b>	The performance conditions are stringent and are based on the key factors that contribute to the Company's profitable and sustainable growth, and more generally They are also in line with the Company's published targets. Performance is assessed based on three factors, which are set out in the short- and long-term variable compensation plans applicable to the Group's senior executives: (i) core financial performance, (ii) performance relative to Group peers and (iii) sustainable and responsible performance.
<b>TRANSPARENCY</b>	The compensation policy is governed by clear, straightforward and transparent rules. The Compensation Committee ensures that all of these principles are appropriately applied both in the work it performs and the recommendations it issues to the Board of Directors, as much in terms of determining the compensation policy as well as its implementation and the actual amounts of the compensation and benefits.

### 7.4.1.2 Shareholder engagement

Sodexo actively engages with its institutional shareholders and proxy advisors via regular meetings held to discuss the specific characteristics of the Group's governance as well as best practices and developments concerning governance and compensation.

The Investor Relations team interacts frequently with the analysis teams of institutional shareholders and proxy advisors at individual meetings, governance roadshows and dedicated ESG investor conferences.

Individual shareholders who are members of the Shareholders Club are also invited to share their areas of interest so that the Company can more effectively prepare the Annual Shareholders Meeting and answer any questions they may have.

In 2023 and until February 2024, dialog with shareholders focused on the plan to spin off the Benefits & Rewards Services (Pluxee) activity, and on improving the Group's performance.

Voting results in the Fiscal 2023 Annual Shareholders Meeting were:

<b>99.3%</b>	<b>99.1%</b>	<b>99.8%</b>	<b>96.3%</b>	<b>82.5%</b>
of shareholders voted in favor of the information related to the compensation of Corporate Officers and directors for Fiscal 2023	of shareholders voted in favor of the most recent envelope for directors' compensation	of shareholders approved the directors' compensation policy for Fiscal 2024	of shareholders voted in favor of the compensation paid during or awarded for Fiscal 2023 to Sophie Bellon, Chairwoman and Chief Executive Officer	of shareholders approved the compensation policy applicable to the Chairwoman and Chief Executive Officer for Fiscal 2024

In a commitment to understanding the issues raised by shareholders during the vote on the Chairwoman and CEO's compensation at the Annual Shareholders Meeting of December 15, 2023, Sodexo organized discussion sessions with its main shareholders and proxy advisors on governance matters. The Lead Director, Luc Messier, was involved in the discussions as part of his duties and gave focused attention to the issues raised by the participants. He reported back to the Board of Directors, in order to help it define the compensation policy for the Chief Executive Officer for Fiscal 2025.

Among the main issues discussed in the area of compensation was the impact of the Pluxee spin-off on variable compensation, the composition of the France and International peer groups, and the structure of the compensation package.

With regard to the increase in Sophie Bellon's target and maximum variable compensation for Fiscal 2024, approved at the Annual Shareholders Meeting of December 15, 2023, the following details were provided:

- the 2024 financial year marked the renewal of Sophie Bellon's term of office. On this occasion<sup>(1)</sup>, the Board of Directors wished to recognize her performance as Chief Executive Officer, as well as her strategic ability to transform the Group. Amid preparations for the spin-off of its Benefits & Reward Services business (Pluxee) and anticipating a reduction in its market capitalization, the decision was made not to revise her fixed salary, although it has not changed since 2018, but to strengthen the performance-based compensation component by increasing her target and maximum bonus levels.

Taking note of the 82.5% vote in favor of the Chief Executive Officer's compensation policy for Fiscal 2024 at the last Annual Shareholders Meeting, the Board of Directors took into account the comments made by shareholders and stakeholders when determining the Chief Executive Officer's compensation policy for Fiscal 2025.

The Board of Directors, on the recommendation of the Compensation Committee, has decided to provide further explanations on the following points:

- revision of the comparison panels used to determine the compensation of the Chief Executive Officer;
- ex-ante* and *ex-post* disclosure of non-financial targets for annual and long-term variable compensation;
- clarification of financial targets and trigger thresholds, without however disclosing the expected levels for business confidentiality reasons.

Lastly, the policy now specifies that clauses granting waivers and discretionary options are capped at the maximum amount of the Chief Executive Officer's compensation, as defined in the policy.

### 7.4.1.3 Fiscal 2025 compensation policy for the Chief Executive Officer

As a reminder, the fixed compensation of the Chief Executive Officer is awarded as payment for the duties and responsibilities inherent to such a position.

The following factors are considered in its calculation:

- the level and complexity of the roles and responsibilities attributed to the Chief Executive Officer, who has the broadest powers to act on behalf of the Company in all circumstances and to represent the Company in its dealings with third parties;
- the experience and competencies, expertise and career path of the position holder;
- the positioning of compensation compared with that of chief executive officers in comparable companies.

#### Structure of the compensation

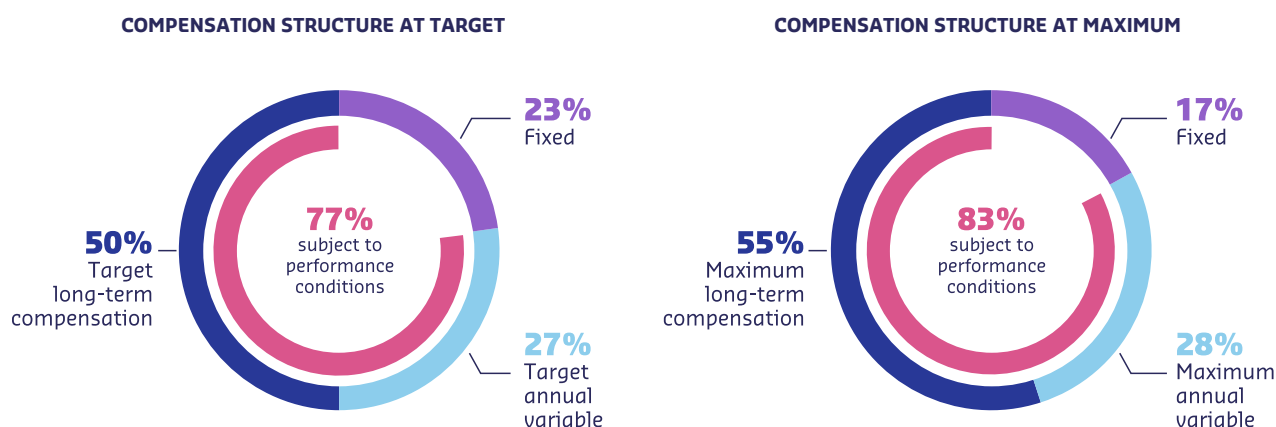
The Chief Executive Officer's compensation includes annual fixed and variable compensation, and long-term compensation. He/She also receives other benefits, such as a supplemental pension plan, collective health and benefit plans, a termination benefit and/or a non-compete indemnity, as well as benefits in kind.

The aim of the compensation policy for the Chief Executive Officer is to achieve a balance between short- and long-term performance in order to promote the Group's development for the benefit of all its stakeholders, in line with a sound risk management strategy.

To this end, and with a view to protecting stakeholders' interests, the Company strives to ensure consistency between the Chief Executive Officer's compensation package and Sodexo's performance.

It is also specified that the Chairwoman and CEO does not receive compensation for her office as a director of Sodexo S.A.

#### STRUCTURE OF THE CHIEF EXECUTIVE OFFICER'S COMPENSATION



The weights of target and maximum levels for each component are detailed item by item in the paragraphs below.

<sup>(1)</sup> In accordance with the recommendation of the AFEP-MEDEF Code to review compensation "only at relatively long intervals", the renewal of an executive director's term of office is considered to be one of the appropriate events for reviewing their compensation.

## Peer groups

As part of the process to define the compensation policy for 2025, taking account of the current size and scope of Sodexo post spin-off, and also taking account of the comments of its shareholders, the Board of Directors, on the recommendation of the Compensation Committee, revised the comparison panels used for the positioning and structure of the Chief Executive Officer's compensation. The selected panels are designed to mirror the Group's new profile as a global player in Food and Facilities Management services, with a high density of employees, and its updated scope.

The peer group of French companies, used to position the amount of the Chief Executive Officer's compensation, previously consisting of CAC 40 companies (excluding banks and insurance companies), was modified to comprise the 20 smallest market capitalizations in the CAC 40 and the 20 companies that make up the CAC Next 20 index, excluding banks and insurance companies. The overall compensation target (fixed compensation, annual variable compensation and performance share grants<sup>2</sup>) is between the median and the upper quartile of compensation awarded in this group of companies, equivalent to the positioning of Sodexo in the peer group, particularly in terms of market capitalization.

The Board of Directors, on the recommendation of the Compensation Committee, also modified the peer group of international companies. This mainly serves to compare Sodexo's compensation structure with that of companies operating in the same sector and competing in the same markets or to attract talent. It also serves to compare Sodexo's Total Shareholder Return (TSR) with that of other companies over three years as part of the long-term incentive plan.

The companies included in the peer group are active in the non-financial corporate services sector and have a significant number of non-management employees. They also have international geographical coverage.

Lastly, their size and financial data are comparable to those of the Sodexo Group. As Edenred and Rentokil were considered as less

relevant in the new context of the Company, they were removed from the previous peer group. Three companies have been added, as follows: Accor, Adecco, Randstad. The international peer group now comprises the following eight companies: Accor, Adecco, Aramark, Compass, Elior, ISS, Randstad and Securitas.

## Fixed compensation

The Chief Executive Officer's annual fixed compensation is the basis for determining his/her annual variable compensation and long-term compensation. In line with the recommendation of the AFEP-MEDEF Code, the amount of this fixed compensation is not subject to a systematic annual review.

The Board of Directors, on the recommendation of the Compensation Committee, has decided to maintain the gross annual fixed compensation of Sophie Bellon, Chairwoman and CEO, at 900,000 euros for Fiscal 2025.

## Annual variable compensation

### CALCULATION METHODS

The Chief Executive Officer's annual variable compensation is intended to encourage the achievement of the annual performance targets determined by the Board of Directors in line with Sodexo's strategy.

In Fiscal 2024, the Board of Directors decided to strengthen the connection between the Chief Executive Officer's compensation and performance, a decision which seemed appropriate in light of the Group's accelerated transformation after the Pluxee spin-off. The target annual variable compensation was thus raised from 100% to 120% of fixed compensation, with the possibility of increasing it to 170% (previously 150%) if targets are exceeded. These target and maximum rates remain unchanged for Fiscal 2025.

The annual variable portion, which is based solely on pre-defined quantitative criteria with financial criteria predominating, breaks down as follows:

CRITERIA		WEIGHT (as a % of fixed compensation)		
		THRESHOLD	TARGET	MAXIMUM
Financial targets* (70% of total objectives)	Organic growth	0%	24%	41%
	Client retention	0%	12%	12%
	Underlying operating profit margin (at constant exchange rates)	0%	24%	41%
	Group net income	0%	12%	20%
	Free cash flow	N/A	12%	20%
Non-financial targets (30% of total objectives)	CSR criteria:			
	• Health and Safety:			
	– LTIR reduction ≥ 17%	N/A	6%	6%
	– NMIR ≥ 30:1	N/A	6%	6%
	• Sustainable development - Deployment of the WasteWatch food waste measurement program = 85% of food RMC	N/A	12%	12%
	• Talent management (Top 300):			
	– Retention, expressed as a % of regrettable turnover rate ≤ 5%	N/A	6%	6%
	– Gender diversity in Operations ≥ 31%	N/A	6%	6%
<b>TOTAL ANNUAL VARIABLE FOR FISCAL 2025 (% of the fixed portion)</b>		-	120%	170%

(\*) Calculated on a straight-line basis between values

(\*\*) Percentages have been rounded off to ease reading

<sup>(2)</sup> On the basis of the IFRS amounts awarded to chief executive officers in previous years.

In the first quarter of each fiscal year, based on the Compensation Committee's recommendations, the Board of Directors reviews the various targets, their weightings, and the expected performance levels. It then sets:

- the trigger threshold below which no variable compensation is paid. For Fiscal 2025, a trigger threshold has been set for organic growth, underlying operating profit margin, Group net income and client retention;
- the variable compensation target level, corresponding to the amount due when each target is reached;
- the variable compensation maximum level, corresponding to the amount due when each target is exceeded; and
- the quantitative performance measurement criteria.

The variable component is calculated based on strategic financial indicators, which are measured at the level of the Group.

The setting of related Fiscal 2025 financial targets depends on the achievement of the 2025 budget objectives, previously approved by the Board of Directors. For reasons of business confidentiality, the financial targets are not disclosed.

There are two key measures of the Group's ability to grow while demonstrating operational efficiency to best serve its customers through rigorous management of inflation and cost control: organic growth (measured by the increase in sales over a given period compared with the same period in the previous year, excluding the impact of acquisitions, disposals and currency effects) and underlying operating profit margin (calculated by dividing operating margin, excluding unusual or non-recurring items, by revenues).

The client retention criterion (measured as the percentage of the previous year's revenues retained during the current year) is a key lever in the Company's model for sustainable, profitable growth, enabling it to develop over the long term, while preserving its freedom to be selective in the choice of new contracts.

The free cash flow criterion is an indicator of the Group's ability to finance its activities and growth, and thus ensure the sustainability of its business.

Net income is a measure of Sodexo's overall performance.

The non-financial performance targets only include quantitative indicators:

- the Board of Directors renewed its focus on the health and safety of the Group's employees, as well as on risk prevention, by reapplying the two following indicators: the Lost-Time Injury Rate (LTIR), now measured as a reduction compared with Fiscal 2024, and the Near Miss Incident<sup>3</sup> Ratio (NMIR). For Fiscal 2025, the LTIR will have to be reduced by at least 17% compared to Fiscal 2024, and the NMIR target will be 30:1. At the end of August 2024, the LTIR stood at 0.47 and the NMIR at 102:1;
- the sustainable development criterion is directly linked to the Group's commitments in terms of climate and environmental performance. The Board of Directors selected the WasteWatch deployment indicator, expressed as a percentage of the food cost of raw materials (RMC). The WasteWatch program was developed to reduce food waste and position Sodexo as a major player in this field. The deployment of this program is an essential step in raising awareness of food waste and measuring progress. For Fiscal 2025, the target has been set at 85%, representing 100% deployment at the sites eligible for the program (deployment stood at 76.9% at the end of August 2024);
- two criteria linked to Group's senior executives (Top 300) talent management, retention expressed as the regrettable turnover, and gender diversity in operational positions, are renewed for Fiscal 2025. They reached 1% and 31% respectively at the end of Fiscal 2024. For 2025, the Board maintained the targets set last year on the basis of a perimeter extended to the Top 300: a regrettable

turnover rate below or equal to 5%, and at least 31% of women in the operations. The indicator relating to internal promotions to executive positions has not been renewed for Fiscal 2025, as the development of succession plans is now well underway within the Group (as a reminder, the rate of internal promotions was 80% at the end of Fiscal 2024).

The annual variable compensation is calculated and set by the Board of Directors following the close of the fiscal year to which it applies.

#### PAYMENT CONDITION

In accordance with French law, payment of the annual variable compensation is subject to shareholder approval at the Annual Shareholders Meeting.

Furthermore, no clawback clause has been put in place for the variable compensation.

#### APPOINTMENT OR TERMINATION OF OFFICE

If a new Chief Executive Officer is appointed or the existing Chief Executive Officer's term of office is terminated during the course of a fiscal year, the same principles as described above will apply, on a pro rata basis by reference to the period during which he or she holds office.

If an appointment was made during the second half of the fiscal year, the performance appraisal will be carried out on a discretionary basis by the Board of Directors, taking into account the recommendations of the Compensation Committee, within the limits of the applicable policy, while ensuring continued alignment with the Group's performance.

#### Long-term compensation

##### OBJECTIVE

The Board of Directors considers that the long-term variable compensation plan – which also applies to other key positions within the Company – is particularly suited to the position of Chief Executive Officer in view of the direct contribution that he/she is expected to make to Sodexo's long-term value creation. This plan – based on performance share grants subject to criteria selected by the Board of Directors – is directly linked to the strategic priorities of the Company. It strengthens the motivation and loyalty of the Chief Executive Officer while facilitating the alignment of his/her interests with those of shareholders as well as the corporate interest of the organization.

##### LONG-TERM COMPENSATION PROGRAM

Sodexo's long-term compensation program currently consists solely of performance share grants.

Performance share grants are decided by the Board of Directors, acting on the recommendations of the Compensation Committee, during the first half of each fiscal year after the publication of the financial statements for the previous fiscal year.

The vesting period is three years, in line with the period over which performance conditions are measured and in line with market practices.

The Board of Directors has capped the value of the performance shares granted to the Chief Executive Officer at 150% of his/her total annual compensation (comprising fixed compensation and annual variable compensation, assuming targets achieved).

In addition, the percentage of performance shares granted to him/her may not represent more than 8% of the total shares granted annually by the Board.

<sup>(3)</sup> A near miss is an incident that did not result in injury, illness or damage, but had the potential to do so. By reporting them and identifying their causes, risk areas can be identified, preventive measures put in place, and potential accidents avoided in the future. For Sodexo, this is an essential aspect of risk management and safety prevention.

## PERFORMANCE CONDITIONS

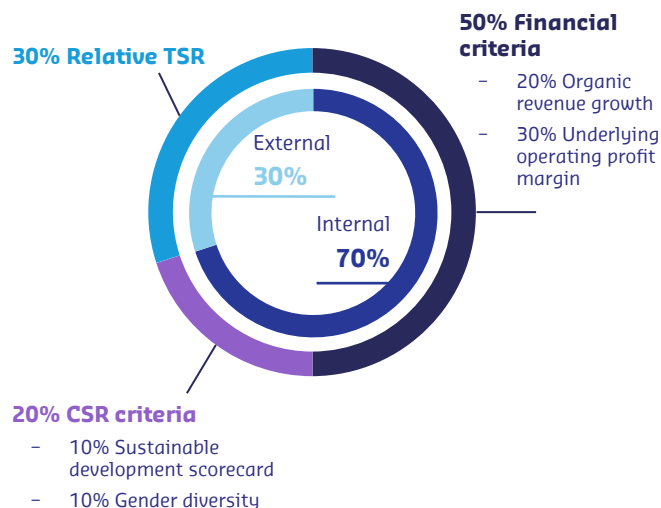
The proportion of the performance shares that will vest depends on the achievement of both internal and external performance conditions, as measured over a three-year period. The achievement rates will be disclosed on a criterion-by-criterion basis once the Board of Directors has assessed whether the performance targets have been reached.

The performance conditions reflect a good balance between operating performance, investor confidence and the Group's corporate responsibility performance. They are fully in line with Sodexo's long-term value creation model aimed at achieving sustainable and profitable growth that benefits all of the Company's stakeholders.

The selected criteria, which are all quantitative, are designed to measure overall performance and are directly related to the Group's main strategic objectives, as follows:

- financial performance: 50%, assessed based on organic revenue growth and underlying operating profit margin targets. These targets strengthen the long-term vision given to these criteria, which are also part of the annual variable compensation;
- stock market performance: 30%, measured by the Total Shareholder Return (TSR) achieved by Sodexo as compared with a peer group of international companies of comparable sector and size (comprising the companies included in the international peer group). As a reminder, no shares vest if performance is below the median;

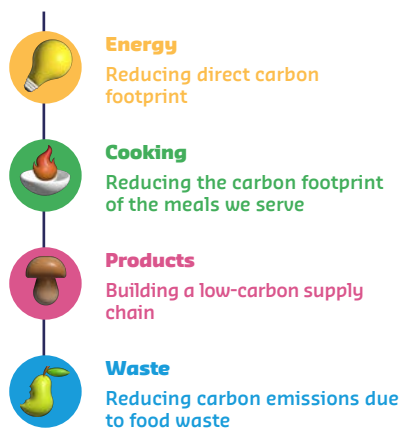
- corporate responsibility performance: 20%, including gender diversity targets met within Group's senior executives (Top 300) and an internal sustainable development scorecard. The latter is made up of three internal, quantitative operational criteria which are ambitious (more information is provided in Chapter 2 of this document).



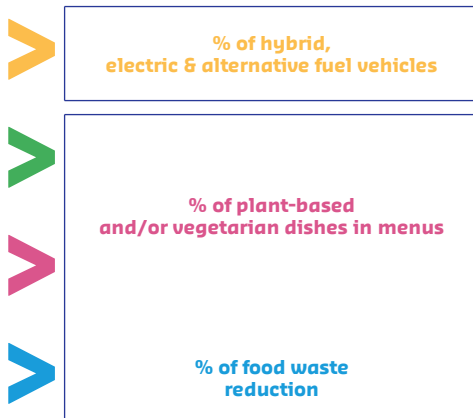
## Sodexo Sustainable development scorecard

The Sustainable development scorecard for Fiscal 2025 is unchanged from the Fiscal 2024 plan.

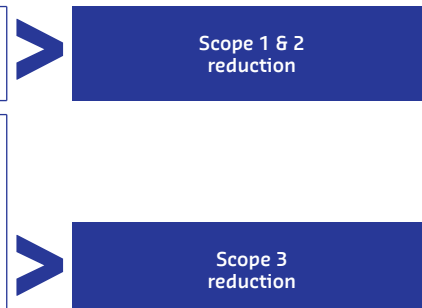
### Our climate action levers



### 3 measurable criteria at group level for Fiscal 2025



### Impact on Sodexo carbon footprint\*



(\*) More information on Sodexo's carbon footprint and its impact on scopes 1, 2 and 3 is provided in Chapter 2.

CRITERIA AND WEIGHTINGS	DESCRIPTION OF CRITERION	PERFORMANCE EVALUATION METHODS										
20% organic growth	Group Organic Compound Annual Growth Rate (CAGR) measured over the period 2025, 2026 and 2027	Shares subject to this criterion may vest within a performance range, the upper and lower limits of which define the three-year budget target: <ul style="list-style-type: none"><li>Below the lower range: No shares vest</li><li>At the level of the lower value: 50% of shares vest</li><li>On or above upper range: 100% of shares vest</li><li>Between the two values: % of vested shares calculated on a straight-line basis</li></ul>										
30% underlying operating profit margin	Average annual achievement rates of the Group underlying operating profit margin target in 2025, 2026 and 2027 (excluding currency effect and at constant scope)	Shares subject to this criterion may vest on an annual basis in thirds, within a performance range, the upper and lower limits of which define the three-year budget target: <ul style="list-style-type: none"><li>Below the lower range: no shares vest</li><li>At the level of the lower value: 50% of shares vest</li><li>On or above upper range: 100% of shares vest</li><li>Between the two values: % of shares calculated on a straight-line basis</li></ul> In the event of an exceptional performance in Fiscal 2027, exceeding the upper limit set for the year, the shares subject to this criteria will vest										
10% Sustainable development scorecard	Achievement by the end of Fiscal 2027 of three (3) equally weighted targets focused on the Group's scope 1, 2 and 3 greenhouse gas emissions, in line with its Net Zero 2040 objective (see Chapter 2): <ul style="list-style-type: none"><li>% of food waste reduction</li><li>% of electric, hybrid or alternative fuel vehicles in the Sodexo fleet</li><li>% of vegetarian and/or plant-based dishes in Sodexo central menu</li></ul>	<ul style="list-style-type: none"><li>No target met: no shares vest</li><li>For each target met: one-third of shares vest</li></ul>										
10% gender diversity	Achievement by the end of Fiscal 2027 of diversity targets, aiming to promote women to Senior Executive positions in the Group (Top 300):	The vesting conditions for shares subject to this criterion will be detailed when the performance shares are granted										
30% Total Shareholder Return (TSR)	Sodexo TSR ranking assessed over the period 2025 to 2027 in comparison with an international peer group comprising the following eight companies: Accor, Adecco, Aramark, Compass, Elior, ISS, Randstad, Securitas.(see section 7.4.1.3)	<ul style="list-style-type: none"><li>Ranking below median: no shares vest</li><li>1<sup>st</sup> quartile ranking: 100% of shares vest</li><li>Between the two values: % of shares calculated on a straight-line basis</li></ul> <table><tr><th>SODEXO TSR RANK</th><th>PERCENTAGE OF SHARES THAT VEST *</th></tr><tr><td>1st quartile</td><td>100%</td></tr><tr><td>2nd quartile</td><td>50-100%</td></tr><tr><td>Median</td><td>50%</td></tr><tr><td>Below the median</td><td>0%</td></tr></table>	SODEXO TSR RANK	PERCENTAGE OF SHARES THAT VEST *	1st quartile	100%	2nd quartile	50-100%	Median	50%	Below the median	0%
SODEXO TSR RANK	PERCENTAGE OF SHARES THAT VEST *											
1st quartile	100%											
2nd quartile	50-100%											
Median	50%											
Below the median	0%											



The long term incentive plan (LTI) is awarded in the first half of the year. The Board of Directors validates the three-year financial and non-financial objectives. A release published on the Sodexo website sets out these objectives and the amount allocated to the Chief Executive Officer in accordance with IFRS.

Should it prove necessary to change them, the Board of Directors will set consistent and demanding criteria over the long term.

Given that medium-term financial objectives are not disclosed, the organic revenue growth and underlying operating profit margin targets will remain confidential.

Details of the LTI plan awarded in Fiscal 2024 are provided in section 7.4.2.1.

## CONTINUED PRESENCE CONDITION

In order for his/her performance shares to be delivered, the Chief Executive Officer must be present within the Group at the vesting date.

## SHAREHOLDING AND LOCK-UP OBLIGATIONS

In accordance with article L.225-197-1 of the French Commercial Code, the Chief Executive Officer is required to hold a number of vested shares in registered form for the duration of his/her term of office. The value of the shares has been set by the Board of Directors at 30% of his/her annual fixed compensation at the date the shares are delivered.

In addition, the Chief Executive Officer is required to hold shares in an amount equivalent to 200% of his/her gross annual fixed compensation, and this portfolio of shares must be built up over a maximum period of three years.

As part of the external recruitment process for a new Chief Executive Officer from a company outside the Sodexo Group, compliance will be required as from the vesting date of the first share grant, i.e., three years following the initial grant by the Company.

The Board of Directors, on the recommendation of the Compensation Committee, has specified that this rule applied to Sophie Bellon on the basis that she was not granted shares prior to taking up the position of Chairwoman and CEO and is therefore in a similar situation to that of a CEO external to the Group.

Applying shareholding rules to the Chief Executive Officer ensures that his/her interests remain strongly aligned with the interests of Group shareholders. With regard to Sophie Bellon, alignment is also ensured via the indirect holding of shares via Bellon SA (of which she is shareholder and for which she has committed not to sell her shares to a third party for 50 years). In addition, Bellon SA does not intend to sell its Sodexo shares to a third party.

In addition, as long as he/she remains in office, the Chief Executive Officer commits not use hedging instruments on any granted performance shares.

## Multi-year compensation

The Board of Directors has decided not to create a multi-year compensation system, preferring instead to apply a share-based long-term compensation program, which it considers to be more closely aligned with the interests of the Company's shareholders.

However, the Board may envisage putting in place such a system if any regulatory changes or other changes in circumstances were to render share grants inappropriate or impossible. If a multi-year compensation plan were to be set up, it would be based on the same principles and criteria as those used for determining and allocating performance shares and the same grant cap would apply.

## Exceptional compensation

The compensation policy does not permit exceptional compensation to be granted to the Chief Executive Officer.

## Supplemental pension plan

The Chief Executive Officer is a beneficiary of a defined benefit pension plan governed by article L.137-11-2 of the French Social Security Code. This plan is also available to the Group's most senior executives holding an employment contract with one of its French subsidiaries.

This pension plan was introduced in 2021 in line with the following rules: subject to one year of seniority within the Group, pension rights of up to 0.5% per year are granted for the first five years of the plan, and then up to 1% beyond five years, not exceeding a total of 10%. The rights are determined based on the fixed and variable compensation received during the calendar year by virtue of the role of Chief Executive Officer. The rights vest subject to an achievement rate for his/her annual variable compensation targets of at least 80%. The resulting pension tops up the pensions provided by the basic compulsory plans and does not generate any corresponding obligation on the Company's balance sheet. For her first two years as a plan beneficiary, the Chairman and CEO is entitled to a lifetime annuity equal to 0.92%.

## Other benefits

### COMPANY CAR

The Chief Executive Officer has the use of a company car. The insurance, maintenance and fuel costs (related to professional use) are covered by Sodexo.

## COLLECTIVE HEALTH AND BENEFIT PLANS

The Chief Executive Officer is a member of the Company's collective health and benefit plans, subject to the same terms and conditions as those applicable to all employees of the Group's French entities.

## UNEMPLOYMENT INSURANCE

As the Chief Executive Officer does not have a French employment contract, the Company reserves the right to subscribe to a private unemployment insurance policy with the French Association of Unemployment Insurance for Corporate Officers (*Association pour la garantie sociale des chefs et dirigeants d'entreprises* — GSC). Under this policy, if the Chief Executive Officer were to lose his/her office, he/she would receive benefits for a maximum period of 24 months.

Sophie Bellon has requested not to benefit from this coverage.

## Post-term benefits

### INDEMNITY IN THE EVENT OF TERMINATION OF OFFICE

The compensation policy for the Chief Executive Officer provides that, if he/she is forced to leave the Group, he/she is entitled to an indemnity representing up to twice the amount of his/her gross annual compensation (fixed and variable) received over the 12 months preceding the termination.

This indemnity is not applicable in cases of voluntary resignation, retirement, or removal from office for gross or willful misconduct.

The indemnity will be paid subject to an achievement rate for the Chief Executive Officer's annual variable compensation targets of at least 80% for each of the two fiscal years ended prior to the termination of office.

In the event that the term of office is terminated in its first year, the indemnity will be calculated *prorata temporis* on the basis of a maximum amount equivalent to six months of total gross compensation (target annual fixed and variable amounts), subject to the performance conditions relating to Sodexo's financial and operating performance, which will be assessed by the Board of Directors based on the period considered.

In addition, in the event that the term of office is terminated in its second year, the indemnity will be calculated *prorata temporis* on the basis of a maximum amount equivalent to 12 months of total gross compensation (annual fixed and variable amounts effectively paid) in respect of the previous year, subject to an achievement rate for the Chief Executive Officer's annual variable compensation targets of at least 80% for the first full year of his/her term of office.

Under no circumstances can the maximum overall indemnity payable to the Chief Executive Officer in respect of the non-compete agreement and/or his/her indemnity on termination of office exceed 24 months of his/her fixed and variable compensation.

Sophie Bellon has waived eligibility for this indemnity.

## NON-COMPETE AGREEMENT

In accordance with the recommendations of the AFEP-MEDEF code, in the event of the termination of the Chief Executive Officer's term of office, he/she will be subject to a non-compete obligation for a term of 24 months, restricting his/her freedom to hold any position as an employee or corporate officer, or carry out any consulting work, either directly or through another legal entity, for any of Sodexo's competitors. As consideration for these restrictions, an indemnity is paid on a staggered basis, the amount of which is capped at 24 months of his/her fixed and variable compensation awarded for the fiscal year preceding the termination.

The maximum aggregate amount paid to the Chief Executive Officer for his/her non-compete agreement, and/or his/her indemnity on termination of office, may not exceed 24 months of his/her fixed and annual variable compensation.

The Board of Directors has the option to decide to waive the Company's right to enforce this non-compete agreement when the Chief Executive Officer leaves the Group.

The non-compete indemnity is not paid if the Chief Executive Officer is leaving for retirement, and in any event once he/she reaches the age of 65.

The non-compete obligation applies to Sophie Bellon, without her being eligible for any financial compensation.

## RETAINING RIGHTS TO OUTSTANDING PERFORMANCE SHARES

Rights to performance shares granted under the Group's long-term incentive plans are forfeited if the beneficiary leaves the Company.

Only in the event of retirement may rights to performance shares granted under the Group's long-term incentive plans be retained in their entirety, in keeping with the conditions applicable to all beneficiaries.

Moreover, in accordance with the AFEP-MEDEF Code and the plan rules applicable to all beneficiaries of the Group's performance share plans, the Board of Directors, on the recommendation of the Compensation Committee, may authorize beneficiaries to retain rights to any shares in the event of a forced departure from the Company and in exceptional circumstances. In such a case, the number of shares that vest would necessarily be adjusted on a *pro rata* basis by reference to the actual time the Chief Executive Officer spent within the Group during the vesting period. The original vesting period would continue to run and the performance conditions would still apply.

## Potential change of governance

### RECRUITMENT OR APPOINTMENT POLICY

In the event of a change of governance and the appointment of a new Chief Executive Officer during the fiscal year, the compensation structure and principles set out in the compensation policy approved by the Annual Shareholders Meeting will be applicable to the new Chief Executive Officer for the current fiscal year.

If the roles of Chairman/Chairwoman of the Board of Directors and Chief Executive Officer are separated, the compensation of the new Chief Executive Officer would then be determined in accordance with the principles of this compensation policy, which take into account the duties and responsibilities of the position, the skills and the experience of the holder of the position and the market practice.

The compensation of the new Chairman/Chairwoman of the Board of Directors would be fixed in line with his/her non-executive role and market practice. It would comprise fixed compensation, collective health and benefit plans and a company car. He/she would not be eligible for variable compensation or for the long-term compensation program.

If one or more Deputy Chief Executive Officers were appointed, the principles and criteria for determining, allocating and awarding the compensation components provided for in the Chief Executive Officer's compensation policy would also apply to them. The Board of Directors, on the recommendation of the Compensation Committee, would determine the level and structure of the compensation by adjusting them to the situation of the person(s) concerned.

If the Chief Executive Officer or the Deputy Chief Executive Officer were to become a member of the Company's Board of Directors, they would not receive any directors' compensation.

### SIGNING BONUS

Pursuant to the recommendations of the AFEP-MEDEF Code, if a new Chief Executive Officer were to be recruited from outside the Sodexo Group, the Board of Directors may decide to grant him or her an indemnity (in cash and/or shares) in order to compensate for any loss of previous compensation or benefits (excluding pension benefits).

This indemnity would be tailored so as to reflect the type, risk profile and the vesting horizon of the lost benefits.

In accordance with article L.22-10-8 of the French Commercial Code, the payment or implementation of any such compensation would be subject to shareholder approval.

### RELOCATION

The Board of Directors may be required to grant exceptional benefits on a temporary basis to allow the new Chief Executive Officer to move to the location where he/she may perform his/her duties.

### 7.4.1.4 Fiscal 2025 compensation policy for directors

#### Structure of the compensation

The compensation awarded to directors includes fixed and variable compensation components, and a travel allowance for directors coming from the United States.

Directors are not eligible for any long-term compensation, supplemental pension plan or compensation or benefits that may result from any change in their duties, new duties, or a removal from office.

As stated above, the Chairwoman and CEO does not receive any directors' compensation.

The compensation policy for Sodexo's directors is intended to remunerate the work they perform at Board and Committee meetings, without however encouraging an excessive number of meetings.

The directors' annual compensation package for Fiscal 2024 was set at 1.3 million euros during the Annual Shareholders Meeting of December 15, 2023. This package will remain valid for Fiscal 2025 and until the adoption of a new resolution by the Annual Shareholders Meeting.

In respect of Fiscal 2024, 78% of the package has been used.

This package covers the amount of additional compensation linked to the introduction of a Sustainability Committee from the start of Fiscal 2025.

The procedures for allocating directors' fixed and variable compensation have been decided by the Board of Directors for Fiscal 2025 and are unchanged since Fiscal 2022. However, these procedures may be revised by the Board of Directors in the event of a change in the Board of Directors' composition or a change to take into account an increase in workload or responsibilities.

#### Fixed compensation

The procedures for allocating the overall amount of compensation among the individual directors are set by the Board of Directors, based on the recommendation of the Compensation Committee.

Each director receives annual fixed compensation of 20,000 euros. This amount is increased by 30,000 euros for the Lead Director. Members of the Audit Committee also receive 8,000 euros and members of the other Committees receive 6,000 euros.

A further annual fixed amount of 22,500 euros is allocated to the Chair of each of the specialized committees, with the exception of the Chair of the Audit Committee, who receives 25,000 euros.

The fixed portion of directors' compensation is calculated proportionately to the time served on the Board by each director during a given fiscal year.

#### Variable compensation

The directors' variable compensation is 4,500 euros for attending each Board meeting, and 3,000 euros for attending each meeting of a specialized Committee of which they are a member, with the exception of the Audit Committee for which the amount is 3,500 euros.

This compensation is not, however, awarded for Board meetings that take place by way of written consultation in accordance with the conditions set in the applicable regulations.

Where appropriate, the Board of Directors may decide to compensate directors for attendance at any Board meetings held in addition to those initially scheduled, within the limits of the overall budget.

#### Travel allowance

A travel allowance of 1,500 euros is paid to directors traveling from the United States for every Board meeting they effectively attend.

### SUMMARY OF DIRECTORS' FIXED AND VARIABLE COMPENSATION

(in euros)	ANNUAL FIXED COMPENSATION	ADDITIONAL ANNUAL FIXED COMPENSATION FOR THE LEAD DIRECTOR	ADDITIONAL ANNUAL FIXED COMPENSATION FOR CHAIRING A COMMITTEE	VARIABLE COMPENSATION PER MEETING ATTENDANCE
Board of Directors	20,000	30,000		4,500
Audit Committee	8,000		25,000	3,500
Nominating Committee	6,000		22,500	3,000
Sustainability Committee	6,000		22,500	3,000
Compensation Committee	6,000		22,500	3,000

## 7.4.2 Information on the components of compensation paid or awarded to Corporate Officers (say on pay *ex-post*)

### 7.4.2.1 Compensation of Sophie Bellon, Chairwoman and Chief Executive Officer

The following tables show a breakdown of the various components of Sophie Bellon's compensation.

The components of the compensation for the role of Chairwoman and CEO were established in line with the compensation policy for the Chief Executive Officer approved by the shareholders at the

Combined Annual Shareholders Meeting of December 15, 2023 (fourteenth resolution). This policy provides for fixed, variable and long-term compensation, a supplemental pension plan, collective health and benefit plans as well as benefits in kind. It does not include any multi-year variable compensation, exceptional compensation or any other post-term benefit.

At the Ordinary Annual Shareholders Meeting of December 17, 2024, shareholders will be given a “say-on-pay” vote on the total compensation and benefits paid during or awarded for Fiscal 2024 to Sophie Bellon for her duties performed during the fiscal year.

### Specific adjustments following the Pluxee spin-off on February 1, 2024

In accordance with the provisions of the compensation policy for Fiscal 2024, the Board of Directors, on the recommendation of the Compensation Committee, analyzed the impact of the Pluxee spin-off on the Chief Executive Officer's compensation policy and approved the following adjustments:

- the two reference panels used to compare and analyze Sodexo's compensation practices were revised during the fiscal year in order to take account of the Group's new profile (see details in section 7.4.1.1);
- the targets in the performance conditions of the performance share plans that were still outstanding at the spin-off date were recalculated for the adjusted scope:
  - for the financial conditions relating to organic growth and underlying operating profit margin, the Board of Directors has

restituted the expected performance levels for the Pluxee businesses, based on the multi-year budgets used to set the initial targets. The performance ranges have been maintained,

- with regard to Total Shareholder Return (TSR), the only change concerns the peer group, which now excludes Edenred. The performance measurement period and the vesting grid, including the rule of no vesting below the median, remain unchanged;
- the number of shares in these plans has been adjusted to reflect the effect of the spin-off, which automatically reduced the parent company's share price (due to a technical adjustment explained in section 7.4.4). This adjustment has no impact on the initial value of the grant.

With regard to the plans concerned by these adjustments, Sophie Bellon is a beneficiary of the 2023 plan only.

It should also be noted that the financial targets for Sophie Bellon's Fiscal 2024 annual variable compensation have not been adjusted in relation to the targets set by the Board of Directors' meeting of October 25, 2023, as they had already been determined for a scope excluding Pluxee.

### Summary of compensation, stock options and performance shares awarded to the Chairwoman and Chief Executive Officer

**TABLE 1, BASED ON THE AFEP-MEDEF CODE TEMPLATE AND AMF RECOMMENDATION 2021-02**

SOPHIE BELLON CHAIRWOMAN AND CHIEF EXECUTIVE OFFICER (in euros)	FISCAL 2024	FISCAL 2023
Compensation awarded for the fiscal year (gross, before tax)	1,349,471	1,867,318
Value of stock options granted	N/A	N/A
Value of performance shares granted	1,978,368	1,784,516
<b>TOTAL</b>	<b>3,327,839</b>	<b>3,651,834</b>

### Summary of the Chairwoman and Chief Executive Officer's compensation

**TABLE 2, BASED ON THE AFEP-MEDEF CODE TEMPLATE AND AMF RECOMMENDATION 2021-02**

(in euros)	FISCAL 2024		FISCAL 2023	
	GROSS AMOUNTS AWARDED (BEFORE TAX)	GROSS AMOUNTS PAID (BEFORE TAX)	GROSS AMOUNTS AWARDED (BEFORE TAX)	GROSS AMOUNTS PAID (BEFORE TAX)
SOPHIE BELLON CHAIRWOMAN AND CHIEF EXECUTIVE OFFICER				
Fixed compensation	900,000	900,000	900,000	900,000
Variable compensation <sup>(1)</sup>	448,200	966,195	966,195	587,250
Exceptional compensation	N/A	N/A	N/A	N/A
Directors' compensation	N/A	N/A	N/A	N/A
Benefits in kind <sup>(2)</sup>	1,271	1,271	1,123	1,123
<b>TOTAL</b>	<b>1,349,471</b>	<b>1,867,466</b>	<b>1,867,318</b>	<b>1,488,373</b>
The following amounts were paid by Bellon SA to Sophie Bellon for her duties as a member of the Management Board of Bellon SA				
Fixed compensation	210,020	210,020	210,018	210,018

(1) Variable compensation due in Fiscal 2024 (paid during Fiscal 2025) subject to approval by the Annual Shareholders Meeting.

(2) Sophie Bellon has the use of a company car.

(3) Compensation in respect of her seat on the Management Board of Bellon SA, whose corporate purpose is the strategic management of the Sodexo and Pluxee groups.

## Details regarding the variable compensation granted to the Chairwoman and Chief Executive Officer for Fiscal 2024

If the targets are achieved, the variable compensation is equal to 120% of the fixed compensation; this can be increased to 170% if the targets are exceeded.

The precise targets set at the beginning of the fiscal year are predominantly based on financial criteria (for 70% of total objectives) and non-financial criteria (for 30% of total objectives), in

line with the Sodexo's commitment to social responsibility and sustainable development. All objectives are quantifiable.

It should be remembered that the objectives set at the beginning of the year were based on a scope that did not include Pluxee and did not need to be adjusted after the effective date of the spin-off.

		WEIGHTS (as a % of fixed compensation)			PUBLISHED RESULTS	PAYOUT RATE (as a % of target)	CORRESPONDING AMOUNT (in euros)
CRITERIA		THRESHOLD	TARGET	MAXIMUM**			
2024 financial objectives*	Organic growth	N/A	24%	41%	7,9%	0%	0
	Client retention	6%	12%	12%	94,2%	0%	0
	Underlying operating profit margin (at constant exchange rates)	N/A	24%	41%	4,7%	0%	0
	Group net income***	N/A	12%	20%	€738m	0%	0
	Free cash flow	N/A	12%	20%	€661m	165%	178,200
<b>CSR criteria:</b>							
2024 non-financial objectives	• Health & Safety						
	– LTIR ≤ 0.35	N/A	6%	6%	47%	0%	0
	– NMIR ≥ 25:1	N/A	6%	6%	102:1	100%	54,000
	• Sustainable development - Deployment of the WasteWatch food waste measurement program ≥ 70% of of RMC	N/A	12%	12%	76,9%	100%	108,000
	<b>Talent management (GSE):</b>						
	• Retention, expressed as a % of regrettable turnover rate ≤ 5%	N/A	4%	4%	1%	100%	36,000
	• % of women in Operations ≥ 31%	N/A	4%	4%	31%	100%	36,000
	• Internal promotion rate between 66% and 80%	N/A	4%	4%	80%	100%	36,000
<b>TOTAL ANNUAL VARIABLE AWARDED FOR FISCAL 2024 (as a % of fixed compensation)</b>		6%	120%	170%			448,200

(\*) calculated on a straight-line basis between values

(\*\*) the maximum % have been rounded off to ease reading

(\*\*\*) continuing operations

The Group's organic growth in revenues for Fiscal 2024 reached +7.9%, at the top end of the guidance range communicated to the market. Similarly, the underlying operating profit margin was at the upper end of the range, driven by the operating leverage of higher revenue, rigorous inflation management and enhanced on-site productivity. However, the internal targets for both criteria were set, as in past years, above market guidance, and were not met, nor was the net income target, despite a +31.8% increase.

The client retention criterion, which corresponds to the percentage of Fiscal 2023 revenues retained in Fiscal 2024, was not met, due to the loss of one large global contract and two Energy & Resources contracts in Latin America, due to a very competitive environment.

On the other hand, the free cash flow target was met, highlighting our capacity to generate robust cash flow.

In terms of health and safety, the monitoring of the Near Miss Incident Rate (NMIR) is aimed at developing a culture of accident prevention. The objective was largely achieved, contributing to a further -14.5% reduction in the Lost Time Injury Rate (LTIR). However, this reduction was not sufficient to achieve the very ambitious LTIR target that had been set.

The sustainable development objective, measured by the deployment of the WasteWatch in-house food waste measurement program, was also achieved. The program now covers almost 77% of food raw material costs (RMC) (more information on Sodexo's commitments to sustainable development is provided in chapter 2).

Lastly, the talent management target, consisting in three indicators covering the scope of the Group's senior executives (GSE) - gender diversity in operational positions, regrettable turnover rate and ratio of internal promotions compared with external hires - was met. This good result highlights the continued focus given by Group senior management on managing its executive teams, developing succession plans and encouraging diversity, equity and inclusion.

Ultimately, despite the Group's solid financial and non-financial results, the Chairman and CEO's annual variable compensation is 49.8% of her fixed compensation. This rate demonstrates the stringency of the targets set by the Board of Directors.

## Performance shares granted to the Chairwoman and Chief Executive Officer for Fiscal 2024

In accordance with the compensation policy for the Chief Executive Officer approved by the Shareholders Meeting of December 15, 2023 and the authorization given to the Board of Directors at the same meeting (eighteenth resolution), the Board of Directors, at its meeting of February 23, 2024, decided to award to Sophie Bellon 34,500 performance shares, i.e. 0.02% of the share capital and 4.0% of the total number of shares awarded during the course of the fiscal year.

The value of the grant amounts to 1,978,368 euros, i.e., 100% of her target annual fixed and variable compensation, in line with the existing practice for performance share grants to Sodexo's Chief Executive Officer.

The shares will vest after a vesting period of three years, subject to achieving the performance conditions related to the Group's main strategic objectives, as follows:

- 50% based on two financial conditions: 20% on the Group's organic growth and 30% on the Group's underlying operating profit margin;
- 20% based on two CSR conditions: 10% on diversity within the Group's senior executives (GSE) and 10% on an internal sustainable development scorecard;
- 30% based on an external condition, the Total Shareholder Return (TSR) relative to a peer group.

The objectives relating to the above-mentioned performance conditions are as follows:

- with regard to the organic growth condition: the condition relates to the Group's Compound Annual Growth Rate (CAGR). Between 50% and 100% of the shares subject to this condition will vest if the CAGR over the period 2024 to 2026 reaches a range set in line with medium-term financial targets. Below the lower threshold of the range, no shares vest;
- with regard to the underlying operating profit margin: between 50% and 100% of one-third of the shares subject to this condition will vest if it reaches a defined performance range for each fiscal year, 2024, 2025 and 2026. The upper and lower limits are set in line with medium-term financial targets. In the event of exceptional performance in 2026, set above the upper range defined for the fiscal year, the shares subject to this condition will vest;

- with regard to the diversity condition within the Group's senior executives (GSE): one-third of the shares subject to this condition will vest only if the target of 46% women is achieved by the end of Fiscal 2026. Between 50% and 100% of the remaining two-thirds will vest if the percentage of women in Operations represents between 35% and 40% by the end of Fiscal 2026;
- with regard to the sustainable development condition, the objective is to achieve targets on three equally weighted criteria. No shares will vest below the targets set, and each target reached allows one-third of the shares subject to this condition to vest, as follows:
  - reduce food waste by 50% by the end of Fiscal 2026 (it had been reduced by -37.6% by the end of Fiscal 2023),
  - the percentage of electric, hybrid or alternative fuel vehicles in the Sodexo fleet to reach 20% by the end of Fiscal 2026 (such vehicles represented 12.4% of the fleet at the end of Fiscal 2023),
  - the percentage of plant-based dishes in the central menu to reach 50% by the end of Fiscal 2026 (such dishes represented 37.9% of the central menu at the end of Fiscal 2023);
- with regard to the external condition, the objective is linked to Sodexo's TSR ranking calculated over the plan period against an international peer group comprising the following six companies: Aramark, Compass, Elio, ISS, Rentokil and Securitas. No shares subject to this condition will vest if Sodexo's ranking is below the median of the peer group. Half of the shares will vest in the case of a ranking at the median and 100% of the shares will vest as soon as the ranking reaches the first quartile. Between the two values, the percentage of shares acquired is calculated on a straight-line basis.

SODEXO TSR RANK	PERCENTAGE OF SHARES THAT VEST
1 <sup>st</sup> quartile	100%
2 <sup>nd</sup> quartile	50-100%
Median	50%
Below the median	0%

**TABLE 6, BASED ON THE AFEP-MEDEF CODE TEMPLATE AND AMF RECOMMENDATION 2021-02**

	PLAN DATE	NUMBER OF SHARES GRANTED DURING THE FISCAL YEAR	VALUATION OF SHARES <sup>(1)</sup> (in euros)	VESTING DATE	AVAILABILITY DATE	PERFORMANCE CONDITION
<b>SOPHIE BELLON</b> <b>CHAIRWOMAN AND CHIEF EXECUTIVE OFFICER</b>	<b>02/23/2024</b>	<b>34,500</b>	<b>1,978,368<sup>(2)</sup></b>	<b>02/22/2027</b>	<b>02/23/2027</b>	<b>100%</b>

(1) Valuation corresponding to the fair value on the grant date estimated, taking into account the terms and conditions over the three-year vesting period (see note 5 to the consolidated financial statements). The expense related to these shares is being recognized over a period of three years.

(2) Representing 0.02% of the Company's share capital at August 31, 2024 and 4.0% of all the performance shares granted during the fiscal year by the Board of Directors (in compliance with the limits set by the Shareholders Meeting of December 15, 2023, eighteenth resolution). This performance share grant will have no dilutive effect on the Company's share capital, since the corresponding plan provides for the performance shares that vest to be exclusively treasury shares held by the Company.

## Performance shares that became available during Fiscal 2024

No performance shares vested for Sophie Bellon, Chairwoman and CEO, during Fiscal 2024. As a reminder, no performance shares were attributed to Sophie Bellon before Fiscal 2023.

A description of the main terms of the plan for the granting of performance shares that became available during Fiscal 2024 is provided in section 7.4.4.



## History of performance shares granted to the Chairwoman and Chief Executive Officer

**TABLE 9, BASED IN THE AFEP-MEDEF CODE TEMPLATE AND AMF RECOMMENDATION 2021-02**

PLAN DATE	VALUATION OF SHARES <sup>(1)</sup> (in euros)	NUMBER OF PERFORMANCE SHARES INITIALLY GRANTED	PERFORMANCE CONDITIONS	NUMBER OF VESTED SHARES	VESTING DATE	AVAILABILITY DATE
02/23/2024	1,978,368	34,500	100%	N/A	02/22/2027	02/23/2027
01/31/2023	1,784,516	33,844 <sup>(1)</sup>	100%	N/A	01/30/2026	01/31/2026

(1) Following the Pluxee spin-off, the 24,500 performance shares awarded to Sophie Bellon on January 31, 2023 were adjusted to 33,844 performance shares, with no impact on the IFRS value of the grant, which remains at 1,784,516 euros.

In accordance with the compensation policy approved by the Combined Annual Shareholders Meeting of December 15, 2023, as indicated in the Board of Directors' report on earnings distribution presented to the Ordinary Annual Shareholders Meeting of January 30, 2024, and pursuant to article L.228-99 of the French Commercial Code, the Board of Directors decided to protect the rights of Sodexo share plan beneficiaries whose shares were scheduled to vest after the spin-off date, through a technical adjustment consisting of multiplying the number of outstanding performance shares by the following ratio:

$$\text{Adjustment ratio}^3 = \frac{\text{Value of Sodexo share prior to distribution}}{(\text{Value of Sodexo share prior to distribution} - \text{Amount of distribution per Pluxee share})} = \frac{103.22}{(103.22 - 28.50)} = 1.3814$$

The number of outstanding performance shares has been adjusted to reflect the effect of the spin-off, which automatically led to a fall in Sodexo's share price. This adjustment ratio was also applied to all of the beneficiaries of outstanding performance shares.

It should be remembered that Sodexo's long-term compensation program currently consists solely of performance share grants. The tables relating to stock options referred to in the AFEP-MEDEF Code are not applicable and have accordingly not been provided.

## Summary of benefits – Chairwoman and Chief Executive Officer

**TABLE 11, BASED ON THE AFEP-MEDEF CODE TEMPLATE AND AMF RECOMMENDATION 2021-02**

	EMPLOYMENT CONTRACT		SUPPLEMENTAL PENSION PLAN		COMPENSATION OR ENTITLEMENTS DUE OR LIKELY TO BECOME DUE AS A RESULT OF A CHANGE IN DUTIES OR LOSS OF OFFICE		INDEMNITY RELATING TO A NON-COMPETE CLAUSE	
	YES	NO	YES	NO	YES	NO	YES	NO
<b>Sophie Bellon</b> <b>Chairwoman and Chief Executive Officer</b>								
Appointment date: January 26, 2016		X	X*			X		X
Expiration of current term: Annual Shareholders Meeting held to approve the financial statements for Fiscal 2026								

(\*) Since her appointment on March 1, 2022 as Chairwoman and CEO, Sophie Bellon has been eligible for the supplemental pension plan described in Section 7.4.1.3.

## 7.4.2.2 Compensation and benefits paid during or awarded for Fiscal 2024 to Sophie Bellon (ex-post vote at the Annual Shareholders Meeting of December 17, 2024)

### Compensation and benefits paid during or awarded for Fiscal 2024 to Sophie Bellon, Chairwoman and Chief Executive Officer

The fixed and variable components of the total compensation and benefits paid during or awarded for Fiscal 2024 to Sophie Bellon comply with the Fiscal 2024 compensation policy for the Chief Executive Officer, detailed in the 2023 Universal Registration Document (Chapter 7, section 7.4.1.3) and approved by the Shareholders Meeting of December 15, 2023.

The compensation components paid during or awarded for Fiscal 2024 as presented below will be submitted for approval at the Annual Shareholders Meeting of December 17, 2024.

TYPE OF COMPENSATION OR BENEFITS	AMOUNTS PAID DURING FISCAL 2024	AMOUNTS AWARDED FOR FISCAL 2024 OR ACCOUNTING VALUE	COMMENTS
Fixed compensation	€900,000	€900,000	Pre-tax gross amount due for the fiscal year. The fixed compensation corresponds to compensation payable and paid for her role as Chairwoman and CEO.
Variable compensation	€966,195	€448,200	Amount awarded consisting of the variable bonus due to the Chairwoman and CEO for Fiscal 2024 in application of the Fiscal 2024 compensation policy for the Chief Executive Officer, and payable in Fiscal 2025. Amount corresponding to 49.8% of the fixed compensation received in Fiscal 2024.
Stock options and performance shares	N/A	€1,978,368	On February 23, 2024, the Chairwoman and CEO was granted 34,500 shares valued for accounting purposes at 1,978,368 euros. All of the shares granted are subject to a performance condition. The vesting period is three years.
Directors' compensation	N/A	N/A	The Chairwoman and CEO does not receive any directors' compensation.
Supplemental pension plan	No amounts paid	No amounts awarded	Since her appointment on March 1, 2022, the Chairwoman and CEO has been a beneficiary of a defined benefit pension plan governed by article 39 of the French General Tax Code and article L.137-11-2 of the French Social Security Code, set up in 2021 for the Group's senior executives holding an employment contract with one of its French companies. This plan grants annual rights amounting to 0.5% of fixed and variable compensation for her role as Chairwoman and CEO for the first five years and then 1% per year beyond five years, up to a total of 10%. The rights vest subject to an achievement rate for the Chairwoman and CEO's annual variable compensation targets of at least 80%. As this condition was not met for Fiscal 2024, the Chairwoman and CEO does not acquire any right to a lifetime annuity for 2024.
Benefits in kind	€1,271	€1,271	Sophie Bellon has the use of a company car.

Sophie Bellon is not eligible to any multi-year compensation, nor to any exceptional compensation. At her request, she does not benefit from unemployment insurance and is not eligible for indemnity in the event of termination office. Similarly, the non-compete agreement would apply without her benefiting from any financial compensation.

### 7.4.2.3 Pay equity ratio between the compensation paid to the Company's executive officers and the average and median compensation received by Sodexo employees

In accordance with article L.22-10-9 of the French Commercial Code, the table below shows the ratios between the level of compensation of the Company's Chief Executive Officer and the average and median compensation received by Sodexo employees on a full-time equivalent basis over Fiscal 2020 to 2024.

These ratios were established by referring to the AFEP guidelines on compensation multiples published on January 28, 2021.

#### Compensation components

The amount of executive officer and employee compensation used for this purpose includes all fixed and variable compensation components, and benefits of all kinds paid over the last five fiscal years. The method for determining and valuing the components of compensation for executive officers and employees is therefore harmonized.

Compensation in the form of performance shares has been taken into account at its grant-date value calculated in accordance with IFRS as at the grant date.

#### Scopes

The ratios below are disclosed for two scopes: the listed company Sodexo S.A. comprising around 500 employees, and an extended scope including other Sodexo companies in France, comprising around 24,600 employees, i.e., 89% of the total workforce in France.

	FISCAL 2020	FISCAL 2021	FISCAL 2022	FISCAL 2023	FISCAL 2024
<b>Company performance</b>					
Group revenue (in million euros)	19,321	17,428	21,125	23,419	24,216
(year on year variance)	(12.0%)	(9.8%)	21.2%	10.9%	3.4 %
Group UOP (in million euros)	569	578	1,059	1,314	1,132
(year on year variance)	(52.6%)	1.6%	83.2%	24.1%	(13.9)%
<b>Information on extended scope</b>					
<b>Employee compensation (in euros)</b>					
Employee average compensation (full time equivalent)	31,556	33,047	35,382	36,704	37,146
(year on year variance)	(0.5%)	4.7%	7.1%	3.7%	1.2%
Employee median compensation (full time equivalent)	24,809	25,192	26,763	27,924	28,987
(year on year variance)	0.7%	1.5%	6.2%	4.3%	3.8%
<b>Group Chief Executive Officer</b>					
Annual compensation (in euros)	1,581,263	2,594,682	882,402	3,482,906	3,845,834
(year on year variance)	(47.2%)	64.1%	(66.0%)	294.7%	10.4%
Ratio versus employee average compensation	50	79	25	95	104.00
(year on year variance)	(47.0%)	56.7%	(68.2%)	280.5%	9.1%
Ratio versus employee median compensation	64	103	33	125	133
(year on year variance)	(47.6%)	61.6%	(68.0%)	278.3%	6.4%
<b>Information on Sodexo S.A.</b>					
<b>Employee compensation - Sodexo S.A. (in euros)</b>					
Employee average compensation (full time equivalent)	117,802	148,412	138,278	157,372	152,975
(year on year variance)	(9.4%)	26.0%	(6.8%)	13.8%	(2.8%)
Employee median compensation (full time equivalent)	89,800	103,519	92,494	96,588	100,399
(year on year variance)	18.5%	15.3%	(10.7%)	4.4%	3.9%
<b>Group Chief Executive Officer</b>					
Ratio versus employee average compensation	13	17	6	22	25
(year on year variance)	(41.8%)	30.2%	(63.5%)	246.8%	13.6%
Ratio versus employee median compensation	18	25	10	36	38
(year on year variance)	(55.5%)	42.3%	(61.9%)	278.0%	6.2%

• Fiscal 2020

The compensation indicated for the Chief Executive Officer is that of Denis Machuel for a full year. During this fiscal year, the fixed compensation was reduced by 50% in the second half and no performance shares were granted.

• Fiscal 2021

The compensation indicated for the Chief Executive Officer is that of Denis Machuel for a full year. His fixed compensation was reestablished and paid at the target level. The variable compensation for Fiscal 2020 was not paid following the cancellation decided by the Board of Directors given the health crisis linked to the Covid-19 pandemic. He received a grant of performance shares.

Sodexo employees did not receive variable compensation for Fiscal 2020 since the targets were not reached due to the health crisis. During Fiscal 2021, eligible Sodexo employees received variable compensation for the first half of the fiscal year in advance.

• Fiscal 2022

The compensation indicated for the Chief Executive Officer is that of the Chairwoman and CEO (Sophie Bellon). It includes the compensation she received in September 2021 in her role as Chairwoman of the Board of Directors, then that received from October 2022 for her roles as Chairwoman of the Board of Directors

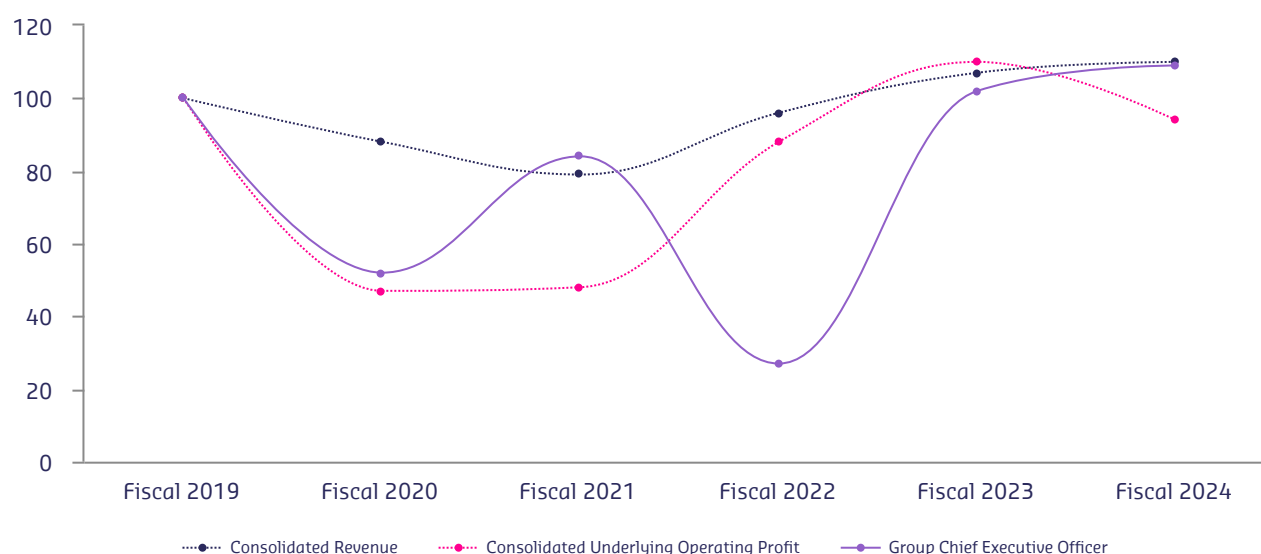
and interim Chief Executive Officer, and then as Chairwoman and CEO. The Chairwoman and CEO did not receive any variable compensation in Fiscal 2021 due to the fact that she was not eligible in her role as Chairwoman of the Board of Directors. She did not receive any performance share grants.

• Fiscal 2023 and 2024

The compensation indicated for the Chief Executive Officer is that of the Chairwoman and CEO (Sophie Bellon). It includes her fixed compensation, the variable compensation paid for the previous fiscal year and the grant of performance shares during the fiscal year (further details on compensation for Fiscal 2024 are provided in section 7.4.2.1 of this document).

The chart below shows the change in the ratios between (i) the compensation of the Chairwoman and CEO for Fiscal 2022, 2023 and 2024 and the Chief Executive Officer for previous years and (ii) the average and median compensation of employees in the extended scope, compared with the change in the Group's revenue and underlying operating profit. For ease of reading, the value of the different items is expressed with Fiscal 2019 as the Base 100.

## Median pay equity ratio compared to financial results - Base 100 in Fiscal 2019



#### 7.4.2.4 Information on the components of compensation paid or awarded to the directors

The total annual amount of compensation available for payment to the directors of Sodexo was set at 1.3 million euros at the Combined Annual Shareholders Meeting of December 15, 2023 (twelfth resolution). The total amount actually paid to all directors (other than to the Chairwoman of the Board) during Fiscal 2024 was 1,011,262 euros (compared to 994,513 euros during Fiscal 2023), representing 78% of the total package approved at the Annual Shareholders Meeting.

These amounts were calculated and paid in accordance with the Board of Directors' Internal Rules, based on the following criteria established for Fiscal 2024:

(in euros)	ANNUAL FIXED COMPENSATION	ADDITIONAL ANNUAL FIXED COMPENSATION FOR THE LEAD DIRECTOR	ADDITIONAL ANNUAL FIXED COMPENSATION FOR CHAIRING A COMMITTEE	VARIABLE COMPENSATION PER ATTENDANCE AT EACH MEETING
Board of Directors	20,000	30,000		4,500
Audit Committee	8,000		25,000	3,500
Nominating Committee	6,000		22,500	3,000
Compensation Committee	6,000		22,500	3,000

A travel allowance of 1,500 euros is paid to directors traveling from the United States for every Board meeting they effectively attend.

Directors are not eligible for any long-term compensation, supplemental pension plan or compensation or benefits that may result from any change in their duties, new duties, or the end of their directorship.

As stated above, the Chairwoman and CEO does not receive any directors' compensation.

The two directors representing employees both hold an employment contract with the Group and therefore receive compensation that has no connection with their office as director. The amounts of their salaries are not disclosed for confidentiality reasons.

The compensation paid to the directors during Fiscal 2024 and Fiscal 2023 (both fixed and variable), calculated based on their attendance at Board and Committee meetings according to the allocation rules indicated above, was as follows:

**TABLE 3, BASED ON THE AFEP-MEDEF CODE TEMPLATE AND AMF RECOMMENDATION 2021-02**

DIRECTORS (in euros)		FISCAL 2024		FISCAL 2023	
		AMOUNT AWARDED	AMOUNT PAID	AMOUNT AWARDED	AMOUNT PAID
Sophie Bellon <sup>(1)</sup>	Directors' compensation	N/A	N/A	N/A	N/A
	Other compensation	3,537,859	2,077,486	3,861,852	1,698,391
François-Xavier Bellon <sup>(2)</sup>	Directors' compensation	108,262	108,262	98,000	98,000
	Bellon SA compensation	450,020	450,020	450,018	450,018
Nathalie Bellon-Szabo <sup>(3)</sup>	Directors' compensation	72,500	72,500	72,500	72,500
	Other compensation	1,688,054	1,104,244	1,695,393	995,426
Philippe Besson <sup>(4)</sup>	Directors' compensation	75,500	75,500	75,500	75,500
Françoise Brougher <sup>(5)</sup>	Directors' compensation	42,268	42,268	107,000	107,000
Jean-Baptiste Chasseloup de Chatillon	Directors' compensation	110,762	110,762	91,000	91,000
Federico J. González Tejera	Directors' compensation	72,500	72,500	60,208	60,208
Véronique Laury	Directors' compensation	77,000	77,000	77,000	77,000
Cathy Martin <sup>(4)</sup>	Directors' compensation	77,000	77,000	64,500	64,500
Luc Messier	Directors' compensation	137,000	137,000	129,111	129,111
Gilles Pélisson <sup>(6)</sup>	Directors' compensation	61,454	61,454	N/A	N/A
Patrice de Talhouët <sup>(7)</sup>	Directors' compensation	51,500	51,500	27,527	27,527
	Bellon SA compensation	641,815	641,815	340,965	340,965
Cécile Tandeau de Marsac	Directors' compensation	125,516	125,516	141,500	141,500

(1) Sophie Bellon, in her capacity as Chairwoman and CEO of the Sodexo Group, received the compensation described in section 7.4.2.1 above). She received other compensation during the fiscal year for her duties as a member of Bellon SA's Management Board (210,020 euros for Fiscal 2024 and 210,018 euros for Fiscal 2023).

(2) François-Xavier Bellon received other compensation during the fiscal year for his duties as a Chairman of Bellon SA's Management Board (450,020 euros for Fiscal 2024 and 450,018 euros for Fiscal 2023).

(3) Nathalie Bellon-Szabo received other compensation during the fiscal year for her duties as a member of Bellon SA's Management Board (210,000 euros for Fiscal 2024 and 210,010 euros for Fiscal 2023) as well as for her duties as Chief Executive Officer of Sodexo Live! (for Fiscal 2024, 1,478,054 euros and performance shares with a grant date value equivalent to 699,941 euros and, for Fiscal 2023, 785,426 euros and 699,967 euros respectively).

(4) Philippe Besson and Cathy Martin are directors representing employees. The salaries they receive under their employment contract are not disclosed for confidentiality reasons. At Philippe Besson's request, part of the compensation due to him for his role as director representing employees is paid to the trade union that appointed him (i.e., 25,714 euros paid to Philippe Besson and 49,786 euros paid to his trade union).

(5) Françoise Brougher's term expired on December 15, 2023.

(6) Gilles Pélisson was appointed as a new director at the Combined Annual Shareholders Meeting of December 15, 2023.

(7) Patrice de Talhouët received other compensation during the fiscal year for his duties as Chief Executive Officer of Bellon SA (641,815 euros for Fiscal 2024 and 340,965 euros on a *pro rata temporis* basis for Fiscal 2023).

### 7.4.3 Compensation policy for the Sodexo Leadership Team

The compensation policy applicable to members of the Sodexo Leadership Team is reviewed each year by the Compensation Committee and the Board of Directors. It is fully aligned with that of the Chief Executive Officer.

The compensation of Sodexo Leadership Team members is made up of the following:

- a fixed salary;
- annual variable compensation:
  - the annual variable compensation represents between 60% and 90% of the fixed salary,
  - the bonus is calculated and paid following the close of the fiscal year to which it applies and after the Board of Directors has approved the financial statements;
- a long-term incentive plan, consisting of restricted share grants. Shares are subject to continued presence and performance conditions.

The applicable performance conditions are equivalent to those set for the Chief Executive Officer and described in section 7.4.1.3. of this Universal Registration Document.

In addition to this compensation, Sodexo Leadership Team members may receive benefits in kind (primarily a car and a travel allowance) and pension plan contributions (under defined contribution and, where applicable, defined benefit plans).

Total compensation paid during Fiscal 2024 by the Group to members of the Sodexo Leadership Team in office as of August 31, 2024 (including the Chairwoman and CEO, details of whose compensation are provided in section 7.4.2.1 of this document), amounted to 14,714,360 euros.

This amount comprises:

- a fixed portion of 7,223,509 euros;
- a variable portion of 7,490,851 euros made up of the variable compensation paid during Fiscal 2024.

## 7.4.4 Description of the long-term incentive plan – Restricted share plans

Sodexo's long-term incentive policy has two objectives:

- to incentivize the Group's executives, managers and other employees by aligning their financial interests with those of Sodexo's shareholders;
- to attract and retain the *intra-entrepreneurs* needed to expand and strengthen Sodexo's market leadership.

Since Fiscal 2013, long-term incentive plans have consisted exclusively of restricted share plans.

In the eighteenth resolution adopted at the Combined Annual Shareholders Meeting on December 15, 2023, the Company's shareholders renewed the authorization given to the Board of Directors to grant, on one or more occasions, existing and/or newly issued restricted shares of the Company to employees and Corporate Officers of the Group.

The terms and conditions of the restricted share plans (including the related continued presence and performance conditions) and the list of beneficiaries are determined by the Board of Directors, based on recommendations of the Compensation Committee.

The terms and conditions of the restricted share plans granted within the Group are as follows:

- the restricted share grants take place annually and are decided primarily during the first half of each fiscal year, after the publication of the financial statements for the previous fiscal year. It can be decided to make an additional grant during the second half, mainly for recently recruited beneficiaries for whom the share grant is decisive in recruitment;
- vesting of the shares is subject to a three-year continued-employment condition for each beneficiary and, for part of the shares granted, to performance conditions assessed over a three-year period.

The restricted share grants have no dilutive impact for shareholders as the shares concerned are treasury shares held by the Company.

Vesting of shares under restricted share plans in Fiscal 2024

During Fiscal 2024, the vesting period for the restricted share plan set up by the Board of Directors on November 20, 2020 ended on January 25, 2024. Given the proximity of this vesting date to that of the Pluxee spin-off planned for February 1, 2024, the Board of Directors, at its meeting of October 25, 2023, agreed to bring forward the vesting date of the shares to January 16, 2024, for reasons linked to the operational management of the shares. This change had no impact on the evaluation of the performance conditions in place. It should also be noted that Sophie Bellon was not a beneficiary of this plan.

This plan provided for the following performance conditions:

- achieving a revenue objective of between 20.5 and 22.0 billion euros by the end of Fiscal 2023, aiming for a level of revenues equivalent to that of Fiscal 2019 (on a like-for-like basis);
- an increase in underlying operating profit margin, determined on an annual basis in thirds, as follows: between 2.6% and 3.2% for Fiscal 2021, between 4.2% and 5.0% for Fiscal 2022, and between 5.0% and 5.8% for Fiscal 2023. If underlying operating profit margin growth is equal to or above 6.0% by the end of 2023, the objective will be considered to have been fully achieved;
- Sodexo's Total Shareholder Return (TSR) at December 15, 2023, the date of the Annual Shareholders Meeting called to approve the financial statements for Fiscal 2023, compared with a group of international peers comprising the following seven groups: Aramark, Compass, Edenred, Elix, ISS, Rentokil and Securitas. As G4S is no longer a listed company, it has been excluded from the peer group. The vesting rate of shares subject to this criterion is defined as follows:

SODEXO TSR RANK	PERCENTAGE OF SHARES THAT VEST*
1st quartile	100%
2nd quartile	50%
Median	15%
Below the median	0%

(\*) % of shares calculated on a straight-line basis between the two values.

- the achievement of the threshold of at least 40% of women in top management positions, consisting of all positions reporting directly to a member of the Sodexo Leadership Team;
- the achievement in Fiscal 2023 of a sustainable development objective based on a scorecard composed of the following four equally weighted criteria: 22.5% of expenditure or 1.7 billion euros generated with small or medium-sized suppliers, 3,000 sites having deployed tools to reduce food waste, 40% renewable electricity for scopes 1 and 2 (electricity from Sodexo buildings) and lastly, 57% of products derived from plants rather than from animals.

The financial performance conditions of the plan, covering the Group scope including Pluxee (*e.g.*, Benefits & Rewards), were largely met.

Revenues for Fiscal 2023 (including Pluxee) reached 23.4 billion euros, more than 6% above the upper value of the target range. This strong performance reflects the good recovery in post-Covid business, a rigorous inflation management, and the accelerated contribution from new contracts;

Underlying operating profit margin also hit or exceeded the performance range for the three years covered by the plan:

- underlying operating profit margin for Fiscal 2021 rose to 3.4%, outperforming the 2.6% to 3.2% performance range, reflecting faster-than-expected recovery in post-Covid business levels, active management of the business and contract portfolio, and very tight cost control;
- underlying operating profit margin for Fiscal 2022 came in at 5.0%, at the upper end of the 4.2% to 5.0% performance range – despite inflationary pressures and investments in digital, sales and marketing – thanks to the strong recovery in post-Covid revenue, combined with continued tight cost control and higher interest rates in the Benefits & Rewards business;
- underlying operating profit margin for Fiscal 2023 (including Pluxee) stood at 5.6%, at the high end of the 5.0% to 5.8% performance range, driven by operating leverage from higher revenue and tight control of overheads, as well as the significant rise in interest rates at Pluxee, which boosted financial revenues and margins. These factors offset inflationary pressures on production costs for on-site activities, and the investments needed to support long-term growth.

The stock market performance condition related to Sodexo's TSR versus an industry peer group was met in full, with Sodexo generating a TSR over the period of +64.2% to rank second, *i.e.*, in the first quartile of the seven companies included in the peer group.

The diversity condition was also met in full, with 41.8% women among executives reporting to a member of Sodexo Leadership Team as of August 31, 2023.

Lastly, the condition linked to the sustainable development scorecard was partially met, with three of the four defined criteria achieved by 2023:

- expenditure with small and medium-sized suppliers amounted to 2.2 billion euros, above the target of 1.7 billion euros;



- 5,312 sites have deployed tools to reduce food waste, above the target of 3,000 sites;
- 54% of Sodexo buildings now use renewable electricity, above the target of 40%;
- the percentage of products that are plant rather than animal based was found to be 56.3% in Fiscal 2023, close to the target of 57% that had been set, but insufficient to achieve the objective.

CRITERIA	REVENUES	OPERATING PROFIT MARGIN	TSR	SUSTAINABLE DEVELOPMENT SCORECARD	DIVERSITY
ACHIEVEMENT RATE	100%	96%	100%	75%	100%

As a result, on January 16, 2024, 671,693 shares vested under the plan granted on November 25, 2020.

### Plans granted during Fiscal 2024

The performance conditions of the plans granted on February 23, 2024 and June 27, 2024 are detailed in section 7.4.2.1, in the sub-section relating to performance shares granted in respect of Fiscal 2024 to the Chairwoman and CEO.

### Specific adjustments following the Pluxee spin-off on February 1, 2024

The number of outstanding performance shares (2022, 2022-2, 2023 et 2023-2 plans) has been adjusted following the Pluxee spin-off, to reflect the effect of this type of transaction on the parent company's share price, which fell automatically.

In accordance with the compensation policy approved by the Combined Annual Shareholders Meeting of December 15, 2023, as indicated in the Board of Directors' report on earnings distribution presented to the Ordinary Annual Shareholders Meeting of January 30, 2024, and pursuant to article L.228-99 of the French Commercial Code, the Board of Directors decided to protect the rights of Sodexo share plan beneficiaries whose shares were scheduled to vest after the spin-off date, through a technical adjustment consisting of multiplying the number of outstanding performance shares by the following ratio:

$$\text{Adjustment ratio}^3 = \frac{\text{Value of Sodexo share prior to distribution}}{(\text{Value of Sodexo share prior to distribution} - \text{Amount of distribution per Pluxee share})} = \frac{103.22}{(103.22 - 28.50)} = 1.3814$$

This adjustment ratio was applied identically to all of the beneficiaries of outstanding performance shares, with no impact on the IFRS value of the plans. The number of performance shares awarded to Sophie Bellon on January 31, 2023 was adjusted to 33,844 performance shares, with no impact on the IFRS value of this grant, which remains at 1,784,516 euros.

The objectives corresponding to the financial and stock market conditions of the outstanding plans have also been adjusted following the spin-off to take into account the Sodexo Group's new scope of consolidation, and to ensure that a like-for-like analysis can be performed at the end of the vesting period:

- for the financial conditions relating to organic growth and underlying operating profit, the Board of Directors has restated the expected performance levels for the Pluxee businesses, based on the multi-year budgets used to set the initial targets. The performance ranges have been maintained;
- with regard to Total Shareholder Return (TSR), the only change concerns the peer group, which now excludes Edenred. The performance measurement period and the vesting grid, including the rule of no vesting below the median, remain unchanged.

Further details of the plans in force are provided in the table below:

## Restricted shares granted to Group managers

**TABLE 9, BASED ON THE AFEP-MEDEF CODE TEMPLATE AND AMF RECOMMENDATION 2021-02**

	2020 PLAN	2022 PLAN	2022-2 PLAN	2023 PLAN	2023-2 PLAN	2024 PLAN	2024-2 PLAN
Date of Annual Shareholders Meeting	01/22/2019	12/14/2021	12/14/2021	12/14/2021	12/14/2021	12/15/2023	12/15/2023
Date of grant by the Board of Directors	11/25/2020	02/01/2022	06/22/2022	01/31/2023	06/28/2023	02/23/2024	06/27/2024
Total number of shares granted	922,840	1,038,446	34,231	1,078,145	34,253	834,387	28,732
Total number of beneficiaries	2,145	2,181	25	2,332	41	2,116	27
% of share capital	0.63%	0.70%	0.02%	0.75%	0.02%	0.57%	0.02%
<b>Performance conditions</b>							
Underlying operating profit	X	X	X	X	X	X	X
Revenue	X	X	X	X	X	X	X
TSR	X	X	X	X	X	X	X
Corporate responsibility	X	X	X	X	X	X	X
<b>Plans</b>							
Vesting date	16/1/2024 <sup>(1)</sup>	02/01/2025	06/22/2025	01/30/2026	06/27/2026	02/22/2027	06/26/2027
Availability date	01/17/2024	02/03/2025	06/23/2025	01/31/2026	06/28/2026	02/23/2027	06/28/2027
Total number of shares granted	922,840	1,038,446	34,231	1,078,145	34,253	834,387	28,732
o/w to Corporate Officers	28,000			47,119		46,706	0
Sophie Bellon				33,844		34,500	
Nathalie Bellon-Szabo				13,275		12,206	
Denis Machuel	28,000						
% of share capital	0.02%	0.00%	0.00%	0.02%	0.00%	0.03%	0.00%
Aggregate number of shares canceled	247,777	226,254	2,650	189,761	7,223	8,493	0
Shares forfeited due to performance conditions not being met	41,697	0	0	0	0	0	0
<b>Vested shares</b>	<b>671,693</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>
<b>Accelerated vesting for death and disability</b>	<b>3,370</b>	<b>2,748</b>	<b>400</b>	<b>1,415</b>	<b>0</b>	<b>385</b>	<b>0</b>
<b>TOTAL OF THE PLANS AT AUGUST 31, 2023</b>	<b>0</b>	<b>809,444</b>	<b>31,181</b>	<b>886,969</b>	<b>27,030</b>	<b>825,509</b>	<b>28,732</b>

(1) Share vesting date brought forward from January 25, 2024, due to the proximity of this delivery date to that of the Pluxee spin-off, for operational management reasons.

(2) Adjustment to the number of outstanding performance shares (2022, 2022-2, 2023 and 2023-2 grants) in line with the impact of the Pluxee spin-off on Sodexo's share price (see explanations on the technical adjustment above the table).

As of August 31, 2024, a total of 2,608,865 restricted shares had been granted to Group Corporate Officers and managers and not yet vested (representing approximately 1.77% of the Company's share capital as of the date of the Annual Shareholders Meeting of

December 15, 2023), for a total amount of approximately 136 million euros (as measured in accordance with IFRS at the grant date).

## Summary of restricted shares granted to the ten Group employees (other than Corporate Officers) receiving the highest number of shares or for whom the highest number vested

	TOTAL NUMBER OF SHARES	PLAN DATE
Shares granted during Fiscal 2024 to the ten Group employees receiving the largest number of restricted shares (aggregate information)	167,969	02/23/2024 06/27/2024
Shares vested during Fiscal 2024 for the ten Group employees receiving the largest number of restricted shares (aggregate information)	145,040	11/23/2020



# 8

## Shareholders and share capital

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## Financial communications calendar

<b>Fiscal 2024 Annual Shareholders Meeting</b>	<b>December 17, 2024</b>
<b>Dividend* – ex-date</b>	<b>December 19, 2024</b>
<b>Dividend* – payment date</b>	<b>December 23, 2024</b>
<b>Fiscal 2025 first quarter revenues</b>	<b>January 7, 2025</b>
<b>Fiscal 2025 half-year results</b>	<b>April 4, 2025</b>
<b>Fiscal 2025 third quarter revenues</b>	<b>July 1, 2025</b>
<b>Fiscal 2025 annual results</b>	<b>October 24, 2025</b>
<b>Fiscal 2025 Annual Shareholders Meeting</b>	<b>December 16, 2025</b>

These dates are purely indicative and are subject to change without notice. Regular updates to the calendar are available on our website [www.sodexo.com](http://www.sodexo.com).

\* Subject to approval by shareholders at the Annual Shareholders Meeting on December 17, 2024.

## Contacts

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Further information available on the Sodexo website [www.sodexo.com](http://www.sodexo.com)

## 8.1 Sodexo share performance

Sodexo shares are listed on Euronext Paris (Euroclear code: FR0000121220) and are included in the CAC Next 20 and the SBF 120 indices. In addition, Sodexo proposes securities listed in U.S. dollars, in the form of an American Depositary Receipt (ADR) that is traded on the over-the-counter (OTC) market, ticker SDXAY, with five ADRs representing one Sodexo share.

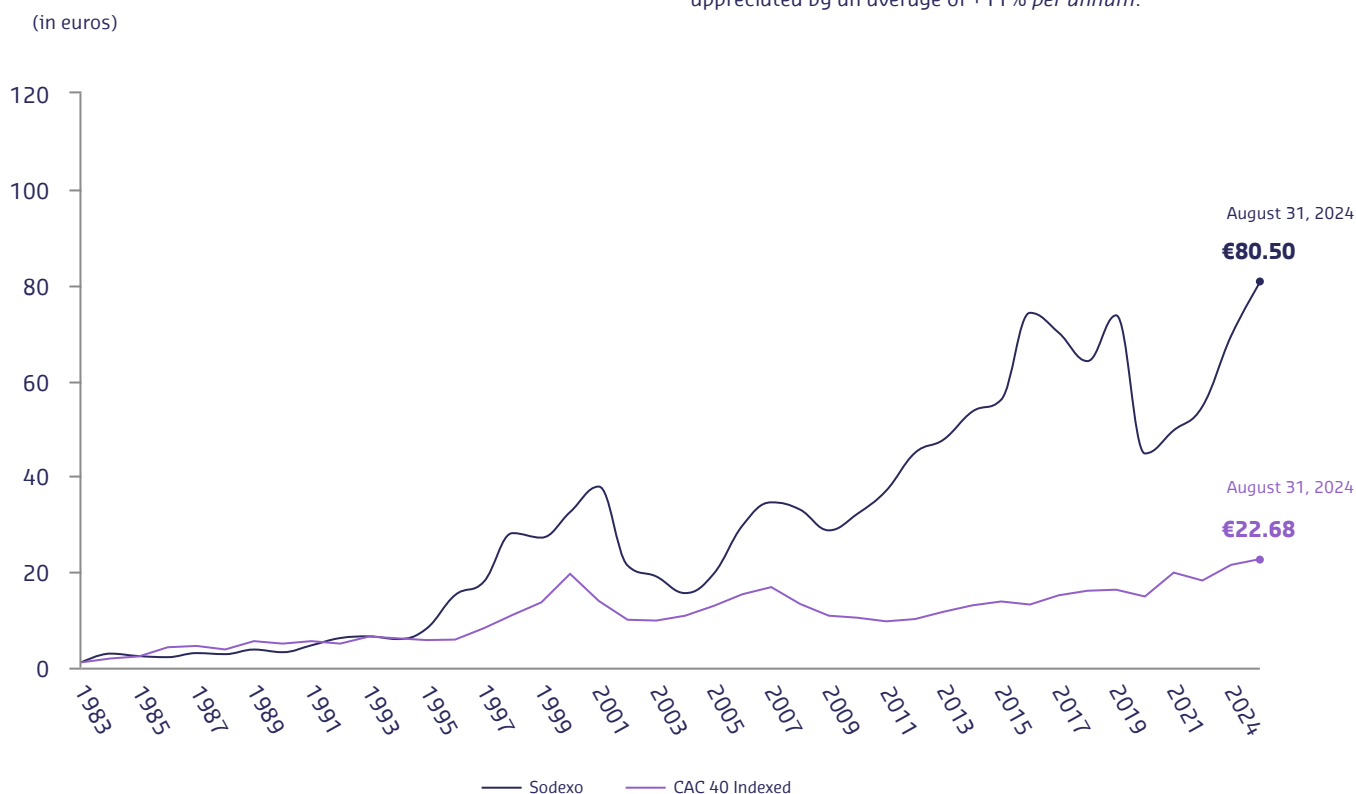
### 8.1.1 Stock market performance

#### ADJUSTED SODEXO SHARE PRICE PERFORMANCE FROM INITIAL LISTING ON MARCH 2, 1983 TO AUGUST 31, 2024, COMPARED TO THE CAC 40, INDEXED ON THE SODEXO SHARE

The initial listing of Sodexo shares was on March 2, 1983 at an adjusted price of 1.11 euro<sup>(1)</sup>. As of August 31, 2024 (the last trading day of Fiscal 2024), the closing share price was 80.50 euros.

Since its first listing, the value of the Sodexo share has been multiplied by 73x whereas the CAC 40 index has been multiplied by only 21x over the same period, resulting in significant outperformance of Sodexo shares relative to the CAC 40<sup>(2)</sup>.

Since its initial public offering in 1983, Sodexo shares have appreciated by an average of +11% *per annum*.



<sup>(1)</sup> Historical data has been adjusted for the Pluxee spin-off using the official Euronext ratio by 0.751434034416826 and for the special interim dividend paid in August 2024 by 0.929571106.

<sup>(2)</sup> CAC 40 recomposed between 1983 and 1987.

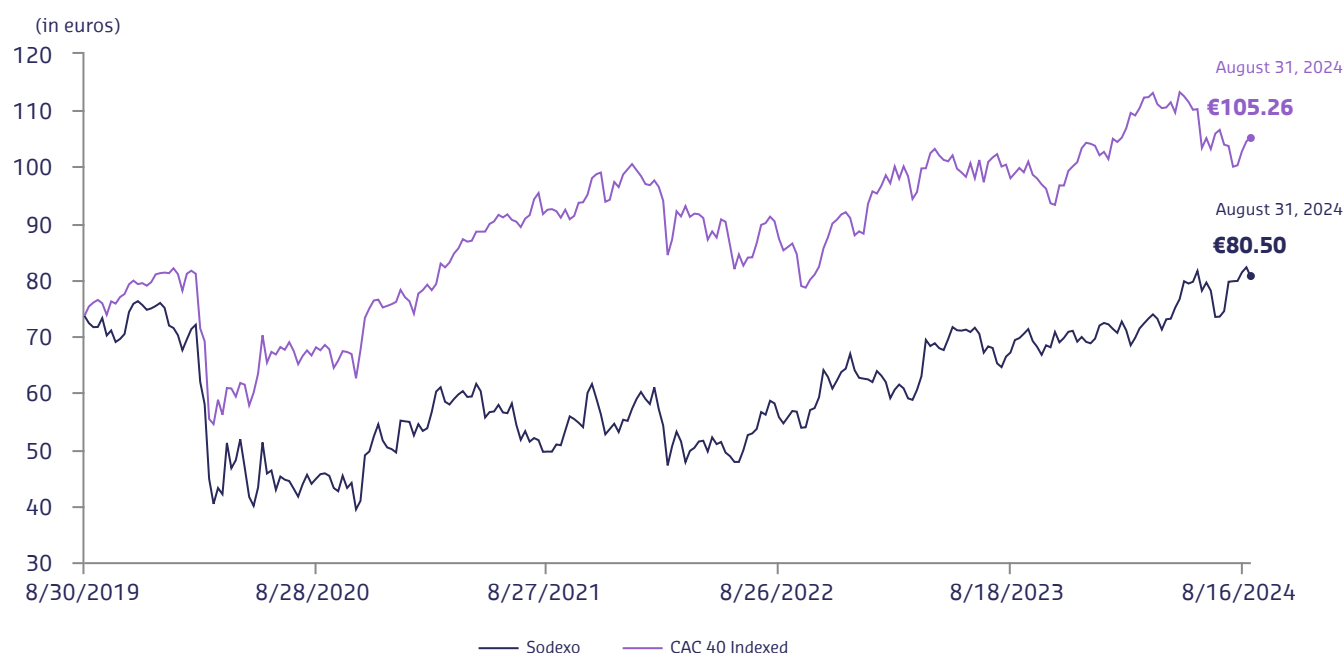
Source: Euronext



## SODEXO 5-YEAR SHARE PRICE PERFORMANCE FROM SEPTEMBER 1, 2019 TO AUGUST 31, 2024, COMPARED TO THE CAC 40, INDEXED ON THE SODEXO SHARE

Over the last five fiscal years, Sodexo's share price has increased by +9.4%, whereas the CAC 40 index has increased by +43.0% during the same period. This underperformance reflects the effects of the

pandemic which had a particularly significant impact on the Food and Leisure services activities.

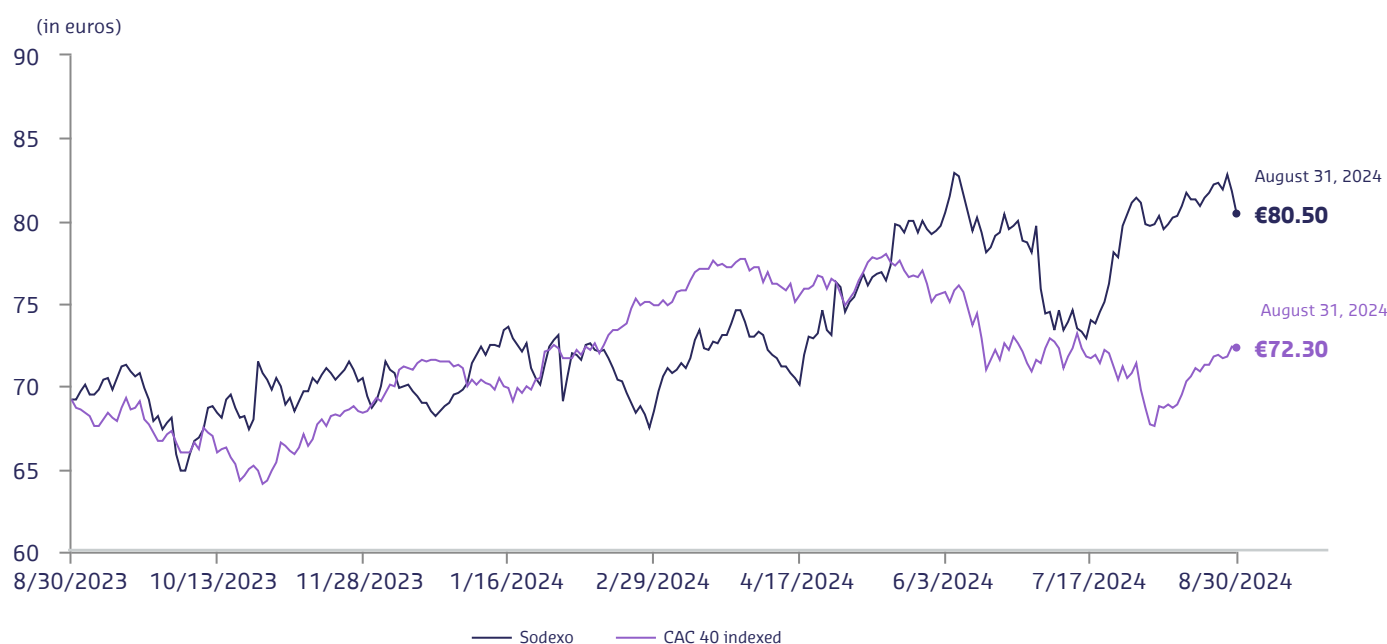


Historical data has been adjusted for the Pluxee spin-off by the official Euronext ratio by 0.751434034416826 and for the special interim dividend paid in August 2024 by 0.929571106.  
Source: Euronext.

## SODEXO 1-YEAR SHARE PRICE PERFORMANCE FROM SEPTEMBER 1, 2023 TO AUGUST 31, 2024, COMPARED TO THE CAC 40, INDEXED ON THE SODEXO SHARE

Fiscal 2024 was the year of major steps for the Group with the Pluxee spin-off, the simplification of the shareholding structure and strong operational performance. The shares were up +16.3% in Fiscal 2024, compared to an increase in the CAC 40 index of +4.5% resulting in an +11.8 points out-performance of the shares.

As of August 31, 2024, the market capitalization of Sodexo was 11.9 billion euros.



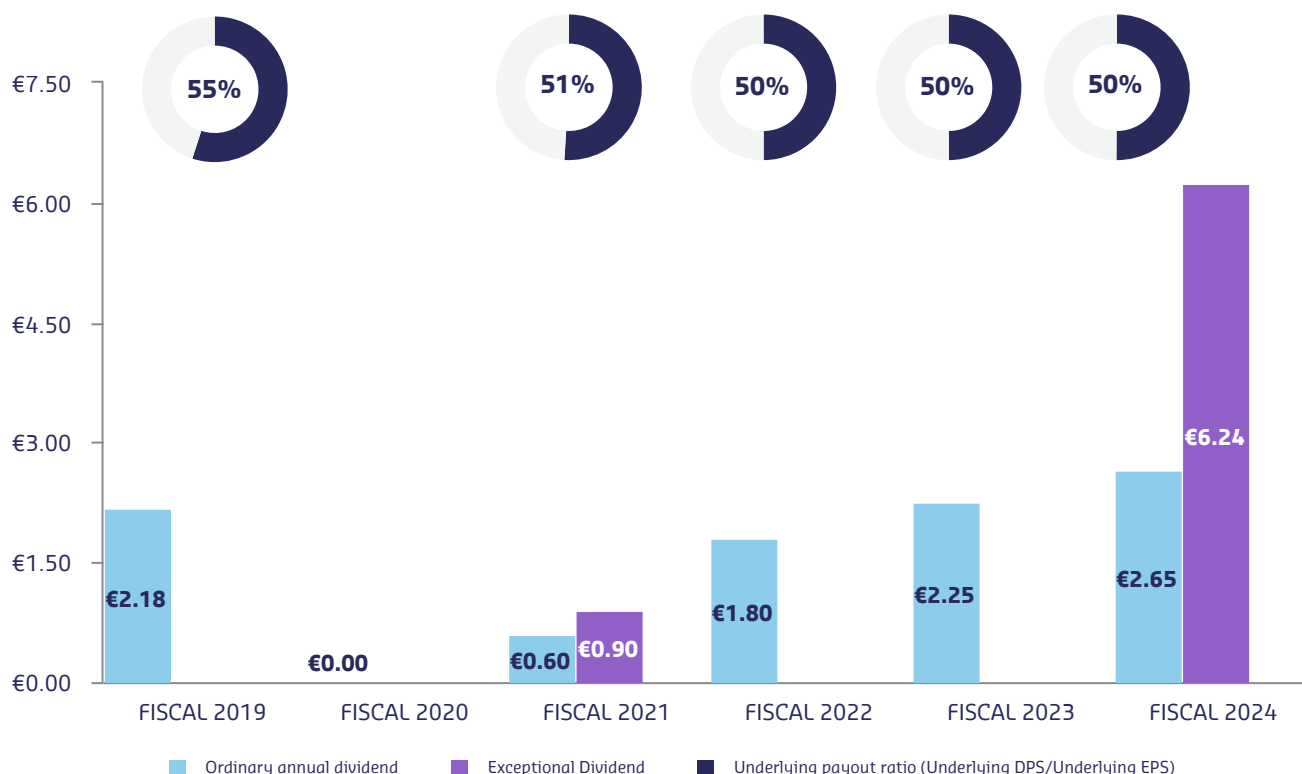
Historical data has been adjusted for the Pluxee spin-off by the official Euronext ratio by 0.751434034416826 and for the special interim dividend paid in August 2024 by 0.929571106.  
Source: Euronext.

## 8.1.2 Dividend and share performance

### Dividend policy

The Group's dividend policy is aimed at securing long-term shareholder loyalty through a regular increase in the dividend, a dividend payout ratio of around 50% of Underlying net profit, and a dividend premium for shareholders who have held their shares in registered form for a continuous period of at least four years.

Below is a chart showing the dividend and pay-out ratio (Dividend per share/Underlying Earnings per share) over the last 5 years.



Based on published continuing operations for Fiscal 2022, 2023 and 2024. Fiscal 2020 and 2021 has been adjusted for the Pluxee spin-off by the official Euronext ratio by 0.75143403441682

In July 2024, the Board decided to pay a special interim dividend of 6.24 euros to reflect the sale of Sofinsod, in which the 19.6% stake in Bellon SA was held. The shares went ex-dividend on August 27, 2024 and the dividend was paid on August 29, 2024.

In October 2024, the Board proposed the regular annual dividend of 2.65 euros, up +17.8% on the preceding year, representing a pay-out ratio of 50%, in line with the traditional dividend policy.

As a result, if approved at the Annual Shareholders Meeting, the total dividend for the year will be 8.89 euros.

For those shareholders who have held their shares in registered form for at least four years consecutively, the dividend premium will amount to 0.26 euro per share as dividend on the Group's results, for a number of shares limited to a maximum of 0.5% of Sodexo's share capital for any one shareholder.

	FISCAL 2024	FISCAL 2023	FISCAL 2022	FISCAL 2021	FISCAL 2020
<b>SHARE PRICE</b> (in euros) <sup>(1)</sup>					
Opening price as of September 1	69.19	53.07	49.20	41.95	72.68
Closing price as of August 31	80.5	69.17	53.39	48.91	41.88
Market capitalization as of August 31 (in billions euro)	11.9	10.2	7.9	7.2	6.1
12-month low	64.50	52.47	43.59	37.30	35.22
12-month high	83.10	72.61	61.46	61.50	75.02
<b>DAILY AVERAGE VOLUME OF SHARE TRADING</b>					
In number of shares	250,052	217,297	258,730	305,017	338,666
In value (in thousands euro)	18,252	19,490	19,441	22,531	29,058
<b>DIVIDEND AND SHARE PERFORMANCE</b>					
Total payout including dividend premium (in million euros)	1,325 <sup>(2)(3)</sup>	352	265	221	—
Total payout ratio (Total payout/Group net profit)	179.5%	51.6%	50.4%	85.0%	N/A
Dividend per share (Underlying DPS) (in euros)	8.89 <sup>(4)</sup>	2.25	1.80	0.90	—
10% dividend premium (in euros)	0.265 <sup>(4)</sup>	0.23	0.18	0.09	—
Earnings per share (EPS) <sup>(5)</sup> (in euros)	5.04	3.83	3.51	0.71	(1.62)
Underlying earnings per share (Underlying EPS) <sup>(5)</sup> (in euros)	5.29	4.51	3.59	1.78	1.58
Underlying payout ratio (Underlying DPS/Underlying EPS) <sup>(5)</sup>	168.0% <sup>(3)</sup>	49.9%	50.2%	50.7%	N/A
<b>TOTAL SHAREHOLDER RETURN (TSR)<sup>(6)</sup></b>	<b>+28.7%</b>	<b>+32.7%</b>	<b>+12.0%</b>	<b>+16.8%</b>	<b>-39.6%</b>

<sup>(1)</sup> Historical data has been adjusted for the Pluxee spin-off by the official Euronext ratio by 0.751434034416826 and for the special interim dividend by 0.929571106.

<sup>(2)</sup> Theoretical payout for current fiscal year and actual figures for previous years. Includes dividend premium.

<sup>(3)</sup> Based on the exceptional interim dividend of 6.24 euros and the dividend proposed on the Group's results of 2.65 euros. The Underlying payout ratio (Underlying DPS/Underlying EPS) would be 50% without the special interim dividend.

<sup>(4)</sup> To be approved by shareholders at the Annual Shareholders Meeting on December 17, 2024.

<sup>(5)</sup> Based on published continuing operations for Fiscal 2022, 2023 and 2024. Fiscal 2020 and 2021 has been adjusted for the Pluxee spin-off by the official Euronext ratio by 0.75143403441682

<sup>(6)</sup> Calculation of the Total Shareholder Return over a given period and calculated as follows: (share price at the end of the period – share price at the end of the previous period + dividend paid over the period, excluding the dividend premium)/share price at the end of the previous period.

## 8.1.3 Registered shareholders

### Loyalty advantages

Registered Sodexo shareholders are entitled to:

- double voting rights for registered shares held for at least four years;
- a dividend premium of 10% for registered shares held for at least four years (the number of shares eligible for this dividend premium may not exceed 0.5% of the share capital for any single shareholder)
- automatic invitation to Shareholders Meetings and personalized information on all financial transactions (capital increases, bond issues, etc.);
- an exemption from administration costs (for directly-registered shares only).

### Share Codes

Sodexo shares are traded under the ISIN code FR0000121220.

The code for registered shares already eligible for the dividend premium is FR0011532431.

Different share codes have been introduced for registered shares in order to reflect the period in which the shares were acquired and to determine eligibility for the dividend premium.

The use of different codes does not affect trading of the shares. When selling shares, it is advisable to sell the most recently acquired first in order to maintain the dividend premium and extra voting rights on the highest number of remaining shares.

REFERENCE DATE FOR REGISTRATION OF SHARES	RIGHT TO DIVIDEND PREMIUM FOR FISCAL	NAME OF LOYALTY CODES	ISIN CODES FOR REGISTERED SHARES AS AT SEPTEMBER 1, 2023
August 31, 2020	2024	Actions prime de fidélité	FR0011532431
August 31, 2021	2025	Actions prime de fidélité 2025	FR0013536729
August 31, 2022	2026	Actions prime de fidélité 2026	FR0014004UW8
August 31, 2023	2027	Actions prime de fidélité 2027	FR001400C460
August 31, 2024	2028	Actions prime de fidélité 2028	FR001400K6E0
August 31, 2025	2029	Actions prime de fidélité 2029	FR001400S2Z6

On September 1, 2024, Euroclear merged the shares held under the code FR0013447026 for the Actions prime de fidélité 2024 into the code FR0011532431.

## Contacts

Directly-registered shareholder accounts are managed by Société Générale, which also acts as transfer agent for all Sodexo registered shareholders.

### For further information, call:

Société Générale Nantes (France): +33 2 51 85 67 89

or visit the Société Générale website: [www.sharinbox.societegenerale.com](http://www.sharinbox.societegenerale.com)

## 8.1.4 ADR program

Since Sodexo's voluntary delisting from the New York Stock Exchange in 2007, Sodexo American Depositary Receipts (ADRs) are traded on the over-the-counter (OTC) market, ticker SDXAY, with five ADRs representing one Sodexo share.

Advantages for U.S. investors:

- U.S. brokers purchase, sell and settle the ADRs in the same way as they would for the shares of a U.S. Company;
- the prices of the ADRs are quoted in U.S. dollars and the dividends are paid in U.S. dollars;
- ADRs are a straightforward and effective way of enabling U.S. investors to invest in international companies;
- during the Pluxee spin-off in the form of a dividend, as Pluxee does not have an ADR program, Citibank sold the Pluxee shares and distributed the proceeds of the sale to each ADR holder.

### KEY INFORMATION ON THE SODEXO ADRs

ADR ticker symbol	SDXAY
Platform	OTC
CUSIP	833792104
DR ISIN	US8337921048
ISIN code	FR0000121220
SEDOL	7062713
Custodian bank	Citibank Europe Plc (Dublin)
ADR ratio	5 ADRs for 1 ordinary share

### CONTACTS AT CITIBANK FOR ANY QUESTIONS CONCERNING THE ADRs

New York	London
Michael O'Leary	Michael Woods
<a href="mailto:citiadr@citi.com">citiadr@citi.com</a>	<a href="mailto:citiadr@citi.com">citiadr@citi.com</a>
Tel: +1 212 723 4483	Tel: +44 20 7500 2030

## 8.2 Financial communications policy

— To better meet shareholders' expectations, Sodexo continually enhances its investor relations program by developing new information channels and improving the quality of its interactions during meetings with the financial community.

### 8.2.1 Listening to shareholders and the financial community

In order to comply with all applicable regulations in connection with its listing on Euronext Paris (the French stock exchange), Sodexo and the teams handling financial communications follow transparency guidelines designed to ensure equal treatment of all shareholders.

Sodexo's investor relations policy is based on four core principles:

- equal treatment when disclosing quarterly financial information: all financial press releases are issued simultaneously in real time to all our stakeholders, both in French and English. These press releases are published on the Group's website ([www.sodexo.com](http://www.sodexo.com)) and distributed through the press, by e-mail and *via* an authorized provider;
- regular reporting calendar: the financial community is informed of the financial publication schedule a year in advance, and updates are always available on the Group's website;
- easy access to financial meetings: Annual Shareholder Meetings and revenue and results presentations are broadcasted *via* a live webcast and subsequently available on the Sodexo website. In addition, all financial communication is available and archived on the Group's website during 5 years.
- transparency: all information on the Group, including the Company's Bylaws, Universal Registration Document, Interim Report, press releases, presentations and share price trends, is available on the website: [www.sodexo.com](http://www.sodexo.com).

#### 8.2.1.1 Group spokesperson

Only the Chairwoman and Chief Executive Officer along with the Sodexo Leadership Team are authorized to provide financial communications. The Chairwoman and Chief Executive Officer also appoints the Investor Relations team to act as Group's spokespeople, within specific delegated authority.

#### 8.2.1.2 Preparation and publication of financial communications

All financial communication is reviewed prior to publication by a Group Disclosure Committee comprising of representatives from Group Finance, Strategy, Zones, Communications, Corporate Responsibility, Legal, Board Secretary and Human Resources.

Once approved by the Chairwoman and Chief Executive Officer, the Chief Financial Officer or the Board of Directors (depending on the nature of the information), it is shared with the markets through a press release issued simultaneously to the entire financial community and stock market authorities.

Barring exceptional circumstances, all information with the potential to influence the share price is published at 7am, Paris time before Euronext Paris opens for trading.

**Sodexo does not communicate financial information during the following periods:**

- 30 calendar days preceding the date of publication of the annual and half-year consolidated financial statements;
- 15 calendar days preceding the date of publication of its first and third quarter consolidated financial information.

#### 8.2.1.3 Code of conduct - Integrity principles for senior managers

To uphold Sodexo's commitment to transparency and regulatory compliance, the Board of Directors adopted a Code of conduct with integrity principles for senior managers since 2003.

The Code of conduct sets out a core set of behaviors:

- to avoid actual or potential conflicts of interest;
- to comply with all laws, rules and regulations;
- to protect the Group's confidential information;
- to conduct all business fairly;
- to hold managers accountable for their behavior and create an environment of trust where concerns can be reported without fear of retaliation or retribution.

The Group's ethical principle of transparency ensures efficient communication with the Group's shareholders, providing them with full and accurate information on the Group's financial status and profits. The Group is committed to timely, complete, accurate, reliable and clear reporting.

## 8.2.2 Universal Registration Document

According to Regulation (EU) 2017/1129 in force since July 21, 2019 and its Delegated Regulation 2019/980, Sodexo publishes a Universal Registration Document. This document aims to enhance shareholder and investor understanding of the activities, financial situation, risk factors, overall strategy and non-financial aspects of the Group.

The Universal Registration Document is filed each year with the French securities regulator (*Autorité des marchés financiers – AMF*) in

accordance with its General Regulation. This document can be viewed on the AMF website ([www.amf-france.org](http://www.amf-france.org)). It is also available, along with the English version, at [www.sodexo.com](http://www.sodexo.com).

An interactive and accessible version of the Universal Registration Document in French and English is also available on the Group's website to facilitate reading, particularly for those that are visually impaired.

## 8.2.3 Annual Shareholders Meeting

The Annual Shareholders Meeting is announced in official notices published in the BALO (*Bulletin des annonces légales obligatoires*) in France and on the Group's website, at [www.sodexo.com](http://www.sodexo.com).

The notice of meeting is available in French and English at least 15 days prior to the meeting. It is sent to all registered shareholders, and to other shareholders upon request. It is also available at [www.sodexo.com](http://www.sodexo.com).

A live webcast of the Sodexo Annual Shareholders Meeting as well as for the recent ad hoc general meeting to approve the Pluxee spin-off, are broadcast on our website, enabling shareholders who cannot attend in person to ask questions and follow the voting on resolutions. The webcast of the last Annual Shareholders Meeting has been archived and is available on the Sodexo website.

## 8.2.4 Regular meetings and ongoing dialogue

Sodexo is committed to genuine dialogue with its shareholders and with the broader financial community. In order to ensure that the figures it releases each quarter are fully understood, the Group organizes conference calls led by the Chairwoman and Chief Executive Officer and Chief Group Financial Officer.

In addition, a program of regular meetings with investors and analysts from all around the world is put in place each year, with the Chairwoman and Chief Executive Officer, the Chief Financial Officer, as well as the Lead Independent Director, and the Investor Relations team. These individual meetings create opportunities for more informal dialogue. The vast majority of these meetings took place online in Fiscal 2024, even though we are arranging more face-to-face visits. The virtual format has made these meetings much easier to plan and increased attendance whilst reducing costs and carbon emissions.

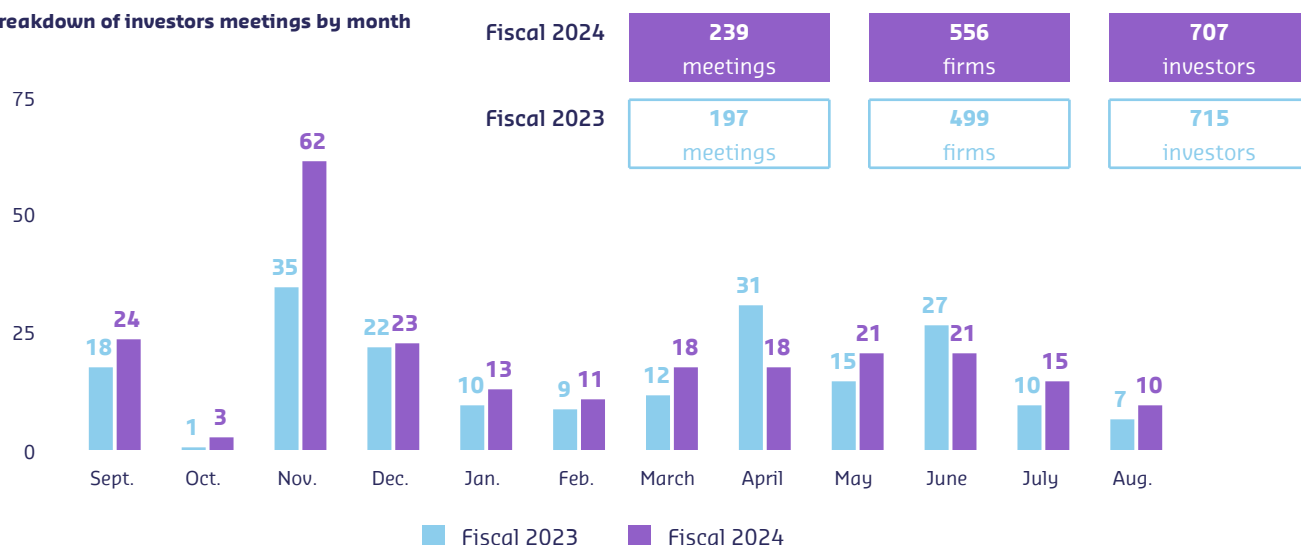
Themed briefings are also held periodically to give investors and analysts insight into front-line operations, or the progress being made from an Environmental, Social and Governance point of view.

This year, the IR team organised a site visit for the sell-side analysts to better understand the on the ground day-to-day challenges of the Sodexo teams.

In Fiscal 2024, Sodexo met with 707 investors from 556 financial institutions, conducted 6 roadshows and participated in 14 investor conferences. The number of meetings and financial institutions met increased year-on-year demonstrating interest in the new pure-player status of the Group following the Pluxee spin-off.

Lastly, the Investor Relations team is always available to answer questions from shareholders, analysts and institutional investors.

Breakdown of investors meetings by month





## 8.2.5 The Shareholders Club

Sodexo launched its Shareholders Club in October 2019. This club aims to strengthen the personal link between the Company and its individual shareholders, and provide a direct flow of information on Sodexo and its services and a dedicated forum for discussion.

We held a Shareholders' Club event on July 5, 2024 at the Group's headquarters in Issy-les-Moulineaux. The subject of the conference was Innovation and trends in the French hospital market. It was led by a member of Sodexo France Leadership Team.

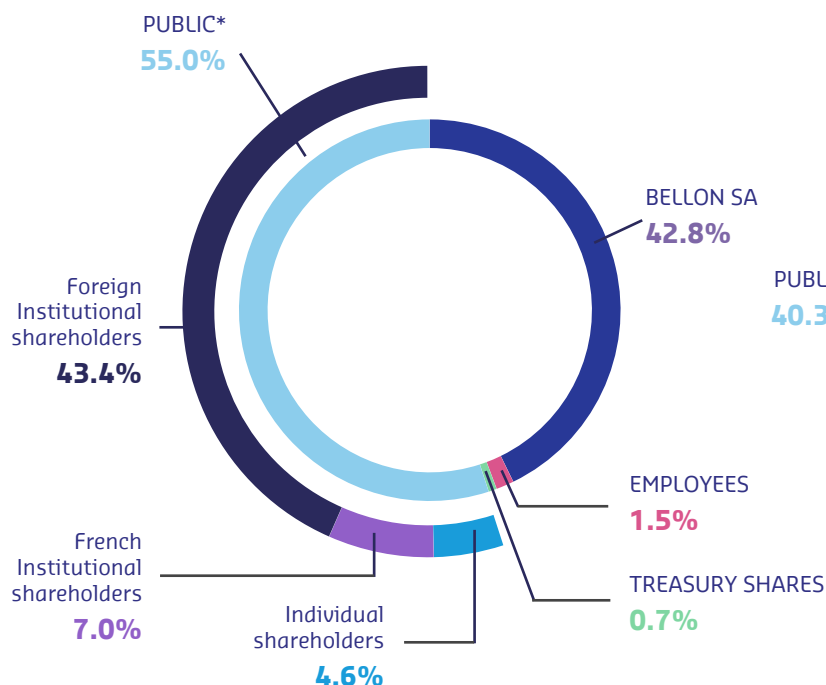
The participants appreciated the insight on our activities, our commitment to sustainability, and the Group's strategic adaptation to the challenges in the hospital sector.

The Shareholders Club wishes to organize such informational meetings in the future.

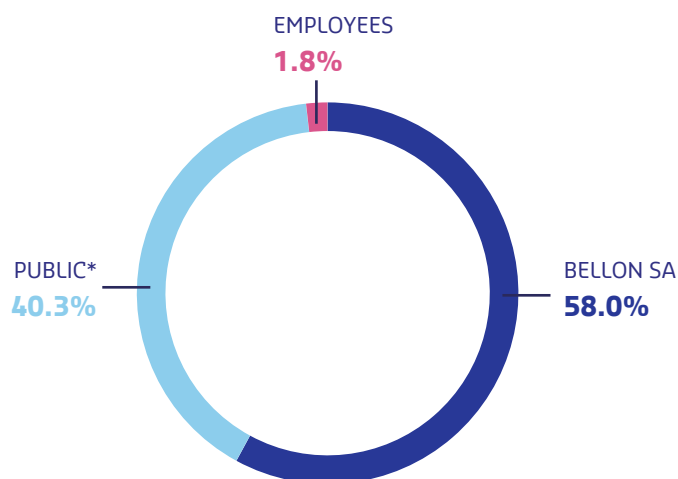
To become a member, you simply fill out the form available on [www.sodexo.com](http://www.sodexo.com), in the shareholders section.

## 8.3 Shareholders

SHAREHOLDER BREAKDOWN  
AS OF AUGUST 31, 2024



VOTING RIGHTS BREAKDOWN  
AS OF AUGUST 31, 2024



Source: Nasdaq.

\* Number of shares held as at June 30, 2024

### 8.3.1 Evolution of the share capital in the last three fiscal years

As at August 31, 2024, the share capital of the Company was an aggregate nominal value of 589,819,548 euros divided into 147,454,887 shares of a nominal value of 4 euros each. There were no changes in the Company's share capital between August 31, 2024 and the date of publication of this document.

The table below provides the evolution of the Company's share capital over the last three fiscal years:

	DATE OF THE TRANSACTION	NATURE OF THE OPERATION	NUMBER OF SHARES CANCELLED	NUMBER OF SHARES COMPRISING THE SHARE CAPITAL FOLLOWING THE OPERATION	SHARE CAPITAL FOLLOWING THE OPERATION
Position for Fiscal 2022	-	-	-	147,454,887	€589,819,548
Position for Fiscal 2023	-	-	-	147,454,887	€589,819,548
Position for Fiscal 2024	-	-	-	147,454,887	€589,819,548

## 8.3.2 Changes in the breakdown of share capital and voting rights over the last three years

SHAREHOLDERS (in number/%)	AUGUST 31, 2024			AUGUST 31, 2023			AUGUST 31, 2022		
	SHARES HELD	THEORETICAL VOTING RIGHTS <sup>(1)</sup>	EXERCISABLE VOTING RIGHTS <sup>(1)</sup>	SHARES HELD	THEORETICAL VOTING RIGHTS	EXERCISABLE VOTING RIGHTS	SHARES HELD	THEORETICAL VOTING RIGHTS	EXERCISABLE VOTING RIGHTS
Bellon SA	63,040,363 42.8%	126,080,726 57.7%	126,080,726 58.0%	63,040,363 42.8%	125,290,848 57.6%	125,290,848 57.9%	63,040,363 42.8%	125,290,848 57.3%	125,290,848 57.5%
Artisan Partners <sup>(2) (5)</sup>	10,867,862 7.4%	10,867,862 5.0%	10,867,862 5.0%	10,697,220 7.3%	10,697,220 4.9%	10,697,220 4.9%	10,634,821 7.2%	10,634,821 4.9%	10,634,821 4.9%
MFS Investment Management <sup>(2) (4)</sup>	4,816,401 3.3%	4,816,401 2.2%	4,816,401 2.2%	4,519,830 3.1%	4,519,830 2.1%	4,519,830 2.1%	585,169 0.4%	585,169 0.3%	585,169 0.3%
BlackRock Inc. <sup>(4)</sup>	4,657,988 3.2%	4,657,988 2.1%	4,657,988 2.1%	4,880,621 3.3%	4,880,621 2.2%	4,880,621 2.3%	4,581,547 3.1%	4,581,547 2.1%	4,581,547 2.1%
First Eagle Investment Management <sup>(4)</sup>	3,977,628 2.7%	3,977,628 1.8%	3,977,628 1.8%	5,964,387 4.0%	5,964,387 2.7%	5,964,387 2.8%	7,451,360 5.1%	7,451,360 3.4%	7,451,360 3.4%
Employees <sup>(3)</sup>	2,218,582 1.5%	3,831,642 1.8%	3,831,642 1.8%	2,230,481 1.5%	3,775,339 1.7%	3,775,339 1.7%	2,469,593 1.7%	4,117,244 1.9%	4,117,244 1.9%
Treasury Shares	1,064,010 0.7%	1,064,010 0.5%	— —%	1,084,126 0.7%	1,084,126 0.5%	— —%	841,102 0.6%	841,102 0.4%	— —%
Others <sup>(4)</sup>	56,812,053 38.5%	63,287,555 29.0%	63,287,555 29.1%	55,037,859 37.3%	61,136,535 28.1%	61,136,535 28.3%	57,850,932 39.2%	65,243,143 29.8%	65,243,143 29.9%
<b>TOTAL</b>	<b>147,454,887</b> <b>100%</b>	<b>218,583,812</b> <b>100%</b>	<b>217,519,802</b> <b>100%</b>	<b>147,454,887</b> <b>100%</b>	<b>217,348,906</b> <b>100%</b>	<b>216,264,780</b> <b>100%</b>	<b>147,454,887</b> <b>100%</b>	<b>218,745,234</b> <b>100%</b>	<b>217,904,132</b> <b>100%</b>

<sup>(1)</sup> Treasury shares do not carry any voting rights, in accordance with article L.225-210 of the French Commercial Code.

<sup>(2)</sup> Acting on behalf of its managed funds.

<sup>(3)</sup> This figure includes the shares held by employees in an account with Société Générale as a result of restricted share awards, in accordance with French Act no. 2015-990 of August 6, 2015 on growth, business and equal economic opportunities.

<sup>(4)</sup> Number of shares held as at June 30, 2024

<sup>(5)</sup> Number of shares declared on August 6, 2024 in a threshold crossing notification, downwards through the 5% of voting rights threshold.

As at August 31, 2024, the members of the Board of Directors together directly held 0.03% of the Company's share capital.

## 8.3.3 Shareholding held by Bellon SA

During Fiscal 2024, the equity stake of Bellon SA, the family holding company, remained stable at 42.8% of the share capital, with a total number of shares held of 63,040,363 and 58.0% of the exercisable voting rights as of August 31, 2024.

Mr. and Mrs. Pierre Bellon and their children entered into an agreement in June 2015 to prevent their direct descendants from freely disposing of their Bellon SA shares for 50 years. Bellon SA has no intention of selling this holding to a third party.

## 8.3.4 Crossing of legal and statutory thresholds

In accordance with article L.233-7, I of the French Commercial Code, the below legal threshold crossing has been reported to the Company during Fiscal 2024.

CROSSING DATE	SHAREHOLDER	INCREASE/DECREASE	STATUTORY THRESHOLD CROSSED (% voting rights)	% VOTING RIGHTS HELD	% SHARE CAPITAL HELD
August 6, 2024	Artisan Partners	Decrease	5.00%	4.99 %	7.37 %

In accordance with article 8.4 of the Company's Bylaws, any shareholder whose interest in the Company reaches or falls below 1% of the Company's voting rights or any multiple thereof, must inform the Company. The following statutory threshold crossings have been reported during Fiscal 2024:

CROSSING DATE	SHAREHOLDER	INCREASE/DECREASE	STATUTORY THRESHOLD CROSSED (% voting rights)	% VOTING RIGHTS HELD	% SHARE CAPITAL HELD
December 12, 2023	Caisse des Dépôts et Consignations	Decrease	1%	0.90%	1.28%
November 14, 2023	First Eagle Investment Management	Decrease	2%	1.98%	Not communicated

As of the date of this document and to the best of Sodexo's knowledge:

- after the close of Fiscal 2024, the Company has received a statutory threshold crossing declaration on September 30, 2024 by which MFS Investment Management declared holding 4,498,713 shares with voting rights, equivalent to 2.06% of the Company's voting rights;
- only Bellon SA, Artisan Partners Limited Partnership, First Eagle Investment Management, BlackRock Inc. and MFS Investment Management hold 2% or more of the share capital or voting rights of Sodexo, directly or indirectly, through the companies they control, individually, or in concert;
- there are no shareholder agreements in place and no agreements that, if implemented, could result in a change of control of Sodexo.

### 8.3.5 Share buy-back program

As a reminder:

- the Combined Shareholders Meeting of December 19, 2022, after having terminated the previous authorization, again authorized the Board of Directors, in its 15<sup>th</sup> resolution, to purchase or arrange for the purchase of Company shares for a further period of 18 months. The maximum purchase price pursuant to this authorization could not exceed 95 euros per share and the total amount allocated to the authorized share buy-back program could not exceed 1.4 billion euros.
- the Combined Shareholders Meeting of December 15, 2023, after having terminated the previous authorization, again authorized the Board of Directors, in its 15<sup>th</sup> resolution, to purchase or arrange for the purchase of Company shares for a further period of 18 months. The maximum purchase price pursuant to this authorization could not exceed 120 euros per share and the total amount allocated to the authorized share buy-back program could not exceed 1.8 billion euros.

The above authorizations have been granted in order to cover restricted share plans, cancel treasury shares by reducing the share capital and/or facilitate the Sodexo liquidity contract. For more information about the objectives targeted by the two authorizations mentioned above, please refer to chapter 9 of the Fiscal 2022 and Fiscal 2023 Universal Registration Documents.

During Fiscal 2024, the Board of Directors used the above-mentioned authorizations as follows:

- Sodexo repurchased 643,830 shares (representing 0.44% of the share capital) at an average price of 79.36 euros per share plus trading fees of 177,812 euros excluding taxes;
- Sodexo transferred 678,931 shares for delivery under free share allocation plans.

Further, under the liquidity contract concluded between Sodexo and Exane, the following transactions were carried out during Fiscal 2024:

- purchase of 480,758 shares for a total amount of 38,615,924.80 euros, at an average price of 80.32 euros;

- sale of 465,869 shares for an aggregate amount of 37,662,247.57 euros, at an average price of 80.84 euros.

On June 22, 2021, the AMF renewed and updated the accepted market practice for liquidity contracts and reduced the maximum amount of liquidity contracts for companies with liquid securities. As a result, Sodexo has reduced the resources allocated to the liquidity contract. As of August 31, 2024, the following amounts were booked to the account:

- 20,889 shares;
- 14,723,707 euros.

As at August 31, 2024:

- Sodexo directly held a total of 1,064,010 of its own shares (representing 0.7% of the share capital) intended to hedge:
  - various restricted share plans set up for Group employees (for more information about restricted share plans, please refer to section 7.4 of this document); and
  - the Sodexo liquidity account was composed of 20,889 shares;
  - the total carrying amount of the treasury shares portfolio was 88.9 million euros.

Given that from mid August 2023, the share was trading over 95 euros, the maximum purchase price, Sodexo announced on August 25, 2023 the suspension of the liquidity contract from that day pending the renewal of the resolution at the next Annual Shareholders Meeting authorizing share buybacks. The liquidity contract has been reactivated on July 31, 2024.

Detailed information on these transactions may be found on the Sodexo website in the "Regulated information" section.

### 8.3.6 Description of the share buy-back program subject to the authorization of the Combined Annual Shareholders Meeting to be held on December 17, 2024

The Board of Directors proposes that the Combined Shareholders Meeting to be held on December 17, 2024, in its 13<sup>th</sup> resolution, renews the authorization granted to the Board to repurchase Sodexo shares pursuant to articles L.225-209 *et seq.* of the French Commercial Code, articles 241-1 *et seq.* of the General Regulation of the AMF and the European rules applicable to market abuses under European regulation (UE) no. 596/2014 of April 16, 2014.

The new share buy-back program would be in particular, intended to cover restricted share plans, to reduce the Company's share capital through the cancellation of shares and to trade in the shares within the context of the existing liquidity contract.

The maximum number of shares that may be purchased under this new share buy-back program would be set at 10% of the total number of shares comprising the Company's capital as of the date of

the Combined Shareholders Meeting on December 17, 2024, *i.e.*, as of August 31, 2024, a maximum number of 14,745,488 shares.

The maximum share purchase price under this share buy-back program may not exceed 105 euros per share and the total amount allocated to the program may not exceed 1.6 billion euros.

This authorization would be valid for a period of 18 months, replacing the authorization given for the same purpose by the Combined Shareholders Meeting on December 15, 2023, in its 15<sup>th</sup> resolution.

For further information about this authorization submitted to a vote at the Combined Shareholders Meeting on December 17, 2024, please refer to chapter 9 of this Universal Registration Document.

### 8.3.7 Employee share ownership

As at August 31, 2024, Group employees held 1.5% of the Company's share capital, representing 2,218,582 shares, 26.7% of which was held in an employee mutual fund (FCPE).

As at August 31, 2024, the number of Group employee shareholders was estimated at 26,380.

The various profit-sharing agreements in force allow employees of the Group's French subsidiaries to invest the amounts they receive in respect of these profit-sharing agreements into an employees' mutual fund invested in Sodexo shares, or into a restricted savings account. To qualify for favorable tax and social security treatment, amounts due to employees are subject to a five-year lock-up period.

### 8.3.8 Capital authorized but not issued – Delegations and valid financial authorizations

As at the date of this Universal Registration Document, the Board of Directors of the Company had the following delegations and financial authorizations conferred to it by the decisions of the Annual Shareholders Meetings.

CURRENTLY VALID AUTHORIZATIONS	MAXIMUM AGGREGATE NOMINAL VALUE OF CAPITAL INCREASE(S) <sup>(1)</sup> (in million euros)	MAXIMUM AMOUNT OF CAPITAL INCREASE(S) <sup>(1)</sup> (% of share capital)	DATE OF AUTHORIZATION (N° of the resolution)	DATE OF EXPIRATION	USAGE
<b>Authorizations with preferential rights</b>					
• Issuance of ordinary shares and/or any other securities carrying rights to Sodexo shares	85 <sup>(2)</sup>	14%	December 15, 2023 (16 <sup>th</sup> )	February 14, 2026	Unused
• Issuance of debt securities carrying rights to Sodexo shares	1,000	N/A	December 15, 2023 (16 <sup>th</sup> )	February 14, 2026	Unused
<b>Authorizations to issue shares to employees and managers</b>					
• Issuance of ordinary shares and/or any other securities reserved for members of Employee Savings Plans	9 <sup>(3)</sup>	1.5%	December 15, 2023 (19 <sup>th</sup> )	February 14, 2026	Unused
• Grant of restricted shares and performance shares	15	2.5%	December 15, 2023 (18 <sup>th</sup> )	February 14, 2026	See section 6.5
<b>Issuance of shares by capitalizing profit, reserves or premiums</b>	85 <sup>(3)</sup>	N/A	December 15, 2023 (17 <sup>th</sup> )	February 14, 2026	Unused
<b>Share capital reduction through cancellation of shares</b>	N/A	5% of number of shares	December 15, 2023 (20 <sup>th</sup> )	February 14, 2026	Unused

(1) Adjusted amounts of share capital as at August 31, 2024.

(2) The 85 million euros ceiling includes the amounts of any capital increases carried out pursuant to the 17<sup>th</sup> and 19<sup>th</sup> resolutions of the Combined Shareholders Meeting held on December 15, 2023.

(3) This aggregate amount is included in the 85 million euros ceiling set in the 16<sup>th</sup> resolution of the Combined Shareholders Meeting held on December 15, 2023.

### 8.3.9 Potential share capital

As of the date of this document, there are no securities outstanding, other than existing equity securities and the restricted shares allocated to Group employees and Corporate Officers, as described in section 7.5 of the present document, which carry immediate or future rights to the Company's share capital.

## 8.4 Additional general information and bylaws of the Company

### 8.4.1 Corporate name, registered office, website

Corporate name: Sodexo.

Registered office: 255, quai de la Bataille-de-Stalingrad, 92130 Issy-les-Moulineaux, France.

Telephone: +33 (0)1 30 85 75 00.

Website: [www.sodexo.com](http://www.sodexo.com)

Information that can be found on the Company's website is not an integral part of this document, except if incorporated by reference into said document.

### 8.4.2 Legal form

Sodexo is a French public limited company (*société anonyme*), subject to all laws and regulations governing commercial corporations in France, and in particular to the provisions of the French Commercial Code.

### 8.4.3 Date of incorporation and duration

The Company has a duration of 99 years from December 31, 1974, save earlier termination or winding up.

The date of expiration of the Company is December 30, 2073.

### 8.4.4 Corporate purpose

The objectives of the Company shall be, in France, the French overseas departments and territories or abroad, directly or indirectly, on behalf of third parties or on its own account or in association with third parties, as follows:

- the development and provision of all services related to the organization of Foodservices and other essential services for corporations and public bodies;
- the operation of all restaurants, bars, hotels and more generally all establishments connected with Foodservices, the hotel industry, tourism, leisure and other services, and the ownership and financing thereof;
- the provision of some or all of the services required for the operation, maintenance and management of establishments or buildings used for office, commercial, industrial, leisure, healthcare or educational purposes, and for the operation and maintenance of some or all of the equipment installed therein;
- the execution of all installation, repair, refurbishment and replacement works on installed equipment;
- the provision of advice and of economic, financial and technical surveys relating to all projects and to all services associated with the development, organization and operation of the establishments defined above, and in particular all acts in furtherance of the construction of such establishments and all related consultations and assistance;
- the formation of all new companies and the acquisition by whatever means of equity interests in all companies irrespective of their corporate purposes;
- and more generally all civil, commercial, industrial and financial transactions, and transactions involving movable property or real estate, that are directly or indirectly associated with the aforementioned purposes or with all similar or related purposes.

### 8.4.5 Company registration and LEI

Sodexo is registered in the Trade and Companies Register of Nanterre under no. 301 940 219.

Business identifier code (APE code): 5629B

LEI code: 969500LCBOG12HXPYM84.

### 8.4.6 Material contracts

During the last two years, the Company has not entered into any material contract, other than those signed in the ordinary course of business, that create a material obligation or commitment for the entire Group.



## 8.4.7 Fiscal year

The fiscal year commences on September 1 of each year and ends on August 31 of the following year.

## 8.4.8 Form of shares and transfer of shares

The Company's shares may be held in either registered or bearer form. They are freely negotiable.

Transfer of shares occurs by transfer from one account to another in accordance with the conditions laid down by laws and regulations.

## 8.4.9 Statutory disclosure thresholds

In accordance with article 8 of the Company's Bylaws, any shareholder whose interest in the Company, held in any form and taking into account the forms of ownership provided for in the legislation applicable to statutory disclosure requirements, reaches or falls below 1% of the Company's voting rights or any multiple thereof, including percentages that are higher than the disclosure thresholds provided for in the applicable laws and regulations, must inform the Company by registered mail with request for acknowledgement of receipt within five trading days of the threshold being crossed. When a disclosure threshold is crossed due to a

purchase or sale of shares on the open market, the five trading-day timeframe will begin on the trade of the shares rather than their delivery date.

The above disclosure requirements will also apply to intermediaries that are registered with the Company or its share registrar as acting on behalf of shareholders who are not domiciled in France.

If a shareholder fails to comply with the above disclosure rules, the shares not disclosed may be stripped of voting rights at General Meetings.

## 8.4.10 Identification of shareholders

The Company may make use of the legal framework available for identifying the holders of shares which have, either immediately or in the future, voting rights at Shareholders Meetings.

## 8.4.11 Appropriation of earnings and dividend premium

Each share entitles its holder to a proportion of the Company's profits and net assets equal to the proportion of capital represented by the share.

The first appropriation of net income, net of any accumulated losses from prior periods, must be an amount of at least 5% of net income to establish the reserve fund required by law. This appropriation ceases to be compulsory once this reserve fund is equal to one-tenth of the issued capital but must be resumed if for any reason the reserve falls below one-tenth of the issued capital.

Distributable earnings comprise net income for the fiscal year, minus any accumulated losses brought forward and any transfer to the legal reserve, plus any retained earnings brought forward.

Distributable earnings are appropriated in the following order (i) any sum that the Ordinary Shareholders Meeting, on the proposal of the Board of Directors, decides to carry forward as retained earnings or to appropriate to the creation of an extraordinary reserve fund, contingency fund or other fund, whether or not created for a specific purpose and (ii) the surplus is distributed among all of the shareholders, each share entitling its holder to an equal share of the profit.

However, shareholders able to show that they have been a registered shareholder for at least four years as of the end of a given fiscal year, and who remain registered at the dividend payment date related to the said fiscal year, are entitled to a dividend premium on the shares so registered, equal to 10% of the dividend paid on the other shares, the resulting dividend premium being rounded down to the nearest euro cent where appropriate.

Similarly, shareholders able to show that they have been a registered shareholder for at least four years as of the end of a given fiscal year, and who remain registered at the date of a capital increase by capitalization of reserves, income or share premiums, by distribution of bonus shares, are entitled to supplementary bonus shares equal to 10% of those to be distributed. In the case of odd lots, the number of supplementary shares will be rounded down to the nearest unit. The resulting new shares will qualify for the same treatment as the old shares from which they are derived for the purposes of calculating rights to the dividend premium and to receive supplementary bonus shares.

The number of shares upon which a single shareholder shall be eligible for these dividend premiums or supplementary bonus shares may not exceed 0.5% of the share capital.

The above-mentioned right to a dividend premium has been applicable since the payment of the dividend for the fiscal year ended August 31, 2013.

## 8.4.12 Shareholders Meetings

Shareholders Meetings are called and deliberate on the terms stipulated by the law. They are held at the registered office or at any other place specified in the notice of meeting.

For the purposes of calculating quorum and majority at Shareholders Meetings, shareholders taking part in said meetings *via* video-conferencing or electronic links allowing them to be identified in accordance with the definitions and conditions relating to such links as stipulated in the relevant laws or regulations are deemed to have attended the meeting.

Shareholders Meetings are made up of all shareholders whose shares are paid up to the extent called and whose right to participate in the Shareholders Meeting is evidenced by an entry recorded, by the date and according to the procedure required by applicable laws and regulations, in a share register or securities account in the name of the shareholder or, for shareholders who are not resident in France, the shareholder's accredited financial intermediary, showing the number of shares held.

Shares must be registered within the above-stipulated deadline either in share accounts in the shareholder's name held by the

Company or *via* the approved intermediary, or in bearer share accounts held by the approved intermediary.

Members are entitled to attend Shareholders Meetings upon simple proof of identity and entitlement. The Board of Directors may, at its discretion, issue personal admission cards to shareholders in their names and demand presentation thereof.

All shareholders may vote remotely as provided by applicable laws and regulations.

Equally, all shareholders may take part in discussions when meetings are in session and vote *via* electronic data.

Shareholders Meetings are chaired by the Chairwoman of the Board of Directors, or in his absence by the Vice Chairperson if one has been appointed or failing that by the longest-serving director present. If there is no director present, the meeting elects its own Chairperson.

## 8.4.13 Double voting rights

No shareholder holds any special voting rights and all shares in the Company carry one voting right, except for registered shares carrying double voting rights.

The Annual Shareholders Meeting held on February 23, 1999 introduced double voting rights conferred on all fully paid-up shares registered in the name of the same shareholder for at least four years as well as on registered shares allotted free of charge to a shareholder for the existing shares held by that shareholder that carry double voting rights, in the event of a bonus share issue carried out by capitalizing profit, reserves or premiums.

As at August 31, 2024, the 147,454,887 shares making up the Company's capital carried 218,583,812 theoretical voting rights and 217,519,802 voting rights exercisable at Shareholders Meetings. 71,128,925 of the shares have double voting rights, representing 48.2% of the capital and 65.4% of the voting rights, which could be exercisable at that date.

Only treasury shares do not carry any voting rights, in accordance with article L.225-210 of the French Commercial Code (which accounts for differences between the theoretical number of voting rights and the number of exercisable voting rights).

## 8.4.14 Modification of shareholder rights

All modifications to share capital or voting rights attached to the shares therein are subject to legal requirements, as the Company's Bylaws do not contain specific provisions.

A full version of the Company's Bylaws is available on the Group's website at [www.sodexo.com](http://www.sodexo.com).

## 8.4.15 Consultation of legal documents

Documents relating to the Company which are required to be made available to the public (bylaws, reports and other documents, historical financial information of the Company and consolidated financial information for at least each of the two fiscal years preceding

the date of this Fiscal 2024 Universal Registration Document) are available on the Company's website ([www.sodexo.com](http://www.sodexo.com)) and may also be consulted at its registered office at 255, quai de la Bataille de Stalingrad – 92130 Issy-les-Moulineaux, France, preferably by appointment.



# 9

## Combined Shareholders Meeting of December 17, 2024

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## 9.1 Agenda

### Ordinary business

1. Adoption of the individual company financial statements for Fiscal 2024.
2. Adoption of the consolidated financial statements for Fiscal 2024.
3. Appropriation of net income for Fiscal 2024; determination of the dividend amount and payment date.
4. Approval of a related-party agreement relating to the sale by the Company of all the shares in Sofinsod to Bellon SA.
5. Reappointment of François-Xavier Bellon as a director for a three-year (3-year) term.
6. Reappointment of Jean-Baptiste Chasseloup de Chatillon as a director for a three-year (3-year) term.
7. Appointment of ERNST & YOUNG Audit as Statutory Auditor responsible for certifying sustainability information.
8. Appointment of KPMG SA as Statutory Auditor responsible for certifying sustainability information.
9. Approval of the components of compensation paid during or awarded for Fiscal 2024 to Sophie Bellon, Chairwoman and CEO.
10. Approval of the information related to the compensation of Corporate Officers and directors, as referred to in article L.22-10-9 I of the French Commercial Code.
11. Approval of the compensation policy applicable to the directors.
12. Approval of the compensation policy applicable to the Chief Executive Officer.
13. Authorization for the Board of Directors to purchase shares of the Company.

### Extraordinary business

14. Authorization for the Board of Directors to reduce the Company's share capital by canceling treasury shares.
15. Amendments to article 11 (Deliberations of the Board of Directors) of the Company's bylaws.

### Ordinary business

16. Powers to carry out formalities.

## 9.2 Resolutions submitted to the Combined Shareholders Meeting of December 17, 2024

### Ordinary business

#### **First and second resolutions: Adoption of the financial statements for Fiscal 2024**

##### **Purpose**

In the first and second resolutions, shareholders are invited to adopt the individual company financial statements of Sodexo for Fiscal 2024, showing net income of 1,545 million euros, and the consolidated financial statements of the Group, showing profit attributable to equity holders of the parent amounting to 168 million euros, as set out in Chapters 4 and 5 of this Fiscal 2024 Universal Registration Document.

In compliance with article 223 *quater* of the French General Tax Code (*Code général des impôts*), it is specified that no expenses falling within the scope of said Code were incurred during Fiscal 2024.

#### **First resolution**

##### **(ADOPTION OF THE INDIVIDUAL COMPANY FINANCIAL STATEMENTS FOR FISCAL 2024)**

Having considered the Board of Directors' Report and the Statutory Auditors' Report on the individual company financial statements for Fiscal 2024, the Shareholders Meeting, acting under the rules of quorum and majority applicable to Ordinary Shareholders Meetings, adopts the individual company financial statements for the fiscal year ended August 31, 2024 as presented, with net income of 1,545,281,879 euros.

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

In application of article 223 *quater* of the French General Tax Code, the Shareholders Meeting notes that no expenses within the scope of article 39-4 of said Code were incurred in Fiscal 2024.

#### **Second resolution**

##### **(ADOPTION OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR FISCAL 2024)**

Having considered the Board of Directors' Report and the Statutory Auditors' Report on the consolidated financial statements for Fiscal 2024, the Shareholders Meeting, acting under the rules of quorum and majority applicable to Ordinary Shareholders Meetings, adopts the consolidated financial statements for the fiscal year ended August 31, 2024, which show profit attributable to equity holders of the parent of 168 million euros.

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



## Third resolution: Appropriation of net income, determination of the dividend amount and payment date

### Purpose

In the third resolution, shareholders are invited to approve the Board's recommended appropriation of net income and the payment of a dividend of 8.89 euros per share for the fiscal year ended August 31, 2024, comprising:

- 2.65 euros per share, corresponding to the ordinary part of the annual dividend; and
- 6.24 euros per share, corresponding to the special interim dividend paid on August 29, 2024, in full, out of the proceeds received by the Company from the sale of Sofinsod to Bellon SA, thus unwinding the cross-holding between Sodexo and Bellon SA.

The ordinary part of the annual dividend, i.e. 2.65 euros per share, represents a payout ratio on underlying net profit of 50%, in line with the Group dividend policy. This dividend is lower than the one paid in 2023 which was pre-spin-off of Pluxee.

In accordance with the Company's bylaws, shares that have been held in registered form for at least four (4) years, i.e. since at least August 31, 2020, and that are still held in such form when the dividend for Fiscal 2024 is paid, will automatically be entitled to a 10% dividend premium, representing an additional 0.26 euro per share. Where necessary, the amount of the dividend plus the premium will be rounded down to the nearest euro cent. The number of shares eligible for the dividend premium may not represent over 0.5% of the share capital for any single shareholder (corresponding to a maximum of 737,274 shares per shareholder based on the Company's share capital as of August 31, 2024). It is specified that the 10% dividend premium on the special interim dividend, i.e. an additional 0.62 euro for each eligible share, was paid on August 29, 2024, at the same time as the special interim dividend.

The payment schedule of the ordinary part of the annual dividend is as follows:

- Thursday, December 19, 2024: Ex-dividend date, i.e., date from which the shares are traded without rights to the dividend for the fiscal year ended August 31, 2024;
- Monday, December 23, 2024: Payment date of the dividend and, as applicable, the dividend premium.

## Third resolution

### (APPROPRIATION OF NET INCOME FOR FISCAL 2024, DETERMINATION OF THE DIVIDEND AMOUNT AND PAYMENT DATE)

In accordance with the proposal made by the Board of Directors, the Shareholders Meeting, acting under the rules of quorum and majority applicable to Ordinary Shareholders Meetings, resolves:

to allocate net income for Fiscal 2024 of	€1,545,281,879
plus retained earnings as of the close of Fiscal 2024 of	€1,655,201,904
Making a total available for distribution of	€3,200,483,783
In the following manner:	
• Dividend (on the basis of 147,454,887 shares comprising the share capital as of August 31, 2024), comprising:	€1,304,299,476
• Ordinary part of the <i>annual dividend</i> , i.e. 2.65 per share	€390,755,451
• Special <i>interim dividend</i> paid on August 29, 2024, i.e. 6.24 per share	€913,544,025
• a 10% dividend premium on the ordinary part of the annual dividend (on the basis of 7,653,424 shares held in registered form as of August 31, 2024* that are eligible for the dividend premium after application of the limit of 0.5% of capital per shareholder)	€1,989,890
• a 10% dividend premium on the special interim dividend (on the basis of 6,422,866 shares held in registered form as at August 28, 2024 that were eligible for the dividend premium after application of the limit of 0.5% of capital per shareholder)	€3,953,165
• Retained earnings	€1,890,241,252
<b>Total</b>	<b>€3,200,483,783</b>

\* Position as at September 2, 2024, first business day after the close of the 2024 Fiscal year.

Consequently, the Shareholders Meeting resolves to pay a dividend of 8.89 euros for the fiscal year ended August 31, 2024 on each of the Company's shares eligible for the dividend, comprising:

- 2.65 euros per share, corresponding to the ordinary part of the annual dividend; and
- 6.24 euros per share, corresponding to the special interim dividend paid on August 29, 2024.

In accordance with article 17-3(b) of the Company's bylaws, shares held in registered form since at least August 31, 2020 and which are still in such form when the ordinary cash part of the annual dividend is paid, i.e., on December 23, 2024, will automatically be eligible for a 10% dividend premium, representing an additional 0.26 euros 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 737,274 shares per

shareholder based on the Company's share capital as of August 31, 2024). It is specified that in accordance with article 17-3(b) of the Company's bylaws, the 10% dividend premium on the special interim dividend, i.e., an additional 0.62 euros for each eligible share, was paid on August 29, 2024, at the same time as the special interim dividend.

Since the special interim dividend of 6.24 euros per share was paid on August 29, 2024, the ex-dividend date for the balance of 2.65 euros per share corresponding to the ordinary part of the annual dividend will be December 19, 2024 at midnight (Paris time) and it will be paid on December 23, 2024.

In the event that the Company holds any of its own shares on the payment date, the dividend due on these shares will not be paid and will instead be transferred to retained earnings.

Similarly, if any of the 7,653,424 shares held in registered form that are eligible for the ordinary cash dividend premium as of August 31, 2024 are no longer recorded in registered form between September 1, 2024 and December 23, 2024 (the dividend payment date), the amount of the dividend premium due on such shares will not be paid and will instead be transferred to retained earnings.

In accordance with article 243 *bis* of the French General Tax Code, it is specified that the dividend of 8.89 euros per share will be eligible for the allowance of 40% provided for in article 158-3 2° of said Code for individuals domiciled for tax purposes in France, if they have opted for their overall income to be taxed based on the sliding income tax scale provided for in paragraph 2 of article 200 A of the French General Tax Code.

The Shareholders Meeting notes that dividends paid for the last three fiscal years were as follows:

	FISCAL 2023 (PAID IN 2023)	FISCAL 2022 (PAID IN 2022)	FISCAL 2021 (PAID IN 2021)
Dividend per share*	€3.10	€2.40	€2
Total payout	€457,110,150	€352,450,227	€294,464,237

\* 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 (if the sliding income tax scale option is exercised).

## Fourth resolution: Approval of a related-party agreement relating to the sale by the Company of all the shares in Sofinsod to Bellon SA

### Purpose

The purpose of the fourth resolution is to approve the agreement entered into on July 23, 2024 between the Company and Bellon SA for the sale to Bellon SA of all the shares in Sofinsod, a company whose only asset in its balance sheet is a 19.6% interest in the capital of Bellon SA.

An *ad hoc* committee comprising four independent directors (Luc Messier, Véronique Laury, Gilles Pélisson and Jean-Baptiste Chasseloup de Chatillon) was set up with the following remit:

- (i) propose to the Board the appointment of an independent expert to draw up a report on the financial terms and conditions of the sale,
- (ii) monitor the work of such independent expert by ensuring that its valuation and due diligence are carried out properly and that the independent expert had access to the required information,
- (iii) issue a recommendation to the Board on the merits of the sale for the Company.

Having reviewed the engagement letter and the terms and conditions of the independent expert's services, the Board of Directors unanimously (without the interested directors taking part), and on the recommendation of the *ad hoc* committee, formally appointed Finexsi Expert et Conseil Financier as independent expert, with the task of reviewing and preparing a report on the financial terms and conditions of the sale, and whose work would be supervised by the *ad hoc* committee.

The *ad hoc* committee monitored the negotiation and finalization of the legal documentation.

In its report on the financial terms and conditions of the sale, Finexsi Expert et Conseil Financier, acting as an independent expert, considered the sale price to be fair from a financial point of view.

By unanimous decision of the directors (without the interested directors taking part), in light of the conclusions of the independent expert and on the recommendation of the *ad hoc* committee, the Board of Directors gave its prior authorization for the Company to enter into this sale agreement on July 23, 2024. The agreement was signed on the same day and the sale took place on August 23, 2024.

This sale enabled Sodexo to put an end to the cross-shareholding loop, simplify its shareholder structure and monetize an illiquid and undervalued asset.

The transaction valued 100% of Sofinsod's shares at 917,908,704 euros. Sofinsod had only one asset on its balance sheet, its 19.6% interest in Bellon SA. This valuation took into account the illiquid nature of the shareholding, not being listed on a regulated market and Bellon SA being the only possible buyer of this asset under Bellon SA's bylaws, the lack of voting rights in Bellon SA (and therefore in Sodexo or Pluxee), and the almost total lack of access to the dividends paid by Sodexo and Pluxee. Finally, the transaction does not give Bellon SA any additional control over Sodexo, which continues to own 42.8% of Sodexo and Pluxee after the transaction.

It should also be noted that, in accordance with applicable IFRS accounting rules, the Sofinsod shares were previously valued at 751 million euros in Sodexo's consolidated financial statements for the first half of Fiscal 2024. The entire sale proceeds, *i.e.* 917,908,704 euros, were distributed to shareholders in the form of a special interim dividend of 6.24 euros per share, paid on August 29, 2024.

For further information on the sale, please refer to the Statutory Auditors' special report in section 5.4.2 and the Board of Directors' Corporate Governance Report provided in section 7.2 - Relations with Bellon SA - of this Fiscal 2024 Universal Registration Document.

## Fourth resolution

### (APPROVAL OF A RELATED-PARTY AGREEMENT RELATING TO THE SALE BY THE COMPANY OF ALL THE SHARES IN SOFINSOD TO BELLON SA)

Having considered the Board of Directors' report and the Statutory Auditors' special report on agreements subject to articles L. 225-38 *et seq.* of the French Commercial Code, the Shareholders Meeting, acting under the rules of quorum and majority applicable to Ordinary

Shareholders Meetings, approves the related-party agreement authorized by the Board of Directors and entered into by the Company with Bellon SA on July 23, 2024, as described in this special report.

## Fifth and sixth resolutions: Composition of the Board of Directors

### Purpose

The Board of Directors is currently composed of 12 members, including two directors representing employees, six independent directors and five women (including one female director representing employees).

The terms of office of François-Xavier Bellon and Jean-Baptiste Chasseloup de Chatillon expire at the end of the December 17, 2024 Shareholders Meeting. It is proposed to renew their office. A detailed biography of each director is included in Section 7.1.1 of this Fiscal 2024 Universal Registration Document.

At the end of the December 17, 2024 Shareholders Meeting, if these resolutions are adopted, the Board of Directors would remain composed of 12 members, including six independent directors and five women (including one female director representing employees).

### Reappointment of François-Xavier Bellon as a director

#### Purpose

The purpose of the fifth resolution is to reappoint François-Xavier Bellon as a director for a three-year term expiring at the close of the Annual Shareholders Meeting called to approve the financial statements for Fiscal 2027.

A non-independent director of Sodexo since July 26, 1989, François-Xavier Bellon provides the Board with his in-depth knowledge of Sodexo and his strategic vision acquired both during his ten years with the Group and as a director. His experience with the Adecco Group has given him solid knowledge of human resources management and international strategic negotiations.

His attendance for Fiscal 2024 was 100% for meetings of the Board of Directors, meetings of the Audit Committee and meetings of the Nominating Committee. He also attended three of the four meetings of the Compensation Committee, which he joined from December 15, 2023.

If the reappointment of François-Xavier Bellon is approved at the Combined Shareholders Meeting of December 17, 2024, he will continue to serve as a member of the same committees.

### Reappointment of Jean-Baptiste Chasseloup de Chatillon as a director

#### Purpose

The purpose of the sixth resolution is to reappoint Jean-Baptiste Chasseloup de Chatillon as a director for a three-year term expiring at the close of the Annual Shareholders Meeting called to approve the financial statements for Fiscal 2027.

An independent director of Sodexo since December 14, 2021 and the Chairman of the Audit Committee from the same date, Jean-Baptiste Chasseloup de Chatillon is a financial expert.

In the course of his career, as CFO of major international groups, he has been responsible in particular for purchasing, strategy, mergers & acquisitions, IT and real estate activities.

More recently, as a member of Sanofi's Executive Committee, he contributed to validating and endorsing the company's proposed strategic orientations and commitments in terms of reducing climate and environmental impacts, submitted by the Planet Care Impact Steering Committee, with a view to their operational implementation.

His attendance for Fiscal 2024 was 92% for meetings of the Board of Directors, and 100% for meetings of the Audit Committee and meetings of the Compensation Committee.

If the reappointment of Jean-Baptiste Chasseloup de Chatillon is approved at the Combined Shareholders Meeting of December 17, 2024, he will continue to serve as a member of the same committees.

## COMPOSITION OF THE BOARD OF DIRECTORS AFTER THE SHAREHOLDERS MEETING OF DECEMBER 17, 2024

			NUMBER OF DIRECTOR/ OFFICER POSITIONS HELD IN OTHER LISTED COMPANIES	FIRST APPOINTED TO THE BOARD	TERM EXPIRES (AT THE ANNUAL SHAREHOLDERS MEETING CALLED TO APPROVE THE FINANCIAL STATEMENTS FOR THE YEAR INDICATED)	SENIORITY (YEARS)	NUMBER OF SODEXO SHARES HELD	BOARD COMMITTEE MEMBERSHIPS
CHAIRWOMAN AND CEO								
	<b>Sophie Bellon</b> 08/19/1961		1	07/26/1989	2026	35	7,964	
INDEPENDENT DIRECTORS <sup>(1)</sup>								
	<b>Jean-Baptiste Chasseloup de Chatillon<sup>(2)</sup></b> 03/19/1965		0	12/14/2021	2027	3	400	
	<b>Federico J. González Tejera</b> 04/12/1964		0	01/12/2021	2026	4	1,000	
	<b>Véronique Laury</b> 06/29/1965		2	01/21/2020	2025	5	400	 
	<b>Luc Messier</b> 04/21/1964	 	1	01/21/2020	2025	5	400	  
	<b>Gilles Pélisson</b> 05/26/1957		1	15/12/2023	2026	1	750	
	<b>Cécile Tandeau de Marsac</b> 04/17/1963		2	01/24/2017	2025	8	400	  
FAMILY DIRECTORS								
	<b>François-Xavier Bellon<sup>(2)</sup></b> 09/10/1965		0	07/26/1989	2027	35	36,383	  
	<b>Nathalie Bellon-Szabo</b> 01/26/1964		0	07/26/1989	2026	35	3,052	 
NON-INDEPENDENT DIRECTOR								
	<b>Patrice de Talhouët</b> 06/18/1966		0	12/19/2022	2025	2	400	
DIRECTORS REPRESENTING EMPLOYEES <sup>(3)</sup>								
	<b>Philippe Besson</b> 09/21/1956		0	06/18/2014	2025	10	N/A	
	<b>Cathy Martin</b> 06/05/1972		0	09/10/2015	2026	9	N/A	 

 Audit Committee member |  Nominating Committee member |  Compensation Committee member |  Sustainability Committee  Chair

(1) Independent directors based on the criteria set out in the AFEP-MEDEF Code to which the Company refers.

(2) The Board of Directors proposes that the Combined Shareholders Meeting to be held on December 17, 2024 reappoints François-Xavier Bellon and Jean-Baptiste Chasseloup de Chatillon for a term of three years, i.e., until the Annual Shareholders Meeting held to adopt the Fiscal 2027 financial statements.

(3) In accordance with French law and the AFEP-MEDEF Code, directors representing employees are not included for the calculation of the representation of men and women on the Board or the percentage of independent directors.

**60%**

Independent directors  
(excluding directors representing employees)

**59.5 years**

Average age of directors

**40%**

Female directors  
(excluding directors representing employees)

Biographical information on these directors is provided in Section 7.1.1 of this Fiscal 2024 Universal Registration Document.

## Fifth resolution

### (REAPPOINTMENT OF FRANÇOIS-XAVIER BELLON AS A DIRECTOR FOR A THREE-YEAR (3-YEAR) TERM)

Having considered the Board of Directors' Report and noting that François-Xavier Bellon's term of office expires at the close of this Meeting, the Shareholders Meeting, acting under the rules of quorum and majority applicable to Ordinary Shareholders Meetings, resolves to reappoint him as a director for a three-year term expiring at the close of the Annual Shareholders Meeting to be held to approve the financial statements for the fiscal year ending August 31, 2027.

## Sixth resolution

### (REAPPOINTMENT OF JEAN-BAPTISTE CHASSELOUP DE CHATILLON AS A DIRECTOR FOR A THREE-YEAR (3-YEAR) TERM)

Having considered the Board of Directors' Report and noting that Jean-Baptiste Chasseloup de Chatillon's term of office expires at the close of this Meeting, the Shareholders Meeting, acting under the rules of quorum and majority applicable to Ordinary Shareholders Meetings, resolves to reappoint him as a director for a three-year term expiring at the close of the Annual Shareholders Meeting called to approve the financial statements for the fiscal year ending August 31, 2027.

## Seventh and eighth resolutions: appointment of ERNST & YOUNG Audit and KPMG SA as Statutory Auditors responsible for certifying sustainability information

### Purpose

As a company with shares traded on a regulated market, as from 2025, Sodexo will publish in its Fiscal 2025 Universal Registration Document sustainability information relating to the 2025 financial year in accordance with the provisions of Ordinance No. 2023-1142 of December 6, 2023 relating to the publication and certification of sustainability information and environmental, social and corporate governance obligations of commercial companies, transposing Directive (EU) No. 2022/2464 (the "CSRD").

The sustainability information to be published is harmonized through mandatory reporting standards. This reporting must cover all the activities of the Company within its scope of consolidation and its value chain, in accordance with the principle of double materiality. The sustainability information must provide an understanding of the impact of the Company's activities on sustainability matters (social, environmental and corporate governance issues) and the way in which these issues influence the development of its business, its results and its situation.

Article L.821-41 of the French Commercial Code allows companies required to publish consolidated sustainability information to appoint several statutory auditors or one statutory auditor and an independent third party to certify this information.

The selection process was managed by the Audit Committee with the support of the Group's Finance and Impact Departments, in particular by validating the bidding process, it being specified that neither the Audit Committee nor the Group's Finance and Impact Departments have been influenced by a third party or are bound by a contractual provision that limits their choice. These Departments examined the applications, interviewed the candidates, carried out the necessary checks and, on this basis, made recommendations on the applications of ERNST & YOUNG Audit and KPMG SA. No other global audit firm applied, in particular in view of the incompatibility rules associated with this role.

At its meeting on October 23, 2024, the Board of Directors decided to follow the recommendations of the Audit Committee and proposes to the Annual Shareholders Meeting that the firms currently responsible for certifying the accounts be appointed as Statutory Auditors to carry out the task of certifying the Company's sustainability information and issuing a report certifying this information.

The reasons for this choice include their recognized expertise in sustainability, their international profile adapted to the Group's geographical presence, their good understanding of the Group's challenges and operations, and their level of independence (including with regard to their internal procedures for managing risks and conflicts of interest). In addition, having the same auditors for financial and non-financial information would help to ensure the consistency of the information published by the Group.

In accordance with article L.821-26 of the French Commercial Code, the sustainability information will be certified respectively on behalf of ERNST & YOUNG Audit and KPMG SA by an individual partner, shareholder or executive of the company concerned, duly registered with the *Haute autorité de l'audit* (industry oversight body) as a statutory auditor authorized to provide such services, as provided for in article L.821-13 of the French Commercial Code.

In view of the Group's needs, the Board of Directors decided, on the recommendation of its Audit Committee, to propose to the Annual Shareholders Meeting of December 17, 2024 that these appointments be made for the remaining term of their respective terms of office as auditors. This decision will align the terms of office for the certification of the financial statements and the certification of sustainability information.

The seventh and eighth resolutions therefore propose to appoint ERNST & YOUNG Audit and KPMG SA respectively.

## Seventh resolution

### **(APPOINTMENT OF ERNST & YOUNG AUDIT AS STATUTORY AUDITOR RESPONSIBLE FOR CERTIFYING SUSTAINABILITY INFORMATION)**

Having considered the Board of Directors' Report, the Shareholders Meeting, acting under the rules of quorum and majority applicable to Ordinary Shareholders Meetings, resolves, pursuant to articles L. 821-40 *et seq.* of the French Commercial Code, to appoint ERNST & YOUNG AUDIT as Statutory Auditor responsible for certifying sustainability information.

Notwithstanding the provisions of article L.821-44 of the French Commercial Code and in accordance with article 38 of Ordinance No. 2023-1142 of December 6, 2023 relating to the publication and certification of sustainability information and the environmental, social and corporate governance obligations of commercial companies, the appointment term will be the same as the remaining term of office for the statutory audit and will expire at the end of the Ordinary Shareholders Meeting to be held to approve the financial statements for Fiscal 2028.

## Eighth resolution

### **(APPOINTMENT OF KPMG SA AS STATUTORY AUDITOR RESPONSIBLE FOR CERTIFYING SUSTAINABILITY INFORMATION)**

Having considered the Board of Directors' Report, the Shareholders Meeting, acting under the rules of quorum and majority applicable to Ordinary Shareholders Meetings, resolves, pursuant to articles L. 821-40 *et seq.* of the French Commercial Code, to appoint KPMG SA as Statutory Auditor responsible for certifying sustainability information.

Notwithstanding the provisions of article L.821-44 of the French Commercial Code and in accordance with article 38 of Ordinance No. 2023-1142 of December 6, 2023 relating to the publication and certification of sustainability information and the environmental, social and corporate governance obligations of commercial companies, the appointment term will be the same as the remaining term of office for the statutory audit and will expire at the end of the Ordinary Shareholders Meeting to be held to approve the financial statements for Fiscal 2026.

## **Ninth resolution: Approval of the components of compensation paid during or awarded for Fiscal 2024 to Sophie Bellon, Chairwoman and CEO**

### **Purpose**

In the ninth resolution, shareholders are invited to approve the fixed and variable components of the total compensation and benefits paid during or awarded for Fiscal 2024 to Sophie Bellon, Chairwoman and CEO.

These components were determined by the Board of Directors based on the recommendations of the Compensation Committee in compliance with the compensation policy approved by the Shareholders Meeting of December 15, 2023 and are detailed in the Board of Directors' Corporate Governance Report, provided in Section 7.4.2 of this Fiscal 2024 Universal Registration Document.

## Ninth resolution

### **(APPROVAL OF THE COMPONENTS OF COMPENSATION PAID DURING OR AWARDED FOR FISCAL 2024 TO SOPHIE BELLON, CHAIRWOMAN AND CEO)**

Having considered the Board of Directors' Report, the Shareholders Meeting, acting under the rules of quorum and majority applicable to Ordinary Shareholders Meetings and in accordance with article L.22-10-34 II of the French Commercial Code, approves the components of the total compensation and benefits paid during or

awarded for the fiscal year ended August 31, 2024, to Sophie Bellon, Chairwoman and CEO, as described in the Corporate Governance Report prepared in compliance with article L.225-37 of the French Commercial Code and set out in Section 7.4.2 of this Fiscal 2024 Universal Registration Document.

## **Tenth resolution: Approval of the information related to the compensation of Corporate Officers and directors**

### **Purpose**

In the tenth resolution, shareholders are invited to approve the information relating in particular to compensation paid during or awarded for Fiscal 2024 to the Company's Corporate Officers and directors.

All of these components were determined by the Board of Directors based on the recommendations of the Compensation Committee and are detailed in the Board of Directors' Corporate Governance Report provided in Section 7.4 of this Fiscal 2024 Universal Registration Document.

## Tenth resolution

### **(APPROVAL OF THE INFORMATION RELATED TO THE COMPENSATION OF CORPORATE OFFICERS AND DIRECTORS, AS REFERRED TO IN ARTICLE L.22-10-9 I OF THE FRENCH COMMERCIAL CODE)**

Having considered the Board of Directors' Report, the Shareholders Meeting, acting under the rules of quorum and majority applicable to Ordinary Shareholders Meetings and in accordance with article L.22-10-34 I of the French Commercial Code, approves the information referred to in article L.22-10-9 I of the French

Commercial Code, as described in the Corporate Governance Report prepared in compliance with article L.225-37 of the French Commercial Code and set out in Section 7.4 of this Fiscal 2024 Universal Registration Document.



## **Eleventh resolution: Approval of the compensation policy applicable to the directors for Fiscal 2025**

### **Purpose**

In the eleventh resolution, shareholders are invited to approve the policy for allocating the directors' compensation approved by the Board of Directors.

It should be noted that the maximum total amount of remuneration allocated annually to directors was approved by the Shareholders Meeting of December 15, 2023.

The compensation allocated to the members of the newly created Sustainability Committee is the same as that allocated to the members of the Nominating and Compensation Committees.

The compensation policy submitted for shareholder approval is proposed by the Board of Directors based on the recommendation of the Compensation Committee and is presented in full in the Board of Directors' Corporate Governance Report provided in Section 7.4.1 of this Fiscal 2024 Universal Registration Document.

### **Eleventh resolution**

#### **(APPROVAL OF THE COMPENSATION POLICY APPLICABLE TO THE DIRECTORS)**

Having considered the Board of Directors' Report, the Shareholders Meeting, acting under the rules of quorum and majority applicable to Ordinary Shareholders Meetings and in accordance with article L.22-10-8 II of the French Commercial Code, approves the compensation policy applicable to the directors, as set by the Company's Board of Directors based on the recommendation of the

Compensation Committee and as described in the Corporate Governance Report drawn up in compliance with article L.225-37 of the French Commercial Code and set out in Section 7.4.1 of this Fiscal 2024 Universal Registration Document.

## **Twelfth resolution: Approval of the compensation policy applicable to the Chief Executive Officer for Fiscal 2025**

### **Purpose**

In the twelfth resolution, shareholders are invited to approve the compensation policy for the Chief Executive Officer proposed by the Board of Directors.

This policy will apply from Fiscal 2025 until the approval of a new compensation policy by the Shareholders Meeting.

The Board of Directors noted the result of the vote on the *ex ante* say-on-pay resolution, which was approved by 82.5% of shareholders at the Shareholders Meeting of December 15, 2023, and has been engaging in discussions with the Group's major shareholders and proxy advisors throughout Fiscal 2024. Based on the information shared during these discussions, the Board of Directors proposes the following changes to the compensation policy applicable to the Chief Executive Officer for Fiscal 2025:

- a review of the two comparison panels used to determine the Chief Executive Officer's compensation policy in order to reflect Sodexo's new profile in terms of financial and stock market metrics following the Pluxee spin-off, while also taking into account its new profile as a global player in Food and Facilities Management Services;
- based on the France panel, which has been adjusted to comprise the 20 lowest market capitalizations in the CAC 40 and the companies listed on the CAC Next 20 index (excluding banks, insurance companies), no changes are proposed to the Fiscal 2025 compensation policy, as the positioning is already consistent with the Group's financial position within said panel;
- a clearer framework for the Board of Directors' waiver clause and discretionary powers, stating that such instruments are capped at the maximum total amount of the Executive Officer's compensation.

The compensation policy submitted for shareholder approval is proposed by the Board of Directors based on the recommendation of the Compensation Committee and is presented in full in the Board of Directors' Corporate Governance Report provided in Section 7.4.1 of this Fiscal 2024 Universal Registration Document.

### **Twelfth resolution**

#### **(APPROVAL OF THE COMPENSATION POLICY APPLICABLE TO THE CHIEF EXECUTIVE OFFICER)**

Having considered the Board of Directors' Report, the Shareholders Meeting, acting under the rules of quorum and majority applicable to Ordinary Shareholders Meetings and in accordance with article L.22-10-8 II of the French Commercial Code, approves the compensation policy applicable to the Chief Executive Officer, as set

by the Company's Board of Directors based on the recommendation of the Compensation Committee and as described in the Corporate Governance Report drawn up in compliance with article L.225-37 of the French Commercial Code and set out in Section 7.4.1 of this Fiscal 2024 Universal Registration Document.

## Thirteenth resolution: Authorization for the Company to purchase its own shares

### Purpose

In the thirteenth resolution, shareholders are invited to renew the 18-month authorization granted to the Board of Directors to enable the Company to purchase its own shares at any time other than when a public tender offer for the Company's shares is in progress.

In accordance with French law and market practice, it is proposed that they be limited to 10% of the number of shares comprising the share capital as of the date of the Annual Shareholders Meeting of December 17, 2024, after deducting the number of shares sold under the liquidity contract during the term of the authorization, and provided that, in any event, the implementation of the authorization granted may not result in the number of shares held directly or indirectly by the Company, at any time, exceeding 10% of the total number of shares forming the share capital on the date in question.

The maximum price of the shares that may be purchased under this share buyback program would be 105 euros per share (excluding costs and adjustments) and the total amount invested in the program may not exceed 1.6 billion euros.

The shares purchased would be used, *inter alia*, to (i) cover restricted share plans; (ii) reduce the Company's share capital by canceling shares, being provided that buybacks with a view to cancellation shall be conditional on compliance with the 1-2x gearing ratio and on a high level of available liquidity in the absence of any significant acquisitions; and (iii) provide liquidity in Sodexo shares under the liquidity contract entered into between Sodexo and Exane BNP Paribas.

As of August 31, 2024, the Company held 1,064,010 treasury shares, corresponding to 0.72% of its share capital, mainly allocated to cover commitments to beneficiaries under restricted share plans and employee share purchase plans as well as the liquidity contract. This contract was suspended from August 25, 2023 to February 1, 2024 and resumed after completion of the Pluxee spin-off. For information on the implementation of the previous share buyback authorization, see Section 8.3.5 of this Fiscal 2024 Universal Registration Document.

## Thirteenth resolution

### (AUTHORIZATION FOR THE BOARD OF DIRECTORS TO PURCHASE SHARES OF THE COMPANY)

Having considered the Board of Directors' Report, the Shareholders Meeting, acting under the rules of quorum and majority applicable to Ordinary Shareholders Meetings and in accordance with articles L.225-210 *et seq.* and L.22-10-62 *et seq.* of the French Commercial Code, articles 241-1 *et seq.* of the General Regulations of the French Securities Regulator (*Autorité des marchés financiers* – AMF) and the European regulatory framework applicable to market abuse (based on Regulation (EU) no. 596/2014 of April 16, 2014), authorizes the Board of Directors – with powers to subdelegate within the law – to purchase or arrange for the purchase of a number of Sodexo shares representing up to 10% of the Company's share capital as of the date of this Meeting (*i.e.*, as an indication, as at August 31, 2024, a maximum of 14,745,488 shares), it being stipulated that (i) when shares are purchased to ensure the liquidity of the Sodexo share under the conditions defined below, the number of shares taken into account for the calculation of this 10% limit corresponds to the number of shares purchased, less the number of shares sold during the term of this authorization and (ii) if this authorization is used, the existing number of treasury shares must be taken into account such that the Company does not at any time hold more treasury shares than the legally permitted maximum of 10% of its share capital.

The Shareholders Meeting resolves that Sodexo shares can be purchased, sold, exchanged or transferred 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 the French Commercial Code, and/or (ii) any other beneficiary authorized by law to receive such stock options; or
- to grant restricted shares of 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 to it under the conditions provided for in article L.225-197-2 of the French Commercial 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 the French Commercial 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 French law, including articles L.3332-1 *et seq.* of the French Labor Code; 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 in accordance with the applicable laws and regulations; or
- to transfer shares upon exercise of rights attached to securities issued by the Company or, as authorized by law, by entities affiliated to it, which give access to the Company's capital immediately or in the future, by way of redemption, conversion, exchange, presentation of a warrant or any other method; or
- to hold and transfer shares as a means of exchange, payment or otherwise in connection with mergers and acquisitions, provided that the number of shares acquired by the Company with a view to their retention and subsequent remittance in payment or in exchange in connection with a merger, demerger or contribution may not exceed 5% of the share capital; or
- to carry out market-making in Sodexo shares under a liquidity contract with an investment services provider, in accordance with the market practices accepted by the AMF; or
- cancel all or part of the shares thus repurchased, by way of a capital reduction within the limits set by law, by this resolution and by the fourteenth resolution submitted to this Shareholders Meeting or, if applicable, by any similar resolution which may succeed it during the period of validity of this authorization; or
- permit the implementation of any market practices that may be authorized at a future date by the AMF 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.

The acquisition, exchange, sale or transfer of the purchased shares may be carried out, completely or in part, on one or more occasions, by any method, in particular on all markets (including multilateral trading systems or *via* a systematic internalizer) or over-the-counter, including through the use of any financial instruments, options or derivatives and by means of block purchases or sales or in any other way, or by means of a services provider or market member referred to in article L.225-206 of the French Commercial Code. The transactions may take place at any time, subject to the limits authorized by the applicable laws and regulations, other than during a public tender offer for the Company's shares. In the event of such a public tender offer, unless prior consent is given by a Shareholders

Meeting, the Board of Directors may not use this authorization and the Company may not implement any share buyback program from the time when the third party concerned submits the offer until the end of the offer period.

The Shareholders Meeting resolves that the maximum price paid for shares purchased under this resolution may not exceed 105 euros per share (excluding acquisition costs) or the equivalent of this amount on the same date in any other currency or monetary unit established by reference to several currencies, it being specified that in the event of a change in the par value of the Company's shares, a capital increase carried out by capitalizing reserves, a free allocation of shares, a stock split or reverse stock split, the distribution of reserves or any other assets, a redemption of capital, or any other transaction affecting the Company's capital or equity, such maximum price may be adjusted in order to take into account the impact of the transaction on the share price.

The Shareholders Meeting resolves that the total amount allocated to the share buyback program may not exceed 1.6 billion euros or the equivalent of this amount on the same date in any other currency or monetary unit established by reference to several currencies.

Treasury shares do not carry voting rights and are not eligible for dividends, the sum corresponding to unpaid dividends will be allocated to the retained earnings account.

The Shareholders Meeting grants full powers to the Board of Directors – with powers to subdelegate within the law – to decide on and act on this authorization, to clarify its terms if necessary and determine its specific details, to carry out share purchases, and in particular to:

- place all stock market or off-market orders;
- enter into and terminate all contracts and agreements;
- allocate or reallocate purchased shares to the desired objectives in accordance with applicable laws and regulations;
- 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;
- make all filings and carry out other formalities, and generally do all that is necessary for the implementation of this resolution.

The Shareholders Meeting acknowledges that the authorization is granted for a period of eighteen (18) months from the date of this meeting and cancels, with effect from this day, any unused portion of any prior authorization granted to the Board of Directors for the same purpose and in particular the authorization granted in the fifteen resolution of the Shareholders Meeting of December 15, 2023.

## Extraordinary business

### **Fourteenth resolution: Reduction of the Company's share capital through the cancellation of treasury shares**

#### **Purpose**

In the fourteenth resolution, shareholders are invited to renew, for a period of twenty-six (26) months, the authorization granted to the Board of Directors to reduce the share capital by canceling, on one or more occasions, up to a maximum of 10% of the share capital (in any 24-month period), all or some of the shares held or purchased by the Company under the share buyback program authorized by the Shareholders Meeting.

The difference between the purchase value of the cancelled shares and their nominal value would be charged to the 'share premium' account or to any available reserve account, including the legal reserve, up to a maximum of 10% of the capital reduction. The previous authorization granted at the Combined Shareholders Meeting of December 15, 2023 for the same purpose was not used by the Board of Directors and in the event of a favorable vote, this authorization would render it ineffective.

#### **Fourteenth resolution**

##### **(AUTHORIZATION FOR THE BOARD OF DIRECTORS TO REDUCE THE COMPANY'S SHARE CAPITAL BY CANCELING TREASURY SHARES)**

Having considered the Board of Directors' Report and the Statutory Auditors' Special Report, the Shareholders Meeting, acting under the rules of quorum and majority applicable to Extraordinary Shareholders Meetings and in accordance with articles L.22-10-62 *et seq.* of the French Commercial Code, authorizes the Board of Directors – with powers to subdelegate within the law – to cancel, based on its own decisions, on one or more occasions, in the proportions and at the times it deems fit, some or all of the shares acquired or purchased by the Company under the shareholder-approved share buyback program pursuant to article L.22-10-62 of the French Commercial Code and to reduce the share capital accordingly. The canceled shares may not represent more than 10% of the total number of shares making up the Company's share capital as of the date of this Shareholders Meeting (*i.e.*, as an indication, a maximum of 14,745,488 shares as of August 31, 2024) in any period of twenty-four (24) months, it being noted that this 10% limit applies to a number of shares that may be adjusted to reflect any transactions that may affect the share capital subsequent to this Shareholders Meeting.

The Shareholders Meeting grants full powers to the Board of Directors – with powers to subdelegate within the law – to set the terms and conditions for canceling the shares, to perform and record the completion of such transactions relating to the cancellation and reduction of capital as may be required pursuant to this authorization, to charge the difference between the purchase price of the canceled shares and their nominal amount against the related premiums or available reserves, including the legal reserve, to amend the bylaws accordingly, to make all filings and carry out other formalities, and generally do all that is useful and necessary for the implementation of this resolution.

The Shareholders Meeting acknowledges that this authorization is granted for a period of twenty-six (26) months from the date of this meeting and cancels, with effect from this day, any unused portion of the authorization granted for the same purpose in the twentieth resolution of the Combined Shareholders Meeting of December 15, 2023.

## **Fifteenth resolution : Amendments to article 11 (deliberations of the Board of Directors) of the Company's bylaws**

### **Purpose**

French Law No. 2024-537 of June 13, 2024 aimed at increasing the funding of companies and the attractiveness of France (the "Attractiveness Law"), which came into force on September 14, 2024, simplified the procedures for holding Board of Directors' meetings.

To this end, it is proposed that article 11 of the Company's bylaws, relating to the deliberations of the Board of Directors, be amended, in particular to provide for the possibility for any director to object to the use of a written consultation and to specify the terms and conditions of such consultation.

These amendments are set out in the fifteenth resolution submitted to the Shareholders Meeting for approval in accordance with the new article L 22-10-3-1 of the French Commercial Code and article L.225-37 of the same Code, as amended by the Attractiveness Law.

### **Fifteenth resolution**

#### **AMENDMENTS TO ARTICLE 11 (DELIBERATIONS OF THE BOARD OF DIRECTORS) OF THE COMPANY'S BYLAWS**

Having considered the Board of Directors' Report, the Shareholders Meeting, acting under the rules of quorum and majority applicable to Extraordinary Shareholders Meetings amends article 11 of the Company's bylaws as follows:

*"1. The Directors are convened to meetings of the Board of Directors by any and all means, even orally.*

*2. Decisions shall be taken on the quorum and majority conditions set down by the law. In the event of a tie, irrespective of the consultation arrangements, the chairman of the meeting shall have a casting vote.*

*The Board of Directors may provide that, for the purposes of calculating the quorum and voting majority, Directors who participate in the Board meeting by means of telecommunication under the conditions laid down by law are deemed to be present.*

*The Board of Directors may take decisions by written consultation of the Directors in accordance with the conditions, in particular as regards deadlines and form (including, where applicable, electronic means), laid down by the person convening the meeting.*

*Any Director may object to the use of written consultation within the time limit specified in the notice of meeting."*

The Shareholders Meeting grants full powers to the Board of Directors, with the option to subdelegate these powers to the Chairwoman and CEO under the conditions provided for by French law, for the purpose of carrying out all operations and formalities related to or following the adoption of this resolution, including making any amendments to the Company's bylaws required to give effect to this resolution.

## Ordinary business

### **Sixteenth resolution: Powers**

#### **Purpose**

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

#### **Sixteenth resolution**

##### ***(POWERS TO CARRY OUT FORMALITIES)***

The Shareholders Meeting grants full powers to the bearer of an original, copy or extract of the minutes of this Shareholders Meeting to carry out all filing and publication formalities required by law.

# 10

## Other information

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## 10.1 Glossary

### ADR (American Depositary Receipt)

An ADR is a registered certificate issued by a U.S. bank to represent ownership of shares or bonds issued by a publicly-traded non-U.S. company. ADRs are quoted in U.S. dollars, but the underlying shares or bonds are denominated in their original currency and are held in deposit by a bank, known as the custodian, in the country of issue. ADRs enable a non-U.S. company, subject to certain conditions, to be quoted in the United States. One Sodexo share is represented by five Sodexo ADRs. Dividends and voting rights belong to the ADR holder.

### Alternative Performance Measures (APM)

These are indicators that complement those directly derived from the financial statements and which can provide investors with additional relevant information allowing a better understanding of strategy and performance.

More details are provided in chapter 3.3.6 of this document.

### Bearer shares

Shares held in a share account maintained by the shareholder's bank or broker. Sodexo is not informed of the shareholder's identity. The share purchase and administration of the shares are handled by the shareholder's bank or broker.

### Client retention rate

The client retention rate is the percentage of prior fiscal year revenue retained in this current fiscal year.

It is derived by considering prior fiscal year value for all contracts for which termination has either been given by Sodexo or received by the client, or those that have expired without renewal. This is then expressed as a percentage of total prior fiscal year revenue.

### Comparable unit growth rate

The comparable unit growth rate is the increase in revenue from sites that have contributed to consolidated revenue over two complete consecutive fiscal years (sites with activity from September 1, 2022 to August 31, 2024).

### Corporate Officers

Corporate Officer is the term used in English for the French *mandataire social* and refers to Sodexo's Chairwoman and CEO, and the Members of the Board of Directors.

### Development rate

The development rate is the annualized estimated revenue for new contracts signed during the fiscal year, divided by prior year revenue.

### Dividend premium

Any shareholder that has held registered shares for at least four years as of the end of the fiscal year including as of the dividend payment date will be eligible for a 10% dividend premium on those shares. The number of shares eligible for the dividend premium is limited to 0.5% of Sodexo's share capital per shareholder.

### Earnings per share (EPS)

Group net income divided by the weighted average number of shares outstanding.

### Employee engagement rate

Engagement is defined as a state of involvement in a group or a company. This concept includes the mobilization of employees for the success of the Company, their pride in belonging and their loyalty to the Company. Thus, the engagement rate is the percentage of employees who answered the nine questions relating to engagement with an average score greater than or equal to 4.5 on an increasing scale from 1 to 6 (the methodology is the same as that used in recent years with a new provider, The Happiness Index).

More details are provided in section 2.2.2 of this document.

### Employee retention rate

The employee retention rate corresponds to the proportion of employees who remain with the Group during the year out of the overall average number of employees for the year.

Note that for purposes of this calculation, employees leaving the Group do not include departures related to legal requirements or regulations concerning lost contracts, transfers between Group subsidiaries or the expiration of fixed-term contracts.

### Facilities Management

Facilities Management (or FM) is defined as all the services related to the running of a building. These activities are related to both infrastructure and occupants, and include building maintenance, management of technical premises, cleaning of premises, mail management, and reception.

### GRI

The Global Reporting Initiative (GRI) was created in 1997 by the Coalition for Environmentally Responsible Economies (CERES) in partnership with the United Nations Environment Programme (UNEP). The GRI's vocation is to lift sustainable development reporting methods to a level equivalent to those of financial reporting, in the interests of comparability, credibility, rigor, frequency and verifiability of the communicated information.

### Intensity risk

Risks whose frequency and severity require transfer to the insurance market.

### ISO

ISO (International Organization for Standardization) is the world's largest developer of voluntary International Standards. International Standards give state of the art specifications for products, services and good practice, helping to make industry more efficient and effective. They include ISO 9001 for Quality management, ISO 14001 for Environmental management, ISO 22000 for Food Safety management, ISO 27000 for Security IT standard and ISO 55000 for Asset management.

## Issue volume

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

## OHSAS 18001

A standard developed in the United Kingdom (Occupational Health and Safety Assessment Series) used as a model for occupational health and safety management systems. Its objective is to provide companies with assessment and certification of their health and safety management systems, consistent with international management system standards.

## Performance shares

Sodexo shares granted free of consideration by the Board of Directors to the Chief Executive Officer and Group managers in order to reward individual performance and whose vesting is subject to the beneficiary still being part of the Group at the end of the vesting period as well as the achievement of performance conditions. The proportion of performance shares within the overall number of shares granted can vary between 0% and 100% depending on the number of shares granted and the responsibilities of the beneficiaries concerned.

## Registered shares

Registered shares are shares that are registered in the holder's name in Sodexo's share register (unlike bearer shares). They may be directly or indirectly registered. Registered Sodexo shareholders are entitled to:

- double voting rights for registered shares held for at least four years;
- a dividend premium of 10% for registered shares held for at least four years, limited to 0.5% of Sodexo's issued capital per shareholder;
- automatic invitation to Shareholders Meetings and personalized information on all financial transactions (capital increases, bond issues, etc.);
- reduced administration costs (for directly registered shares only).

### 1. Directly registered shares (French *nominatif pur*)

The shares are recorded in the holder's name in a share account kept by the Company's registrar, Société Générale, allowing direct communications between the shareholder and Sodexo.

### 2. Indirectly registered shares (French *nominatif administré*)

In this case, the shares are registered in the holder's name in a share account managed by his or her bank or broker, which is responsible for the related custodial and administration services. The shares are administered in the same way as for bearer shares.

## 10.2 Responsibility for the Universal Registration Document and the audit of the financial statements

### 10.2.1 Responsibility for the Universal Registration Document

*Person responsible for the information included in the Universal Registration Document:*

Sophie Bellon, Chairwoman and Chief Executive Officer

I hereby declare that the information contained in the Universal Registration Document is to the best of my knowledge in accordance with reality and that nothing has been omitted that would alter its impact.

I declare that to the best of my knowledge the financial statements comply with the applicable accounting standards and present a true statement of the net worth, the financial position, and of the income of the Company, and of the consolidated entities, and that the

Management Report included in the Universal Registration Document presents a true picture of the evolution of the business, of the results and the financial position of the Company and of the consolidated entities and that it describes the principal risks for the Group.

Sophie Bellon

Chairwoman and Chief Executive Officer

November 5, 2024

### 10.2.2 Responsibility for the audit of the financial statements

AUDITORS	FIRST APPOINTED	TERM OF OFFICE	TERM OF OFFICE EXPIRES
<b>STATUTORY AUDITORS</b>			
Ernst & Young Audit Member of the <i>Compagnie Régionale de Versailles et du Centre</i> Tour First 1 et 2 place des Saisons 92037 Paris La Defense Cedex Represented by Aymeric de La Morandière and Soraya Ghannem	December 19, 2022	6 fiscal years	Shareholders Meeting to adopt the financial statements for Fiscal 2028
KPMG Audit Département de KPMG SA Member of the <i>Compagnie Régionale des Commissaires aux Comptes de Versailles</i> Tour Egho – 2, avenue Gambetta 92066 Paris-La Défense Cedex, France Represented by Caroline Bruno-Diaz and Eric Ropert	February 4, 2003	6 fiscal years	Shareholders Meeting to adopt the financial statements for Fiscal 2026

## 10.3 Reconciliation tables

To facilitate the reading of this document, the reconciliation tables below identify:

- the main headings required by Appendix 1 and Appendix 2 of the Delegated Regulation (EU) 2019/980 of March 14, 2019 supplementing Regulation (EU) 2017/1129 of June 14, 2017;
- the information that constitutes the Annual Financial Report provided for under articles L.451-1-2 of the Monetary and Financial Code and 222-3 of the General Regulation of the French securities regulator (Autorité des marchés financiers – AMF);
- the information that constitutes the Management Report of the Board of Directors that includes the Governance Report as defined by the French Commercial Code;
- the information that constitutes the non-financial performance declaration as defined by the French Commercial Code.

### 10.3.1 Universal Registration Document

RECONCILIATION TABLE FOR THE UNIVERSAL REGISTRATION DOCUMENT - APPENDIX 1 AND APPENDIX 2 OF THE COMMISSION DELEGATED REGULATION (EU) 2019/980 OF MARCH 14, 2019 SUPPLEMENTING REGULATION (EU) 2017/1129 OF JUNE 14, 2017	PAGES
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**RECONCILIATION TABLE FOR THE UNIVERSAL REGISTRATION DOCUMENT - APPENDIX 1 AND APPENDIX 2 OF THE COMMISSION DELEGATED REGULATION (EU) 2019/980 OF MARCH 14, 2019 SUPPLEMENTING REGULATION (EU) 2017/1129 OF JUNE 14, 2017**

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Information incorporated by reference:

Pursuant to article 19 of Regulation (UE) 2017/1129 of the European Parliament and of the Council of June 14, 2017, the following information is incorporated by reference into this Universal Registration Document:

- for Fiscal 2023: Group consolidated financial statements and Statutory Auditors' Report on the consolidated financial statements for the year ended August 31, 2023, individual Company financial statements and Statutory Auditors' Report on the individual Company financial statements for the year ended August 31, 2023, as well as the financial information included in Management Report, as presented in the Universal Registration Document filed with the Autorité des marchés financiers (French financial markets authority) on November 3, 2023, under number D.23-0791;
- for Fiscal 2022: Group consolidated financial statements and Statutory Auditors' Report on the consolidated financial statements for the year ended August 31, 2022, individual Company financial statements and Statutory Auditors' Report on the individual Company financial statements for the year ended August 31, 2022, as well as the financial information included in Management Report, as presented in the Universal Registration Document filed with the Autorité des marchés financiers (French financial markets authority) on November 9, 2022, under number D.22-0811.

Parts of the Registration documents D.23-0791 and D.22-0811 which are not referred to above are either not relevant for the investor, or are included elsewhere in this Universal Registration Document.

## 10.3.2 Annual Financial Report

**INFORMATION CONCERNING THE ANNUAL FINANCIAL REPORT - ARTICLES L.451-1-2 OF THE MONETARY AND FINANCIAL CODE AND 222-3 OF THE GENERAL REGULATION OF THE FRENCH SECURITIES REGULATOR (AUTORITÉ DES MARCHÉS FINANCIERS, AMF)**

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f Training and education:	i	measures implemented to promote gender equality	73
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g Promotion of and compliance with the core Conventions of the ILO relative to:	i	freedom of association and the right to collective bargaining	73
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b Pollution:	i	measures of prevention, reduction or repair of discharges into the air, water and ground, impacting severely the environment	N/A
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