NOTICE OF **MEETING**

Annual Shareholders Meeting

Thursday, May 4, 2017 at 3:00 pm

at the Novotel Paris Est
1 avenue de la République, 93170 Bagnolet, France

Edenred

MESSAGE FROM THE CHAIRMAN AND CEO

Dear Fellow Shareholder,

The Annual Shareholders Meeting is called to allow you to vote on each of the proposed resolutions. It will also be an opportunity for you to meet members of the Group's management. If you are unable to attend this annual event, you may still take part by voting remotely (either via the online voting system or by post) or by giving proxy to the Chairman of the Meeting or to a person of your choice.

These proxy materials include key information about Edenred's governance as well as presentations of the resolutions presented at the Meeting.

We hope that you will find them useful.

Bertrand Dumazy

Chairman and Chief Executive Officer

How to get to the Shareholders Meeting

Novotel Paris Est
1 avenue de la République
93170 Bagnolet, France

Metro:

- **Line 3** – Gallieni

Take the « Centre commercial » exit at the front of the train

Paid parking:

- hotel's parking
- nearby shopping center's parking

Contacts

relations.actionnaires@edenred.com

CORPORATE PROFILE

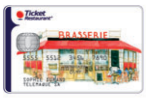
Edenred, which invented the *Ticket Restaurant*® meal voucher and is the world leader in prepaid corporate services, designs and manages solutions that improve the efficiency of organizations and purchasing power to individuals.

By ensuring that allocated funds are used specifically as intended, these solutions enable companies to more effectively manage their:

- **employee benefits** (*Ticket Restaurant*®, *Ticket Alimentación*®, *Ticket CESU*, *Childcare Vouchers*®, etc.);
- **expense management** processes (*Ticket Car*®, *Ticket Clean Way*®, *Repom*®, etc.);
- **incentive and rewards programs** (*Ticket Compliments*®, *Ticket Kadéos*®, etc.).

The Group also supports public institutions in managing their **social programs**.

A structured commercial offer

	EMPLOYEE BENEFITS	EXPENSE MANAGEMENT	INCENTIVE & REWARDS	PUBLIC SOCIAL PROGRAMS
As IV %(1)	75%	19%	4%	2%
Benefits	Make employees' lives easier through prepaid solutions benefitting from a tax exemption	Manage business expenses transparently and reduce costs	Boost motivation of teams, improve sales force performance and build customer loyalty	Deliver specifically allocated public funds to citizens
Solutions	Meal vouchers, food vouchers, childcare vouchers, etc.	Fuel & maintenance cards, travel & entertainment solutions, etc.	Incentive programs, gift cards, etc.	Social benefits solutions (human services, education, etc.)
				
Brands	Ticket Restaurant®, Ticket Alimentación®, NutriSavings™, Ticket Cultura®, Childcare Vouchers®	Ticket Car®, Ticket Cargo™, Ticket Fleet™, Ticket Clean Way®, Spendeo	Ticket Compliments®, Ticket Kadéos®, Accentiv'®	Ticket CESU, Ticket Service®, Ticket Restaurant™ JUNAEB

(1) Issue Volume

Edenred's solutions are aimed at a variety of stakeholders:

- **companies and public sector bodies**, the Group's clients, concerned with being an attractive employer, with motivating their teams and optimizing their performance;
- **beneficiaries**, who appreciate the simplicity and convenience of service cards and vouchers in making their lives easier;
- **affiliated service providers**, seeking to increase their revenue, retain their customers and secure their transactions;
- **public authorities**, looking to improve the effectiveness of their social and economic policies, deliver benefits and ensure the traceability of funds allocated to benefit programs.

Listed on the Euronext Paris stock exchange since 2010 (1), Edenred operates in 42 countries, with close to 8,000 employees (2), 750,000 client companies, 1.4 million affiliated merchants and 43 million employee users. In 2016, total issue volume amounted to €19.8 billion.

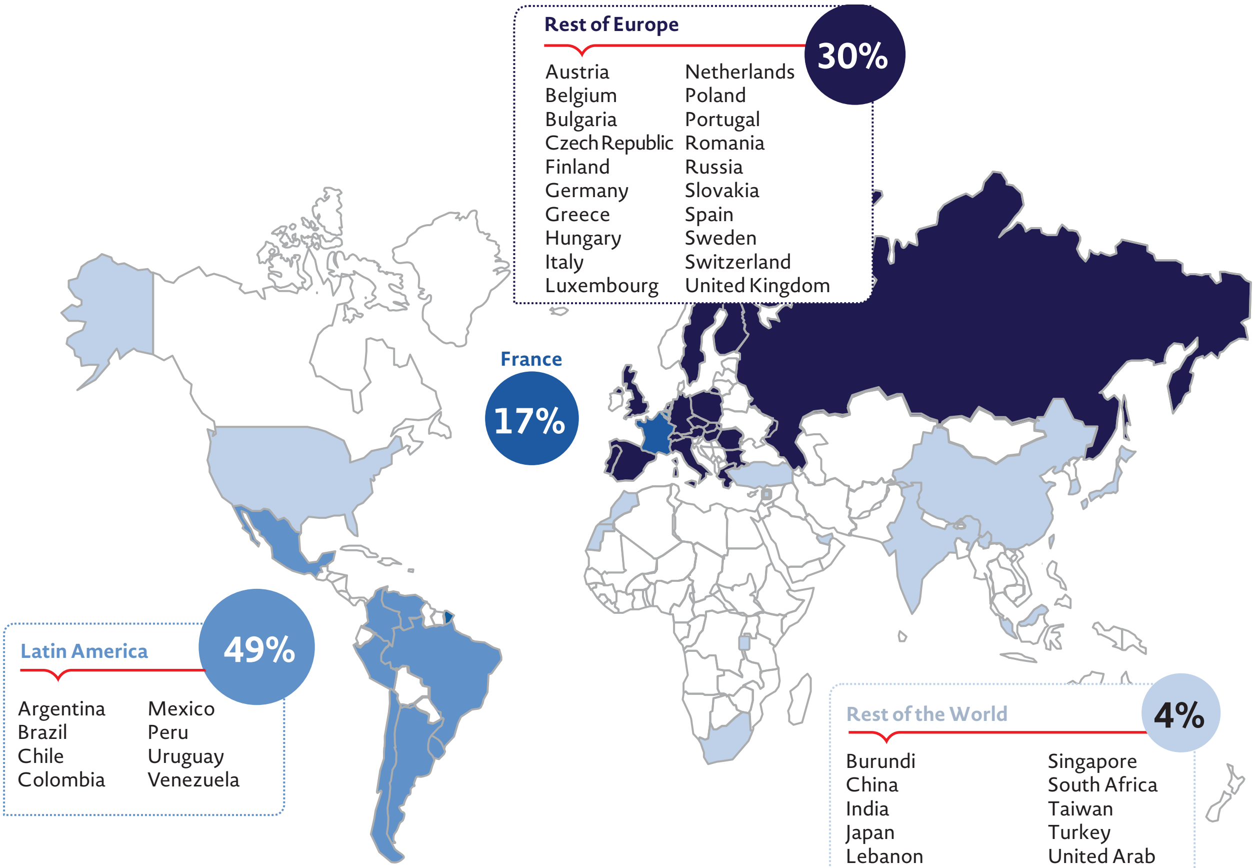
(1) Listed on: the Euronext Paris stock exchange in Compartment A; ticker: FR0010908533.

(2) Including the integration of UTA in January 2017. For more information, see page 9.

OPERATIONS IN 42 COUNTRIES, BALANCED BETWEEN DEVELOPED AND EMERGING MARKETS

Since its formation, Edenred has steadily expanded its geographic presence. As of end-2016, it had operations in 42 countries worldwide. In most of these countries, the Group created the market by initiating the passage of legislation enabling the introduction of employee benefits solutions.

The map below shows Edenred's global presence and each region's contribution to issue volume.



BUSINESS MODEL AND VALUE CREATION

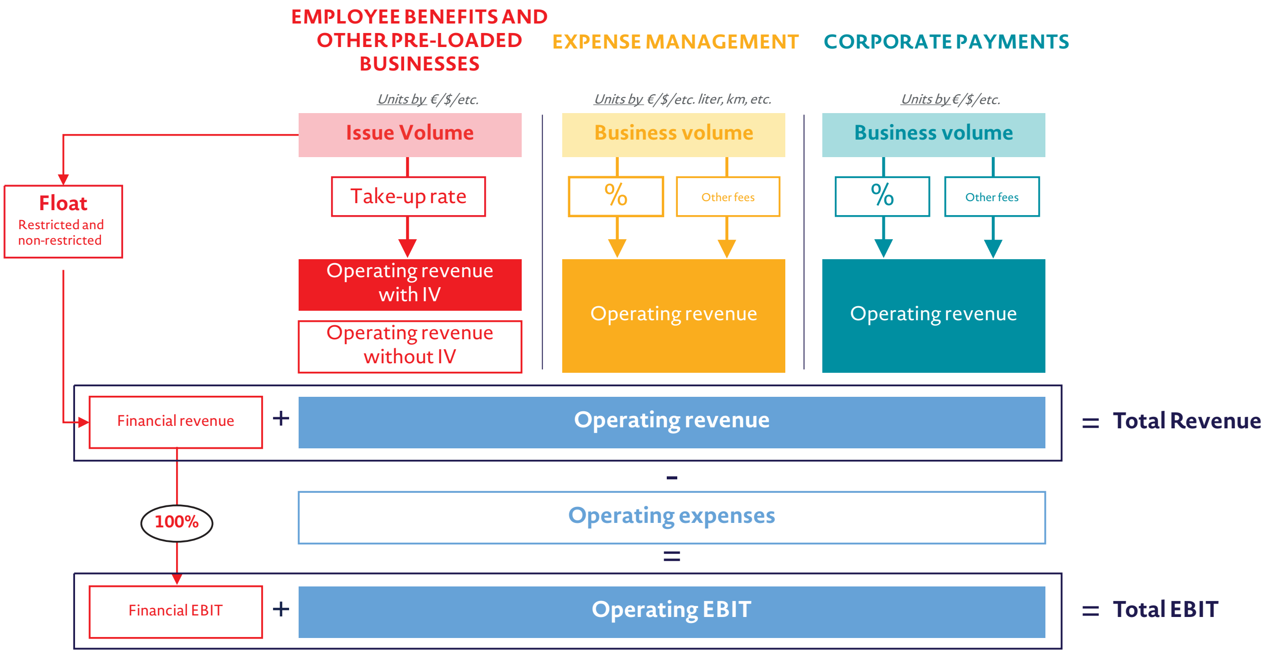
Fast Forward, Edenred's new strategic plan unveiled at the Investor Day held on October 19, 2016, is designed to accelerate the Group's transformation over the next three years while laying the foundations for new sources of profitable, sustainable growth. Thus, the Group's business model will change gradually from **2017** onwards. The **2016** financial performance will nevertheless be analyzed in the light of the traditional business model in order to facilitate comparison with targets.

Through this ambitious strategic plan, the Group will continue to grow its **Employee Benefits** business line, increase operations in **Expense Management** and expand in the **Corporate Payments** market.

Employee Benefits is the Group's traditional business. That is why the **key financial indicator** has long been **issue volume**, which is the total face value of preloaded services provided to client companies and public institutions. By contrast, **Expense Management** and **Corporate Payments** are not preloaded businesses. They therefore have a different business model characterized by a **business volume** that differs from issue volume.

In line with Edenred's transformation, and starting in 2017, the most relevant indicator for measuring the Group's business volume will be **operating revenue**, the first common performance indicator for its various businesses.

The Group's new business model is set out in the diagram below:



IV : Issue Volume

EMPLOYEE BENEFITS AND OTHER PRELOADED ACTIVITIES

The Group's traditional **Employee Benefits** business line, which includes Meal Vouchers, is a **preloaded business** and therefore generates **issue volume**. Issue volume is the total amount of money preloaded and given to employee users on behalf of clients (companies and public institutions).

Many countries have established a favorable legislative framework for employee benefits because such schemes provide an effective means for public authorities to implement social policies, bolster economic attractiveness and combat the informal economy. In contrast to the Group's other solutions, they are **exempted from income tax and/ or payroll taxes**.

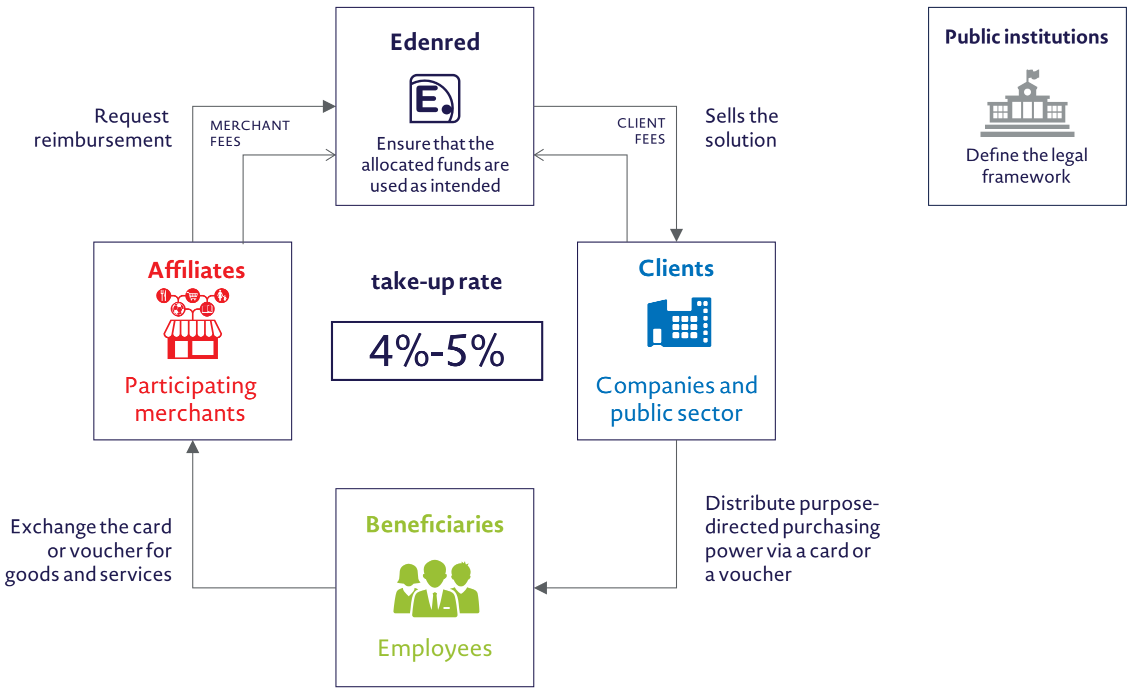
Employees Benefits generate **operating revenue**, mainly through commissions as a percentage of issue volume, paid by both client companies and affiliated merchants. There are two main sources of revenue:

- commissions received from **client companies and merchants** on the sale of vouchers and cards, as well as all related amounts billed to clients on sales, such as delivery costs and voucher customization costs;
- commissions received from Edenred's **affiliated merchants**, such as restaurants and supermarkets. In most solutions, once recipients have used their preloaded vouchers with affiliated merchants, these businesses turn to Edenred for the refund of the face value of preloaded services used. Affiliated merchants generally join the acceptance network by signing an individually drawn-up contract that specifies a commission rate and reimbursement conditions. The commission rate generally depends on the type and size of the acceptance network and the reimbursement period selected by the merchant when a choice is offered.

These two sources are supplemented by a third more marginal source of revenue, namely gains on lost or expired vouchers [(1)], corresponding to the amount of the face value of vouchers not presented before their expiration date.

The time between the payment of the services preloaded by the client companies and their reimbursement to the affiliated merchants generates a **negative working capital requirement** that, less receivables from client companies, constitutes the **float**. Interest earned from investing the float generates **financial revenue**.

Edenred manages other operations besides preloaded Employee Benefits, such as **Incentive and Rewards** solutions, where the business model is similar to that of meal vouchers.



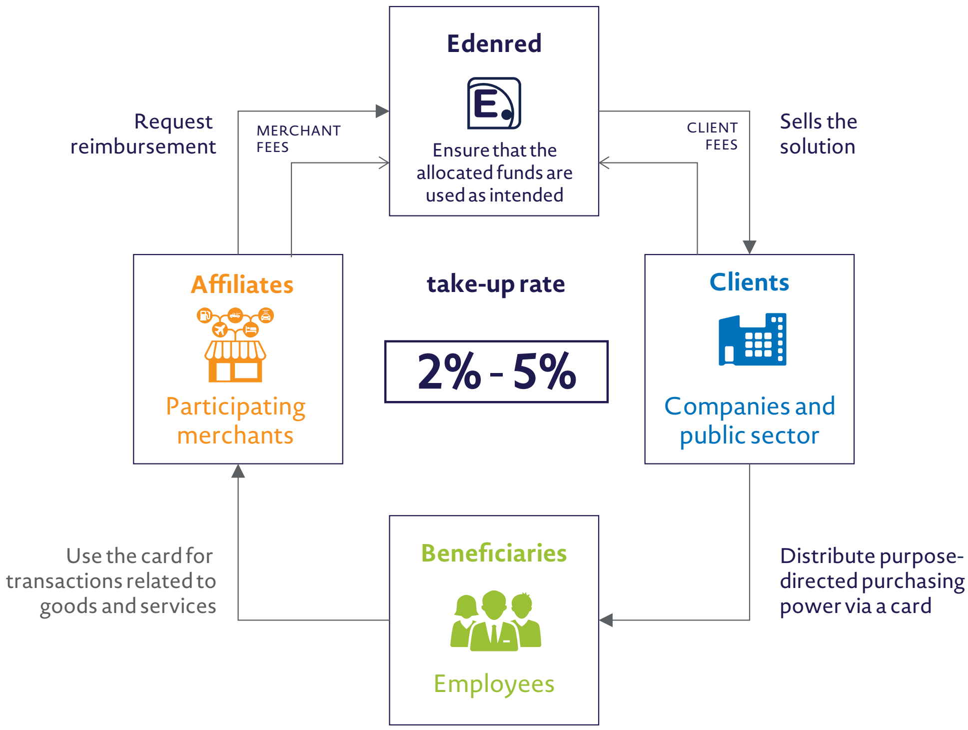
(1) *Paper-based or digital format.*

EXPENSE MANAGEMENT

Expense Management, particularly relating to corporate vehicle fleets (such as fuel, maintenance and toll payment card solutions), is Edenred's second growth engine.

Operating revenue generated by these solutions consists of different types of commissions received from client companies and affiliated merchants: commissions related to the use of fuel cards either as a percentage of the transaction amount or in cents per liter, as well as other types of commissions not related to fuel costs (maintenance, tolls, parking, etc.).

As this business line does not involve preloading, it does not generate a float, and as such **no financial revenue**. However, the difference between the time of payment by the client and the repayment of affiliated merchants can sometimes generate a negative working capital requirement, providing an additional source of funds for Edenred.



CORPORATE PAYMENTS

At the 2016 Investor Day held on October 19, Edenred set out its new goal to develop in **Corporate Payments**, destined to become the Group's third growth engine in the coming years. For more information, see section 1.2.2.3 of the 2016 Registration Document.

THE GROUP'S BUSINESS MODEL

The most relevant indicator for measuring the Group's business volumes is operating revenue.

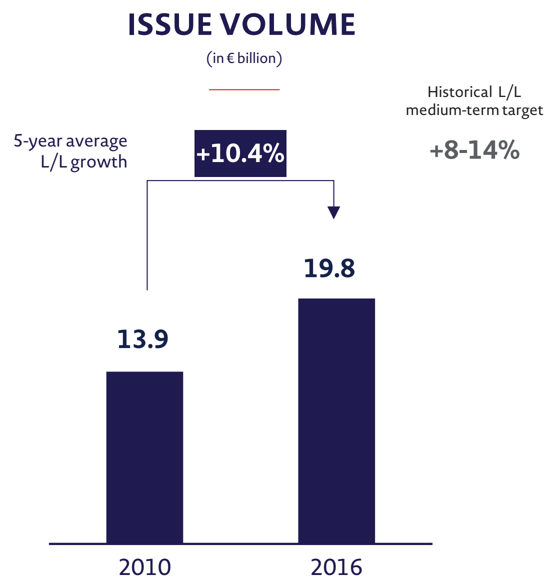
The Group's **total revenue**, €1.14 billion in 2016, is made up of operating revenue and financial revenue.

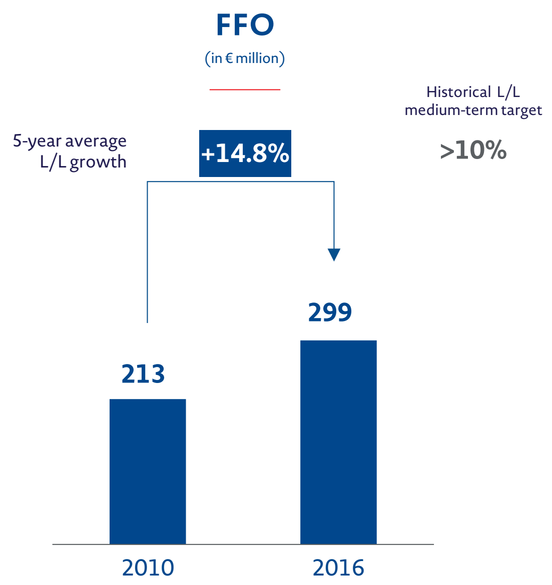
Total EBIT corresponds to operating EBIT, which is equal to **operating revenue** less operating expenses, depreciation, amortization and provisions, plus financial EBIT, which is equal to **financial revenue**. It was €370 million in 2016.

Between 2010 and 2016, the Group recorded a solid financial performance in line with its objectives in its two main financial indicators, namely issue volume and funds from operations before non-recurring items (FFO).

The key traditional indicator, related to its preloaded business, **issue volume** has grown by an average of 10.4% per year on a like-for-like basis, which is in line with the medium-term historical objective of 8-14% growth per year.

Moreover, the Group's operations generate substantial cash flows. Since 2010, like-for-like growth in **funds from operations before non-recurring items** (FFO) has averaged 14.8% per year. This performance is in line with the historical goal of medium-term annual growth of more than 10% on a like-for-like basis.





HIGHLIGHTS OF THE YEAR

- Edenred accelerates its development in Expense Management and doubles the size of its fuel card operations in Brazil through the creation of a joint venture with Brazilian group Embratec (press release of January 12, 2016).
- Appointment of Sylvia Coutinho, CEO of UBS Brazil, as a Director of Edenred (press release of March 30, 2016).
- Edenred Capital Partners supports start-up OuiTeam aiming to develop three-minute recruitment in the restaurant and hotel sector (news item of March 31, 2016).
- Launch of *Ticket Restaurant*® Mobile in Italy: the mobile payment application developed by Edenred Italy reinvents the experience of the traditional lunch break fostering interactivity and offering additional services (news item of May 31, 2016).
- Apple Pay, an easy, secure and private way to pay, available from summer 2016 for *Ticket Restaurant*® card beneficiaries in France (press release of June 14, 2016).
- Launch of new solutions for restaurant affiliates in Italy (country press release of June 16, 2016) and Sweden (June 29, 2016).
- Expense Management: Edenred Germany and Edenred Romania are launching Spendeo by Edenred, a solution designed to manage and optimize employee business travel, before, during and after trips (news item of June 21, 2016).
- Edenred successfully issues a €250 million Schuldschein loan (a German form of private placement). The move helps to optimize and diversify the Group's sources of financing (press release of June 29, 2016).
- In Taiwan, Edenred and Carrefour launch the *E-Voucher Ticket Xpress*®, Carrefour's very first international digital service (news item of August 25, 2016).
- Appointments to Edenred's Executive Committee and reorganization of operating activities (press releases of July 1 and September 19, 2016).
- 2016 Investor Day: Edenred presents Fast Forward, its three-year strategic plan. With this plan, the Group is accelerating its transformation by laying the foundations for new sources of profitable and sustainable growth (press release of October 19, 2016).
- With Apple Pay, users of *Ticket Restaurant*® cards in Spain may pay for their meals directly *via* their iPhone or Apple Watch in all restaurants equipped with a contactless payment terminal. Edenred Spain is the second of Edenred's countries to offer this payment method to their customers after its launch in France in June 2016 (news item of December 1, 2016).
- Launch of the *Ticket Gasolina*® card in Spain, taking Edenred a step closer to deploying its Expense Management solutions in Europe (news item of November 23, 2016).
- Edenred now offers an online payment solution with *Ticket Restaurant*® and *Ticket EcoCheque*® aimed at restaurants and specialty or convenience shops *via* their website (news item of December 14, 2016).
- In the dispute opposing Edenred and the Hungarian State, an arbitration ruling from the ICSID (International Centre for Settlement of Investment Disputes) was delivered in Edenred's favor (press release of December 16, 2016).

JANUARY 2017 HIGHLIGHTS

- In Finland, Edenred launched a mobile payment solution (news item of January 19, 2017).
- Edenred becomes a world leader in Expense Management. As part of its Fast Forward strategic plan, Edenred increased its stake in UTA to 51% by exercising its call option on 17% of the Company's capital. The number two Europe-wide player, UTA specializes in multi-brand fuel cards, toll solutions and maintenance solutions (press release of January 20, 2017).

STRATEGIC VISION, INVESTMENT STRATEGY AND OUTLOOK

ORGANIC OPERATING REVENUE GROWTH: A KEY OBJECTIVE

One of the Group's key objectives, announced at the 2016 Investor Day held on October 19, is to achieve organic operating revenue growth of at least 7% per year in the years to 2020. This objective reflects the momentum of the Group's core business and our aggressive medium-term growth targets.

Annual organic operating revenue growth of at least 7% for the Group is expected to result from single-digit growth in Employee Benefits activities and double-digit growth in Expense Management activities.

FAST FORWARD, EDENRED'S STRATEGIC PLAN FOR SUSTAINABLE AND PROFITABLE GROWTH

Unveiled at the 2016 Investor Day held on October 19, Edenred's "Fast Forward" strategic plan aims to accelerate the Group's transformation in the years to 2020 while laying the foundation for new sources of profitable growth.

The plan leverages the Group's unique expertise in creating and managing value-added solutions within business-to-business (B2B) transactional ecosystems.

Initiated more than 50 years ago in Employee Benefits, this expertise has since then been successfully extended, notably in Expense Management, and will allow the Group to develop new and innovative solutions in the field of Corporate Payments, expected to become the Group's third growth engine.

These ecosystems have structurally solid fundamentals and the Group's aim is to continue unlocking the strong growth potential they offer. Edenred will look to:

- leverage growth opportunities that result from increased digitization of **Employee Benefits** solutions in order to develop new services and reinforce its position as market leader;
- become a global leader in the **Expense Management** market, notably thanks to the acquisition of Embratec in Brazil in 2016 and a controlling interest in UTA in 2017;
- capitalize on the Group's technological expertise and know-how to develop new value-added solutions for B2B transactional ecosystems such as **Corporate Payments**.

NEW FINANCIAL TARGETS REFLECTING THE GROUP'S STRATEGY AND ITS AMBITIONS FOR PROFITABLE AND SUSTAINABLE GROWTH

From a financial perspective, the Group aims to put all of its energy into generating profitable and sustainable growth and into creating value for its shareholders. Edenred has set itself ambitious new growth targets for the next three years (2017-2019). The Group is aiming for:

- **annual like-for-like operating revenue growth of at least 7%**, resulting from double-digit growth in Expense Management and single-digit growth in Employee Benefits;
- **annual like-for-like operating EBIT growth of at least 9%**, driven by both the ongoing digital transition leading to productivity gains, and the roll-out of initiatives to control costs and maximize synergies, such as in relation to the Embratec integration in Brazil;
- **annual like-for-like growth in funds from operations before non-recurring items (FFO) of at least 10%**.

The Group has a sound financial position and generates a significant negative working capital requirement, which will continue to grow and will in turn help finance Edenred's growth.

2017 OBJECTIVES

The Group expects its performance in 2017 to be in line with the medium-term outlook set out in its Fast Forward three-year strategic plan:

- like-for-like growth of more than 7% in operating revenue, driven by a mid-single-digit rise in operating revenue for the Employee Benefits business line and a double-digit increase in Expense Management operating revenue (on a like-for-like basis);
- like-for-like growth of more than 9% in operating EBIT;
- like-for-like growth in funds from operations before non-recurring items (FFO) of at least 10%.

The Group expects continued strong growth of its business in Europe in 2017. Latin America should evolve broadly in line with 2016, with robust growth in Mexico despite emerging macroeconomic uncertainties and a continued contrasted performance in Brazil, shaped by weak growth in Employee Benefits owing to rising unemployment but strong double-digit growth in Expense Management.

In line with its strategic goals, the Group will focus on delivering growth in operating revenue and in operating EBIT while continuing to generate high levels of cash flow and maintaining its “Strong Investment Grade” rating.

CORPORATE SOCIAL RESPONSIBILITY

Edenred is driven by a deep commitment to making people’s lives easier and companies more efficient.

As we transform our business, enabling every employee to embrace this commitment is one of our corporate project’s key success factors. The Human Resources function plays a key role in supporting our teams in this change process and in creating the stimulating, learning environment they need to invent the future.

Edenred’s solutions have long been built around an employee-led social responsibility commitment. Our *Ticket Restaurant®* meal voucher, for example, was invented to address a social issue by encouraging French employees to take a lunch break, thereby improving sanitary conditions and limiting the use of lunchboxes in the workplace. Today, our “Ideal” program is demonstrating this commitment in three areas: healthy eating habits, environmental stewardship and local community development.

In addition, Edenred has created an effective organization and governance system to disseminate its Corporate Social Responsibility (CSR) approach throughout all levels of the Group.

For more information, see section 4 of the 2016 Registration Document.

2016 RESULTS

2016 saw **strong growth in earnings and EBIT at an all-time high** as the following key indicators illustrate (on a like-for-like basis):

- **issue volume up 10.0% to €19,814 million**;
- **operating revenue up 8.3% to €1,073 million**;
- **operating EBIT up 17.3% to €304 million**;
- **funds from operations (FFO)** [(1)] **up 15.4% to €299 million**.

These strong performances were complemented by:

- an operating margin up 1.1 points to 28.3%;
- EBIT at an all-time high of €370 million despite a €32 million negative currency effect;
- net profit, Group share up 1.9% to €180 million;
- net debt reduced by €49 million to €588 million.

In addition, 2016 saw significant achievements that pave the way for the success of the Fast Forward strategic plan with a good performance in the Employee Benefits business line, a sharp rise in Expense Management as a percentage of Edenred's total business, and the ongoing shift to digital solutions.

ISSUE VOLUME

In line with the Group's historic medium-term target of 8%-14% annual organic growth, issue volume for the year was up **10.0%** like-for-like to **€19,814 million**, driven in particular by 12.7% like-for-like growth in the fourth quarter. Reported growth stood at 8.4% for the year, after taking into account:

- The 5.8% positive impact from changes in the scope of consolidation relating to the acquisition of Embratec assets in Brazil, which were transferred to a joint venture 65%-owned by Edenred and fully consolidated over an eight-month period, and that of La Compagnie des Cartes Carburants (LCCC) in France, which is 69.2% owned and was fully consolidated over the 12-month period;
- The negative 7.4% currency effect, primarily due to the depreciation of the Brazilian real (down 4.3%), Mexican peso (down 14.8%) and Venezuelan bolivar fuerte (down 63.6%) against the euro.

Issue volume by solution

The year saw 8.5% like-for-like growth in the issue volume of **Employee Benefits** associated with meals and food and quality of life, which represented 75% of 2016 issue volume. **Expense Management**, Edenred's second growth engine, delivered robust 15.1% like-for-like growth and now accounts for 19% of total issue volume versus 16% in 2015. Incentive & Rewards and Public Social Programs both posted strong growth in the year, accounting now for 4% and 2%, respectively, of total issue volume.

2016 KEY FINANCIAL METRICS

			% change	
(in € millions)	2016	2015	Reported	Like-for-like [(2)]
ISSUE VOLUME	**19,814**	**18,273**	**+8.4%**	**+10.0%**
Operating revenue	1,073	1,000	+7.3%	+8.3%
Financial revenue	66	69	-4.2%	+0.2%
TOTAL REVENUE	**1,139**	**1,069**	**+6.5%**	**+7.8%**
Operating EBIT	304	272	+11.6%	+17.3%
Financial EBIT	66	69	-4.2%	-0.2%
TOTAL EBIT	**370**	**341**	**+8.4%**	**+13.8%**
Net profit, Group share	180	177	+1.9%	
EARNINGS PER SHARE, GROUP SHARE [(1)] *(in €)*	**0.78**	**0.78**	**+0.8%**	

(1) Shares outstanding: 230,113 thousands of shares in 2016 versus 227,773 thousands of shares in 2015.
(2) At constant scope of consolidation and exchange rates (corresponding to organic growth).

(1) Before non-recurring items.

REVENUE

Total operating revenue climbed 8.3% like-for-like, mainly reflecting a 7.6% rise in operating revenue in the Employee Benefits business line, where the take-up rate (1) remained stable in 2016 (up 2 basis points), and a 13.1% increase in operating revenue for the Expense Management business line (on a like-for-like basis).

While growth in the float (2) accelerated, rising €165 million in 2016 to €2,619 million, **financial revenue** remained virtually stable like-for-like (up 0.2%) at **€66 million**. This reflects a solid increase in **Latin America** (up 11.0% like-for-like) and in the Rest of the World (up 13.3%), offsetting the 12.8% like-for-like decline in **Europe** attributable to the fall in interest rates.

EBIT UP 13.8% LIKE-FOR-LIKE TO A RECORD HIGH OF €370 MILLION

EBIT corresponds to total revenue (operating and financial) less operating expenses, depreciation, amortization and provisions.

Total EBIT rose 8.4% on a reported basis in 2016, reaching an all-time high of **€370 million**. Like-for-like, total EBIT advanced by €47 million, or **13.8%**. Changes in the scope of consolidation had a positive €14 million impact, while the currency effect was a negative €32 million. Total EBIT comprises operating EBIT and financial EBIT, which corresponds to financial revenue.

NET PROFIT

Net profit, Group share rose 1.9% in 2016 to **€180 million**, up from €177 million in 2015.

Net profit includes €26 million in net non-recurring costs. These consist of fees (€9 million), primarily relating to acquisitions carried out, impairment of assets (€15 million), the cost of additional initiatives rolled out to optimize the Group's organization (€19 million), and the residual balance of other non-recurring items (income of €17 million) – relating mainly to the accounting recognition of compensation due following the decision handed down on December 13, 2016 by the International Centre for Settlement of Investment Disputes (ICSID) in the dispute opposing Edenred and the Hungarian State.

Net profit also includes net financial expense (€58 million versus €47 million in 2015), the share of profit of associates and joint ventures (€8 million), income tax expense (€102 million) and minority interests (an expense of €12 million in 2016 versus €5 million in 2015, with the increase attributable to the creation of the Ticket Log joint venture in Brazil).

CASH FLOWS

Funds from operations before non-recurring items (FFO) amounted to €299 million, versus €280 million in 2015. The like-for-like increase of **15.4%** was higher than the Group's objective of more than 10% annual organic growth.

DEBT

Net debt at December 31, 2016 amounted to €588 million compared to €637 million at December 31, 2015, taking into account:

- the €352 million in free cash flow for the year, allocated to the shareholder return policy for €149 million and to acquisitions for €196 million;
- the currency effect and non-recurring items for a positive €42 million (of which €13 million for the currency effect alone).

The ratio of net debt to EBITDA improved, at 1.4 versus 1.6 in 2015.

The Group's estimated ratio of adjusted funds from operations to adjusted net debt was unchanged from December 31, 2015 at 34%, 4% above the 30% threshold supporting the **"Strong Investment Grade"** rating based on Standard & Poor's criteria.

(1) Ratio of operating revenue with issue volume to total issue volume.
(2) The float corresponds to the working capital requirement, or service vouchers in circulation less trade receivables.

CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

CONSOLIDATED INCOME STATEMENT

(in € millions)	2016	2015
Operating revenue	1,073	1,000
Financial revenue	66	69
TOTAL REVENUE	**1,139**	**1,069**
Operating expenses	(712)	(681)
Depreciation, amortization and provisions	(57)	(47)
EBIT	**370**	**341**
Net financial expense	(58)	(47)
Share of associates net profit	8	9
OPERATING PROFIT BEFORE TAX AND NON-RECURRING ITEMS	**320**	**303**
Non-recurring income and expenses, net	(26)	(23)
PROFIT BEFORE TAX	**294**	**280**
Income tax expense	(102)	(98)
NET PROFIT	**192**	**182**
NET PROFIT, GROUP SHARE	**180**	**177**
Net profit, non-controlling interests	12	5
Weighted average shares outstanding *(in thousands)*	230,113	227,773
EARNINGS PER SHARE, GROUP SHARE *(in €)*	**0.78**	**0.78**
Diluted earnings per share *(in €)*	0.77	0.76

CONSOLIDATED BALANCE SHEET

(in € millions)	December 31, 2016	December 31, 2015
Goodwill	904	575
Intangible assets	313	182
Property, plant and equipment	38	37
Other non-current assets	261	249
Trade receivables, inventories, other receivables and accruals	1,741	1,264
Restricted cash	942	858
Cash and cash equivalents, other marketable securities and current financial assets	1,433	985
TOTAL ASSETS	**5,632**	**4,150**
Equity and non-controlling interests	(1,161)	(1,442)
Provisions and deferred tax liabilities	206	139
Vouchers in circulation, trade payables, other payables and income tax payable	4,566	3,831
Financial debt	2,021	1,622
TOTAL EQUITY AND LIABILITIES	**5,632**	**4,150**

CONSOLIDATED STATEMENT OF CASH FLOWS

(in € millions)	2016	2015
Funds from operations before non-recurring items (FFO)	**299**	**280**
(Increase)/decrease in working capital requirement	215	129
(Increase)/decrease in restricted cash	(104)	(41)
Recurring capital expenditure	(58)	(57)
Free cash flow	**352**	**311**
External acquisitions	(196)	(240)
Dividends paid	(199)	(199)
Issue of share capital	48	56
(Purchases)/sales of treasury shares	2	(48)
Impact of changes in exchange rates	13	(171)
Other non-recurring impacts	29	(78)
Increase/(decrease) in net debt	**49**	**(369)**
Net debt at end of period	**(588)**	**(637)**

EDENRED SA FIVE-YEAR FINANCIAL SUMMARY

Description *(in € millions)*	2016	2015	2014	2013	2012
1 – CAPITAL AT DECEMBER 31					
Share capital	467	462	458	452	452
Number of shares in issue (1)	233,679,845	230,816,848	228,811,546	225,897,396	225,897,396
Number of convertible bonds				-	-
2 – RESULTS OF OPERATIONS					
Net revenues	30	30	29	31	26
Profit before tax, depreciation, amortization and provision expense	225	156	64	356	68
Income tax	2	(1)	5	8	10
Net profit	207	137	41	414	56
Total dividend (2)	144	191	190	185	185
3 – PER SHARE DATA *(in €)*					
Earnings/(loss) per share after tax, before depreciation, amortization and provision expense	0.96	0.68	0.28	1.58	0.30
Net profit	0.89	0.59	0.18	1.83	0.25
Dividend per share	0.62	0.84	0.84	0.83	0.82
4 – EMPLOYEE INFORMATION					
Number of employees (3)	171	195	179	174	160
Total payroll	(21)	(22)	(19)	(29)	(18)
Total benefits	(14)	(17)	(15)	(11)	(9)

(1) On December 15,2016 for the purposes of financial flows statement related to capital at 2016 closing
(2) The recommended dividend amount to €0,62 per share giving right, payable on 231,882, 971 shares.
(3) Average number of employees as of December, 31 2016.

FINANCIAL DELEGATIONS AND AUTHORIZATIONS

At the Annual Shareholders Meeting of May 4, 2016, shareholders granted the Board of Directors the following authorizations.

Type of authorization	Date of authorization	Nominal amount authorized	Duration and expiry date	Utilization	To be recommended at the Annual Shareholders Meeting on May 4, 2017
ISSUE OF SHARES					
Issue with preferential subscription rights	Shareholders Meeting of May 4, 2016 22nd resolution	Equity securities: €152 million Debt securities: €1,523 million	26 months July 4, 2018		
Public offering without preferential subscription rights	Shareholders Meeting of May 4, 2016 23rd resolution	Equity securities: €23 million (1) Debt securities: €230 million (2) These maximum amounts are deducted from the maximum amounts authorized in the 22nd resolution	26 months July 4, 2018		
Private placement without preferential subscription rights	Shareholders Meeting of May 4, 2016 24th resolution	Equity securities: €23 million Debt securities: €230 million These maximum amounts are deducted from the maximum amounts authorized in the 22nd resolution	26 months July 4, 2018		
Increase in the amount of any issues that are oversubscribed	Shareholders Meeting of May 4, 2016 25th resolution	15% of the amount of the initial issue	26 months July 4, 2018		
In payment for contributed assets	Shareholders Meeting of May 4, 2016 26th resolution	Equity securities: €45 million These maximum amounts are deducted from the maximum amounts authorized in the 22nd resolution	26 months July 4, 2018		
Issuance of new shares by capitalizing reserves, retained earnings, additional paid-in capital or any other eligible amounts	Shareholders Meeting of May 4, 2016 27th resolution	Equity securities: €152 million (3)	26 months July 4, 2018	-	-

(1) Maximum amount applicable to the 23rd, 24th and 26th resolutions adopted at the Annual Shareholders Meeting of May 4, 2016.
(2) Maximum amount applicable to the 23rd and 24th resolutions adopted at the Annual Shareholders Meeting of May 4, 2016.
(3) Maximum amount applicable to the 22nd, 23rd, 24th, 25th, 26th and 27th resolutions adopted at the Annual Shareholders Meeting of May 4, 2016.

Type of authorization	Date of authorization	Nominal amount authorized	Duration and expiry date	Utilization	To be recommended at the Annual Shareholders Meeting on May 4, 2017
EMPLOYEE SAVINGS PLANS					
Issue without preferential subscription rights reserved for members of an employee stock ownership plan	Shareholders Meeting of May 4, 2016 28th resolution	2% of the capital as at the close of the Shareholders Meeting of May 4, 2016	26 months July 4, 2018	-	-
STOCK OPTION AND PERFORMANCE SHARE PLANS					
Performance share plans	Shareholders Meeting of April 30, 2015 8th resolution	1.5% of the capital as at the award date Annual maximum amount of 0.06% of the capital as at the award date for the Executive Director	26 months June 30, 2017	Board meeting of December 9, 2015 awarded 137,363 performance share rights	-
	Shareholders Meeting of May 4, 2016 29th resolution	1.5% of the capital as at the award date Annual maximum amount of 0.1% of the capital as at the award date for the Executive Director	26 months July 4, 2018	Board meeting of May 4, 2016 Allocation of 990,080 performance shares Board meeting of February 23, 2017 Allocation of 794,985 performance shares	

In addition to these authorizations to issue shares, the Shareholders Meeting authorized the Board of Directors to cancel shares bought back by the Company. This authorization was used by the Board of Directors in 2016.

SHARES, OWNERSHIP STRUCTURE AND DIVIDEND POLICY

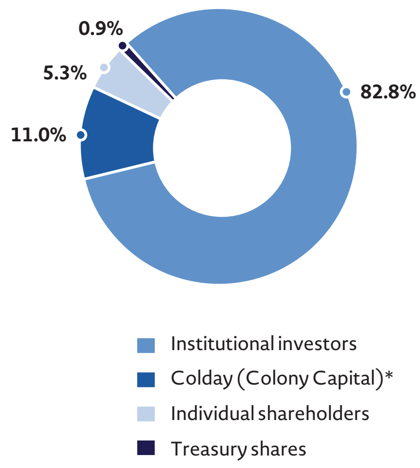
SHARE PERFORMANCE

The Edenred Group was created on June 29, 2010 following the demerger from Accor. The shares were initially listed at a reference price of €11.40. On the first day of trading (July 2, 2010), the shares opened at €13 and closed at €14.80.

SHARE PERFORMANCE OVER THE PAST THREE YEARS:

Year	High	Low	Year-end price	No. of shares at Dec. 31	Market capitalization
2016	22.45	13.22	18.84	233,688,345	€4.4 billion
2015	27.15	14.19	17.45	230,819,248	€4.0 billion
2014	25.10	19.27	22.96	228,864,521	€5.3 billion

OWNERSHIP STRUCTURE AS OF DECEMBER 31, 2016



** On January 20, 2017, Colday announced that it no longer held any Edenred shares.*

CAPITAL ALLOCATION POLICY

Drawing on its strong balance sheet, tight rein on debt and sound liquidity, Edenred wishes to leverage growth investment opportunities in line with the strategic goals of its Fast Forward plan.

The first of these opportunities materialized in January 2017, when the Group increased its stake in UTA to 51% by exercising a call option on an additional 17% of the Company's capital. This investment, which enabled Edenred to acquire control of UTA, resulted in a cash outflow of approximately €83 million, bearing in mind that UTA's non-controlling shareholders will have put options on the remaining 49% of capital once this option is exercised. As a result, Edenred will record a liability of around €200 million (gross) in its consolidated financial statements.

The Group has accordingly decided to propose a **dividend representing at least 80% of its net profit, Group share**. In respect of 2016, a dividend of €0.62 will be put to the vote at the Shareholders Meeting on May 4, 2017.

Edenred's ambition is to maximize value creation for shareholders through a balanced deployment of capital between investments and shareholder return, in line with the Group's growth profile.

DIVIDEND PAYMENT TIMELINE

- **May 11, 2017**: record date for the payment of the dividend subject to option (50% in cash or new shares).
- **May 12, 2017**: ex-dividend date, corresponding to the date on which shares can be sold without losing the right to the most recently declared dividend payment.
- **May 15, 2017**: record date for the payment of the dividend in cash.
- **May 12-June 2, 2017**: period for exercising the dividend reinvestment option. Shareholders may opt to reinvest [(1)] only during this period. Any shareholder who has not opted to reinvest by the close of business on June 2, 2017 will receive the entire dividend in cash.
- **June 15, 2017**: dividend payment date for both payment methods.

To find out more, read the press release published on March 16 and the guide posted in the Investors/Shareholders section of the Group's website www.edenred.com.

(1) Holders of bearer shares or indirectly registered shares will need to inform their bank or broker. Holders of directly registered shares will need to inform Edenred's registrar (Société Générale, Département des titres et Bourse, CS 30812, 44308 Nantes Cedex 3, France).

GOVERNANCE

MEMBERSHIP OF THE BOARD OF DIRECTORS

As of December 31, 2016, the Board of Directors had 11 members, eight of whom were qualified by the Board as independent directors based on the criteria set out in the AFEP-MEDEF Corporate Governance Code.

As of December 31, 2016, seven of the directors were men and four were women, *i.e.*, 36%. Philippe Citerne has decided not to stand for re-election at the next Shareholders Meeting, reducing the number of male directors to six. The percentage of women directors will therefore be 40%. The Company will then comply fully with the provisions of the French Act no. 2011-103 of January 27, 2011 on the balanced representation of women and men on Boards of Directors and Supervisory Boards, and on gender equality in the workplace, as well as the recommendations of the AFEP-MEDEF Code. Philippe Citerne will be appointed as a Board observer when he stands down as director.

JEAN-PAUL BAILLY *

Born 1946
French

Former Chairman of RATP and Honorary Chairman of La Poste Group.

History as a director

- **First elected as a director**: June 29, 2010
- **Re-elected:** Twice (2012 and 2016 Annual Shareholders Meetings**)**
- **Current term expires:** 2020 Annual Shareholders Meeting
- **Directorships of other listed companies:** Accor SA, Europcar

A graduate of École Polytechnique and the Massachusetts Institute of Technology, Jean-Paul Bailly has held various positions with the Paris Transit Authority (RATP), including Manager of the Paris Metro and RER suburban rail system, Human Resources Director, Deputy Chief Executive Officer and then Chairman and Chief Executive Officer. He was Chairman of the French Post Office (La Poste Group) from 2002 to 2013 and Chairman of the Supervisory Board of La Banque Postale from 2006 to 2013. He has been Honorary Chairman of Groupe La Poste since then.

ANNE BOUVEROT *

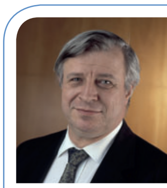
Born 1966
French

CEO of Safran Identity & Security

History as a director

- **First elected as a director**: June 29, 2010
- **Re-elected**: Once (2013 Annual Shareholders Meeting)
- **Current term expires**: 2017 Annual Shareholders Meeting
- **Directorships of other listed companies**: Cap Gemini SA

A graduate of École Normale Supérieure and of Télécom Paris, Anne Bouverot was the Presales Operations Manager of Global One from 1996 to 2002. In August 2004, she became Chief of Staff for the Chief Executive Officer of Orange Group and then, in November 2006, Executive Vice-President, International Business Development, at France Telecom. She has also been a Director of Groupama SA since October 2008. In September 2011, she was appointed Chief Executive Officer and Member of the Board of Directors of GSMA, the international association of mobile network operators. She became CEO of Safran Identity & Security (ex Morpho) in 2015.



PHILIPPE CITERNE *

Born 1949
French

Vice-Chairman of the Board of Directors, Edenred

History as a director

- **First elected as a director**: June 29, 2010
- **Re-elected**: Once (2013 Annual Shareholders Meeting)
- **Current term expires**: 2017 Annual Shareholders Meeting (Philippe Citerne has decided not renew his term of office at the close of the 2017 Annual Shareholders Meeting)
- **Directorships of other listed companies**: 0

After graduating from École Centrale de Paris and holding a number of positions in the French Finance Ministry, Philippe Citerne joined Société Générale in 1979, where he served as Vice-President of Economic Research, Vice-President Finance and Vice-President Human Relations, prior to becoming Director, Deputy Chief Executive Officer and Chief Operating Officer from 1997 to 2009. He was Vice-Charmain of the Board of Directors of Accor until July 2016 then he has been designated as Board observer. He is currently Vice-Chairman of the Board of Directors of Edenred.

SYLVIA COUTINHO *

Born 1961
Brazilian

CEO of UBS Group Brazil

History as a director

- **First elected as a director**: Appointed to the Board on March 23, 2016
- **Re-elected**: 0
- **Current term expires**: 2017 Annual Shareholders Meeting
- **Directorships of other listed companies**: 0

Sylvia Coutinho holds a degree in engineering and a post-graduate degree in economics from the University of São Paulo, as well as an MBA from Columbia University in New York. She started her career in 1984 at the banking group Citigroup, where she held several high-responsibility positions in Brazil and the United States. In 2003, she joined HSBC where she held senior positions in the wealth and asset management divisions, and notably became Head of Retail Banking and Wealth Management for Latin America and Head of Global Asset Management for the Americas.

Since 2013, Sylvia Coutinho serves as the Country Head of the banking group UBS in Brazil and heads UBS' Brazilian Executive Committee.

* *Independant directors*

BERTRAND DUMAZY

Born 1971
French

Chairman and Chief Executive Officer of Edenred SA since October 26, 2015

History as a director

- **First elected as a director**: Director since October 26, 2015
- **Re-elected**: 0
- **Current term expires**: 2018 Annual Shareholders Meeting
- **Directorships of other listed companies**: 0

Bertrand Dumazy is a graduate of ESCP Europe with an MBA from Harvard Business School. He started his career in 1994 as a consultant with Bain & Company, first in Paris and later in Los Angeles. He then worked as an Investment Director of BC Partners in 1999 before founding Constructeo. In 2002, he joined the Neopost Group. Initially head of Marketing and Strategy, he was appointed Chairman and Chief Executive Officer of Neopost France in 2005 and then Chief Financial Officer for the Neopost Group in 2008. In 2011, he became President and CEO of Deutsch, a world leader in high performance connectors, a position he held until the group was acquired by TE Connectivity. In 2012, he joined Materis as Executive Vice-President then CEO and eventually President and CEO of Cromology. In October 2015, he was appointed Chairman and CEO of the Edenred Group. He also became the Chairman of the Supervisory Board of UTA in November 2015.

GABRIELE GALATERI DI GENOLA *

Born 1947
Italian

Chairman of Assicurazioni Generali SpA

History as a director

- **First elected as a director**: June 29, 2010
- **Re-elected**: Once (2014 Annual Shareholders Meeting)
- **Current term expires**: 2018 Annual Shareholders Meeting
- **Directorships of other listed companies**: Moncler Italia SpA

Gabriele Galateri di Genola, who has an MBA from Columbia University (New York), held various positions at Saint-Gobain, then at Fiat beginning in 1977. He was appointed Chief Executive Officer of IFIL in 1986 and General Manager of IFI in 1993. He was Chairman of Mediobanca until 2007, then Chairman of Telecom Italia SpA until 2011. He then became Chairman of Generali Group.

MAËLLE GAVET *

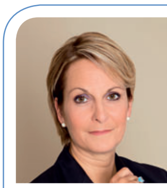
Born 1978
French

Chief Operating Officer of Compass (since January 2017)

History as a director

- **First elected as a director**: May 13, 2014
- **Re-elected**: 0
- **Current term expires**: 2018 Annual Shareholders Meeting
- **Directorships of other listed companies**: 0

A graduate of La Sorbonne University, École Normale Supérieure de Fontenay-Saint-Cloud and IEP de Paris, in 2001 Maëlle Gavet set up Predstavitelskij.dom, a Russian corporate events company, before joining the Boston Consulting Group as a partner in 2003. In 2010, she joined Ozon.ru as Sales & Marketing Director, becoming Chief Executive Officer in April 2011. In 2015, she was appointed Executive Vice-President of Global Operations for Priceline Group and became Chief Operating Officer of Compass in January 2017.



FRANÇOISE GRI *

Born 1957
French

CEO Françoise Gri Conseil

History as a director

- **First elected as a director**: June 29, 2010
- **Re-elected**: Once (2013 Annual Shareholders Meeting)
- **Current term expires**: 2017 Annual Shareholders Meeting
- **Directorships of other listed companies**: Crédit Agricole SA, WNS Services

A graduate of Ensimag, Françoise Gri joined the IBM Group in 1981. She was appointed Director of the E-business Solutions Marketing and Sales division of IBM EMEA in 1996, and then Director of Sales Operations for IBM EMEA in 2000. After serving as Chairman and Chief Executive Officer of IBM France from 2001 to 2007, Françoise Gri was Chairman of ManpowerGroup France and Southern Europe from 2007 to 2012, before joining the Pierre & Vacances Center Parcs Group in 2013, then serving as Chief Executive Officer until 2014. In 2015, she became CEO of Françoise Gri Conseil and in 2016 she was Chairman of the Board of Directors of Viadeo.

* *Independant directors*

JEAN ROMAIN LHOMME

Born 1975
French

Co-Founder PJX10

History as a director

- **First elected as a director**: Director since October 3, 2013
- **Re-elected**: Once (2014 Annual Shareholders Meeting)
- **Current term expires**: 2018 Annual Shareholders Meeting
- **Directorships of other listed companies**: 0

Jean-Romain Lhomme graduated with a degree in business administration and finance from HEC Business School in Paris and minored in international business at ESADE (Barcelona). He started his career as an analyst in New York and Brazil for the Latin American privatization team of Paribas and for Mercer Management Consulting (Oliver Wyman) as an analyst in Paris. He then worked for the Strategic Director of PPR, mostly focusing on acquisitions and new retail formats. He joined Colony Capital in 2000 where, until 2015, he was Principal and Co-Head of Colony Capital Europe, responsible for the identification, evaluation, consummation and management of new European investments. Jean-Romain Lhomme is currently Co-Founder of PJX10.

NADRA MOUSSALEM

Born 1976
French

Chairman of Colony Capital SAS

History as a director

- **First elected as a director**: June 29, 2010
- **Re-elected**: Twice (2012 and 2016 Annual Shareholders Meetings)
- **Current term expires**: 2020 Annual Shareholders Meeting
- **Directorships of other listed companies**: Accor SA

A graduate of École Centrale de Lyon with a Master's degree in Information and Information Technology, Nadra Moussalem is Colony Capital Executive Director, head of Europe, responsible for identifying, assessing, executing and monitoring the fund's European investments. Before joining Colony Capital in 2000, he worked in the Financial Engineering Department of Axa Conseil in Paris. He was acting Chairman and Chief Executive Officer of Edenred from August 1, 2015 to October 25, 2015.

BERTRAND MÉHEUT *

Born 1951
French

Director of companies

History as a director

- **First elected as a director**: June 29, 2010
- **Re-elected**: Twice (2012 and 2016 Annual Shareholders Meetings)
- **Current term expires**: 2020 Annual Shareholders Meeting
- **Directorships of other listed companies**: Accor SA, Pierre et Vacances, SFR Group

A graduate of École des Mines de Paris, Bertrand Méheut spent most of his career with Rhône-Poulenc and later Aventis CropScience, serving as Deputy Chief Operating Officer, Europe, in charge of corporate services for the "Agro" division, and then successively as Chief Executive Officer of the German subsidiary, Deputy Chief Executive Officer of Rhône-Poulenc Agro and Executive Vice-President and Chief Operating Officer Europe. Following the merger of Rhône-Poulenc and Hoechst to form Aventis, Bertrand Méheut was appointed Chief Executive Officer of Aventis CropScience. He joined Canal+ Group in 2002 and was Chairman of the Executive Board until 2015. He now holds directorships with several companies.

* *Independant directors*

BOARD OF DIRECTORS AND COMMITTEES OF THE BOARD

CHAIRMAN

As provided for in the applicable regulations, on June 29, 2010, the Board of Directors decided to combine the functions of Chairman of the Board of Directors and Chief Executive Officer and confirmed this decision on September 10, 2015 when Bertrand Dumazy was appointed Chairman and Chief Executive Officer. The Board considers that this governance structure is best aligned with the Company's needs, because it ensures the high level of strategic and operational responsiveness required by a young organization whose business is undergoing radical technological transformation. The Chairman and Chief Executive Officer does not receive any compensation in his capacity as Chairman of the Board.

VICE-CHAIRMAN AND LEAD INDEPENDENT DIRECTOR

Article 14 of the Company's bylaws allows for the appointment by the Board of one or two Vice-Chairmen to lead Board meetings in the Chairman's absence. In light of its decision to combine the functions of Chairman and Chief Executive Officer, the Board decided to appoint an independent director as Vice-Chairman of the Board. Philippe Citerne has held this position since June 29, 2010.

MEETINGS OF THE BOARD OF DIRECTORS IN 2016

- Number of meetings: 7
- Average duration: 2 hours
- Attendance rate: 91%
- Proportion of independent directors: 73%
- Chairman: Bertrand Dumazy

At the Board of Directors meetings held in 2016, the Board of Directors dealt with the following matters:

- approval of the financial statements for the year ended December 31, 2015;
- the financial communication processes;
- the 2016 budget and financing plan;
- the Group's strategy;
- the Annual Shareholders Meeting of May 4, 2016 and the resolutions to be tabled at the Meeting;
- notifications received under disclosure threshold rules and monitoring of the changes in the Company's shareholding structure;
- the review of the interim financial statements and the preparation of the interim Management Report;
- the Chairman and Chief Executive Officer's compensation;
- the allocation of performance shares;
- the breakdown of directors' fees;
- the proposed re-election of three directors;
- proposed appointment of a new director;
- Executive Management organization;
- the renewal of the term of office of Committee members;
- the independence criteria applied to directors and the specific financial and other expertise of the members of the Audit and Risks Committee;
- the authorizations given to the Chairman and Chief Executive Officer to carry out bond issues and undertakings, avals and guarantees;
- the implementation of the share buyback program;
- Edenred's development projects;
- review of related-party agreements that remained in effect during the year and the signature of new agreements with the Chairman and Chief Executive Officer;
- reduction and increase of the Company's capital pursuant to the 2010, 2011 and 2012 stock option plans and the award of performance shares to non-French tax residents.

Part of each meeting was devoted to discussing the Group's business, strategy, results, cash position, capital expenditure and acquisition projects.

ASSESSMENT

Pursuant to Article 10 of the AFEP-MEDEF Corporate Governance Code, the Board is required to assess its ability to meet the needs of shareholders, which have entrusted it with the Company's management. This self-assessment entails a regular review of its membership, organization, practices and procedures. In accordance with Article 1.2 of the Internal Regulations, the Board of Directors conducts a self-assessment of its procedures, with a view to identifying opportunities to improve its efficiency, at least once a year, and a formal self-assessment with the assistance of an outside consultant, at least once every three years.

Accordingly, a formal self-assessment with the assistance of an outside consultant was performed in 2016, based on one-on-one interviews with directors conducted by the outside consultant using a questionnaire compliant with AFEP-MEDEF recommendations.

The discussion enabled the directors to share their observations and they concluded that the Board's performance and dynamics had improved. The directors stressed the quality of the background information provided to them and confirmed that the current form of governance was suited to the Company's needs. They pointed out the need for the Board to prepare for change in its membership in order to best support Edenred in its ambitions.

MEETINGS OF COMMITTEES OF THE BOARD IN 2016

Board discussions and decisions in some areas are prepared by specialized Board Committees made up of directors appointed by the Board for the duration of their term as director. These committees examine matters falling within their terms of reference, as well as any matters referred to them for consideration by the Chairman of the Board. They report regularly to the Board on their work, and inform the Board of their observations, opinions, proposals or recommendations.

There are three standing Board Committees:

- the Audit and Risks Committee;
- the Commitments Committee;
- the Compensation and Appointments Committee.

The Audit and Risks Committee

- Chairman: Philippe Citerne (independent director)
- Number of meetings: 5
- Average duration: 2 hours
- Attendance rate: 95%
- Number of members: 4
- Proportion of independent members: 75%

During its meetings, the Audit and Risk Committee prepared the Board's review and approval of the annual financial statements of the Company, the interim and annual consolidated financial statements and the annual budget, in line with its terms of reference as set out in the Board of Directors' Internal Regulations. The work of the Audit and Risks Committee focused on reviewing (i) the annual financial statements for the year ended December 31, 2015 and the financial statements for the six months ended June 30, 2016, (ii) the proper application of accounting principles, (iii) the financial communication process, (iv) audit and internal control matters, (v) tax and legal risks, and (vi) policies governing the investment of available cash. Audit and Risks Committee meetings are attended not only by its members but also by the Chairman and Chief Executive Officer, the Chief Financial Officer and the Statutory Auditors. The Board Secretary, the Vice-President, Group Management Control, the Vice-President, Consolidation and Financial Control, the head of Internal Audit, the Vice-President, Tax, the Head of Information Systems Security and the Group Treasurer may also be invited to attend. During 2016, the Audit and Risks Committee managed the process of re-appointing the principal and alternate Statutory Auditors through a competitive bidding procedure.

Commitments Committee

- Chairman: Nadra Moussalem
- Number of meetings: 1
- Average duration: 45 minutes
- Attendance rate: 100%
- Number of members: 3
- Proportion of independent members: 66%

During 2016, the Commitments Committee reviewed the terms and conditions of exercising the call options held by the Company on UTA.

Compensation and Appointments Committee

- Chairman: Françoise Gri (independent director)
- Number of meetings: 4
- Average duration: 1 hour and 30 minutes
- Attendance rate: 75%
- Number of members: 4
- Proportion of independent members: 75%

In 2016, the Compensation and Appointments Committee made recommendations concerning the Chairman and Chief Executive Officer's 2015 bonus; his salary for 2016; the performance criteria to be applied to determine his 2016 bonus; the award of performance shares; the allocation of 2015 directors' fees; the Group's Human Resources policy and the establishment of a succession plan for the Chairman and Chief Executive Officer and other key employees. The Committee also made recommendations about the establishment of "Say on Pay" procedures concerning the compensation due or awarded to the Chairman and Chief Executive Officer in respect of 2015, and on the new related-party agreements entered into with the Chairman and Chief Executive Officer in 2016. The Committee also reviewed the specific skills of the Audit and Risks Committee members, and the ratio of men and women on the Board of Directors.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER'S COMPENSATION

FIXED AND VARIABLE COMPENSATION POLICY AND COMPONENTS OF ANY KIND ATTRIBUTABLE TO THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The Board of Directors reports below on its compensation policy for the Chairman and Chief Executive Officer of Edenred, which will be submitted to the shareholders for approval in accordance with new Article L.225-37-2 of the French Commercial Code introduced by the Sapin II Act of December 9, 2016 on transparency, anti-corruption and business reform.

Processes for determining compensation

The Chairman and Chief Executive Officer's compensation is determined by the Board of Directors based on the recommendation of the Compensation and Appointments Committee. The various components of the compensation package, *i.e.*, fixed salary and bonus, long-term performance share plans and benefits, are taken into account.

The Compensation and Appointments Committee meets several times a year to discuss relevant subjects and performs preparatory work conducted under the supervision of the Committee's Chairman. This work includes analyzing the performance of the Company and its Chairman and Chief Executive Officer, ensuring that objectives are in line with the Group strategy and shareholders' interests, reviewing executive compensation data from similar companies and monitoring changes in Corporate Governance Codes.

The work of the Compensation and Appointments Committee is used as a basis to assess the prior year's performance and set the Chairman and Chief Executive Officer's targets and compensation for the following year. The short and long-term bonuses are reviewed each year. Fixed salary is revised periodically, taking into account the Chairman and Chief Executive Officer's performance and market practices.

Compensation philosophy

The Chairman and Chief Executive Officer's **compensation** is determined based on an assessment of his responsibilities and the difficulty of his job, his experience and practices in companies or groups of a comparable size to Edenred.

The Executive Director's total compensation is determined based on the following three key principles: compliance, comparability and performance.

Compliance

The Chairman and Chief Executive Officer's compensation complies with the AFEP-MEDEF Corporate Governance Code and the "comply or explain" principle. All components of the Chairman and Chief Executive Officer's compensation package are compliant, *i.e.*, short-term compensation (salary and bonus), deferred compensation (incentive plans) and commitments.

Comparability

The Compensation and Appointments Committee regularly engages outside consulting firm Mercer to conduct a benchmarking analysis of the Chairman and Chief Executive Officer's compensation.

This comparison is based on a peer group of French companies from a variety of sectors included in the SBF 120 index with similar characteristics to Edenred, selected based on the following four criteria: (i) market capitalization, (ii) EBIT, (iii) total number of employees and (iv) percentage of international employees.

Performance

The Committee has set diverse and demanding performance criteria, which are used to perform a complete analysis of the Chairman and Chief Executive Officer's performance, in line with the Group's strategy and shareholders' interests. Performance assessment is based on a balance between financial, operational and management criteria as well as a balance between short-term and long-term performance.

The following section provides details of the components of the Chairman and Chief Executive Officer's compensation in 2016.

On the recommendation of the Compensation and Appointments Committee, the Board of Directors determined its general compensation policy for the Executive Director throughout his term of office, the main principles of which are as follows:

Salary

Determination

The Chairman and Chief Executive Officer's salary is paid in twelve monthly installments and is based on:

- the complexity of his responsibilities;
- his professional experience and expertise;
- benchmark studies of comparable functions (external competitiveness).

Increases

The Board of Directors has decided that the Chairman and Chief Executive Officer's salary can only be revised at relatively long intervals, in accordance with the AFEP-MEDEF Code, or at the end of his term. However, it may be revised earlier than that in the event of a significant change in the scope of his responsibilities or if there is a wide gap relative to market practices. In these specific circumstances, the revised salary and the reasons for its revision will be disclosed.

In addition, the Chairman and Chief Executive Officer may not have an employment contract while holding executive office.

Directors' fees

The Chairman and Chief Executive Officer will not receive directors' fees.

Annual bonus

Structure of annual bonus

The Chairman and Chief Executive Officer will receive a bonus equal to 120% of his salary if the targets set are achieved. It will be based on:

- quantitative financial targets, representing 65% of salary;
- quantitative operational targets, representing 30% of salary, related to the Group's strategy; and
- qualitative managerial targets, representing 25% of salary, related to the Group's strategy.

If the quantitative targets are exceeded, the Board of Directors may raise the bonus to a maximum of 180% of salary based on a balanced split between the targets.

Financial and non-financial factors

The Board of Directors has decided that the financial targets underlying the Chairman and Chief Executive Officer's bonus will for the most part be based on EBIT but also on earnings per share.

The quantitative operational targets will be set each year according to the Group's strategy.

New appointment

The Board of Directors has decided that if a new Chairman and Chief Executive Officer is appointed, the same principles will apply, although if the appointment is made part way through the year, the amounts due will be calculated on a pro rata basis. However, if the new appointment is made in the second half of the relevant year, performance will be assessed by the Board of Directors on a discretionary basis, based on the recommendation of the Compensation and Appointments Committee.

Resignation or termination

If the Chairman and Chief Executive Officer stands down during the year, the amount of the bonus for that year will be based on (i) his performance as assessed by the Board of Directors on a discretionary basis, based on the recommendation of the Compensation and Appointments Committee, and (ii) the length of the Executive Director's time in office during the relevant year.

Exceptional bonus

The Board of Directors has decided that in principle the Chairman and Chief Executive Officer may receive an exceptional bonus in certain circumstances, which must be disclosed in detail and substantiated. Payment of an exceptional bonus is subject to approval by the shareholders in accordance with Article L.225-37-2 of the French Commercial Code (*Code de commerce*).

Deferred compensation

The Board of Directors believes that this mechanism, to which other key executives of the Group are also entitled, is particularly appropriate for the Chairman and Chief Executive Officer given the direct contribution he is expected to make to the Company's overall long-term performance. In line with market practices, this mechanism is based on the award of performance shares, which not only help to incentivize and retain the beneficiaries but also to align their interests to the interest of the Company and that of the shareholders.

The vesting and lock-up periods, performance conditions and performance levels for the performance share plans awarded to the Chairman and Chief Executive Officer comply with the plan regulations and the authorization granted by the Shareholders Meeting to award the performance shares, as described on page 137 of the 2016 Registration Document.

The performance shares awarded may not exceed 120% of salary plus target annual bonus on the date of award.

Signing bonus

The Board of Directors reserves the right to award a signing bonus to a new Chairman and Chief Executive depending on the circumstances and the candidate.

In order to immediately align the Chairman and Chief Executive Officer's interests to those of the shareholders, and subject to authorization by the Shareholders Meeting, the signing bonus may be composed partly or entirely of long-term incentives subject to presence and performance conditions, such as performance shares, stock options or any other incentives.

The signing bonus may not exceed the amount of the benefits lost by the candidate upon leaving his or her previous function.

Resignation or termination

In accordance with the provisions of the performance share plans currently in existence, the Chairman and Chief Executive Officer will lose the right to all or part of the performance shares initially granted if he stands down voluntarily during the vesting period, unless the Board of Directors decides otherwise. If the Chairman and Chief Executive Officer is forced to stand down for any reason whatsoever, he will retain the right to one third of the shares awarded for each year of presence during the three-year vesting period, unless the Board of Directors decides that the entire award may be retained.

Long-term cash-based incentive

The Board of Directors has decided not to use long-term cash-based incentives, preferring to focus on share-based incentives to align the interests of the Executive Director to those of the shareholders.

However, such a mechanism could be envisaged should regulatory developments or other circumstances make the use of share-based incentives ineffective, restrictive or impossible.

Other benefits

Termination benefits

The Board of Directors reserves the right to grant the Chairman and Chief Executive Officer termination benefits, the terms and conditions of which will be adapted to his personal profile and will take into account the Company's economic, workforce-related and social environment.

The Board of Directors has decided that the termination benefits may not exceed the equivalent of two years' salary plus annual bonus, will be contingent on the achievement of serious, challenging performance conditions, will be measured over a reference period of three years preceding the date of departure, and will be payable only in the event of forced termination for whatever reason. No termination benefits will be payable if, within twelve months of his departure, the Chairman and Chief Executive Officer becomes eligible for the basic State pension and, consequently, for pension benefits under the Company's supplementary pension plan.

Unemployment insurance

The Board of Directors has decided that the Chairman and Chief Executive Officer will be entitled to join an unemployment insurance plan that will pay unemployment benefits following loss of office for a maximum period of 24 months.

Death/disability and health insurance

The Chairman and Chief Executive Officer will be covered by the death/disability and health insurance plan set up for employees, which has been extended to include the Executive Director.

Company car

The Chairman and Chief Executive Officer will be entitled to a company car.

Supplementary pension benefits

The Chairman and Chief Executive Officer will be covered by the Group's supplementary pension plan in the same way as other plan beneficiaries, as described on page 132 of the 2016 Registration Document, which may be either a defined contribution and/or a defined benefit plan. In accordance with Article L.225-42-1 of the French Commercial Code as amended by Article 229 of Act no. 2015-990 of August 6, 2015, payment of the pension benefit under the defined benefit plan will be contingent on the achievement of a performance condition, defined as the achievement of at least 60% of the targets set for the annual bonus award.

FIXED AND VARIABLE COMPENSATION OF THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER IN 2016

At its meeting of February 10, 2016 and based on the proposal of the Compensation and Appointments Committee, the Board decided to maintain Bertrand Dumazy's gross annual salary at €750,000.

It also defined the criteria for determining his bonus, which is capped at a certain percentage of salary. The bonus may range from 0% to 120% of salary, and may be increased to a maximum of 180% of salary if certain targets are exceeded, *i.e.*:

- a bonus of up to 65% of salary based on financial targets, of which 50% based on EBIT and 15% based on earnings per share; in the event of outperformance, as approved by the Board of Directors, the bonus based on these targets may reach 105% of salary;
- a bonus of up to 30% of salary based on three operational targets related to the Group's strategy, each representing 10% of salary, the targets being the Group's transformation rate, expense management solutions issue volume and sales *via* digital channels; in the event of outperformance, as approved by the Board of Directors, the bonus based on these targets may reach 50% of salary;
- a bonus of up to 25% of salary based on managerial targets related to the Group's strategy, such as the successful integration of Embratec.

Bertrand Dumazy's 2016 bonus was determined at the Board meeting held on February 22, 2017, based on the recommendation of the Compensation and Appointments Committee, as follows:

- the bonus based on financial targets amounted to 102% of salary;
- the bonus based on operational targets amounted to 37% of salary;
- the bonus based on managerial targets amounted to 25% of salary.

The total bonus for 2016 therefore amounted to €1,226,550.

The level of achievement required for each of the targets underlying the annual bonus is measured and assessed each year by the Compensation and Appointments Committee.

Long-term incentive plans

Exceptional long-term incentive plan

In accordance with the commitments made by the Board of Directors when Bertrand Dumazy was appointed Chairman and Chief Executive Officer, Bertrand Dumazy was awarded 74,800 performance shares valued at €1,125,000.

Group long-term incentive plan

Bertrand Dumazy was covered by the Group's long-term incentive plan in 2016 in the same way as the other beneficiaries of this plan (members of the Executive Committee and senior executives in some forty countries). Under this plan, he was awarded 74,800 performance shares valued at €1,125,000.

Annual award

	2016	2015	2014
Stock options			
Number of options granted during the year	0	0	0
Value of stock options granted during the year (see Table 4 of section 5.4.5.1 in the 2016 Registration Document for details)	€0	€0	€0
Performance shares			
Number of performance share rights granted during the year	149,600	137,363	0
Value of performance shares granted during the year (see Table 6 of section 5.4.5.2 in the 2016 Registration Document for details)	€2,250,000	€1,125,000	€0
TOTAL VALUE	**€2,250,000**	**€1,125,000**	**€0**

Vested rights under the plans

No shares vested under the stock option or share award plans in either 2015 or 2016.

Shares held at December 31, 2016

Bertrand Dumazy held 500 Edenred shares at December 31, 2016.

Employment contract

Bertrand Dumazy does not have an employment contract with Edenred SA or any of its subsidiaries or companies in which it has an equity interest.

Other commitments given to Bertrand Dumazy

Termination benefits [(1)]

On the recommendation of the Compensation and Appointments Committee, the Board of Directors decided to entitle Bertrand Dumazy to termination benefits should he be forced to stand down for whatever reason. The benefits may not exceed the equivalent of two years' salary and annual bonus and payment will be contingent on the achievement of serious, challenging performance conditions. No termination benefits will be payable if, within twelve months of his departure, Bertrand Dumazy becomes eligible for the basic State pension and, consequently, for pension benefits under the Company's supplementary pension plan.

The benefits payable will not exceed the equivalent of two years' total gross annual compensation as Chairman and Chief Executive Officer, defined as the sum of:

- the fixed portion of the compensation on an annual basis as Chairman and Chief Executive Officer on the date of termination of his duties; and
- the average of the variable portion of annual compensation as Chairman and Chief Executive Officer received or to be received for the last two years during which he served as Chairman and Chief Executive Officer, prior to the date of termination of his duties.

Payment of the termination benefits is contingent on the achievement of certain serious, challenging performance conditions. The criteria selected by the Board concern the Group's business and financial performance – as measured by the key indicators on which the Group's financial communications to the market are based – and its stock market performance. Performance will be measured over a three-year period, taking into account the Group's long-term historical performance and the external risks to which it is exposed, as described in section 3 of the 2016 Registration Document, page 56.

The performance conditions are as follows:

- 5% like-for-like growth in issue volume compared with the previous year;
- 2% like-for-like growth in operating revenue compared with the previous year;
- 5% like-for-like growth in funds from operations [(2)] (FFO) compared with the previous year;
- increase in the Company's share price at least equal to 85% of the increase in the Euronext Paris SBF 120 index over the Reference Period or, if the index falls over the Reference Period, decline in the Company's share price of no more than 125% of that of the index over the Reference Period.

Achievement of each of these four criteria will be measured over the three years preceding the year in which his appointment as Chairman and Chief Executive Officer was terminated (the "Reference Period"). Each of the first three criteria will be deemed to have been met if the related objective was achieved in at least two of the three years in the Reference Period. In the event of departure after the third year, the index performance before the date on which he took up office will not be taken into account.

Payment of the maximum termination benefits will depend on at least three of these four performance criteria being met, as observed by the Board of Directors on the basis prescribed by the laws in force when his appointment as Chairman and Chief Executive Officer is terminated. If only two of the criteria are met, 50% of the maximum termination benefits will be paid; if one or none of the criteria are met, no benefits will be paid.

The amount of termination benefits paid to Bertrand Dumazy may, under no circumstances, exceed two years' total gross annual compensation.

In addition, if Bertrand Dumazy is forced to stand down as Chairman and Chief Executive Officer before two full years have elapsed, he will be entitled to receive a settlement, in exchange for his waiving any rights of recourse, in an amount equal to two years' fixed salary plus target bonus.

If he is forced to stand down more than two years but less than three years after his appointment, the reference period used to determine whether the performance conditions referred to above have been met will be reduced to the last two elapsed years.

Unemployment insurance

During 2016, Bertrand Dumazy was covered under an insurance plan set up with Association GSC, entitling him to unemployment benefits equal to 70% of his contractual income, capped at €16,090 per month, for a period of up to 18 months. The total annual cost of the plan for Edenred was €13,231 [(3)]

(1) Related-party agreement authorized at the Board of Directors' meeting of February 10, 2016 and approved at the Shareholders Meeting of May 4, 2016.

(2) Before non-recurring items.

(3) Related-party agreement authorized at the Board of Directors' meeting of September 10, 2015 and approved at the Shareholders Meeting of May 4, 2016.

As of January 1, 2017, Bertrand Dumazy is covered under the same insurance plan set up with Association GSC but entitling him to unemployment benefits for a period of 24 months, as stipulated in Association GSC's terms and conditions, which also require a waiting period of one year after taking office before Bertrand Dumazy can benefit from the 24-month coverage. The total annual cost of the plan for Edenred in 2017 will be €31,245 (1).

Death/disability and health insurance (2)

The Chairman and Chief Executive Officer is covered by the death/disability and health insurance plan set up for employees, which has been extended to include the Executive Director. Premiums paid by the Company for this extended cover in 2016 amounted to €5,450.

Supplementary Pension Benefits (3)

General supplementary pension plan

A supplementary pension plan has been set up for Group senior executives above certain grades whose compensation meets certain criteria. This plan is comprised of a defined contribution plan ("Article 83") and a defined benefit plan ("Article 39"):

- under the Article 83 defined contribution plan, the Company pays an annual contribution representing up to 5% of five times the annual ceiling for calculating Social Security contributions (4);
- under the Article 39 defined benefit plan (16 persons in 2016), the Company is committed to paying an annuity to plan participants when they retire, based on principles that comply with the recommendations contained in the AFEP-MEDEF Corporate Governance Code:
  - to qualify for benefits under this top-hat plan, participants must end their career with the Group, have participated in the plan for at least five years and completed at least fifteen years' service with the Group. The pension payable under the plan is reduced by the amount of the pension payable under the defined contribution plan referred to above,
  - the reference period for the benefit calculations is the period of participation in the plan (*i.e.*, at least five years),
  - rights to potential supplementary pension benefits are accumulated gradually by year of participation and are calculated each year based on the participants' gross annual compensation,
  - the replacement rate may not exceed the following two thresholds:
    - the replacement rate of the supplemental plan (defined contribution and defined benefit plan) is limited to 30% of the last gross annual remuneration (5),
    - if the final gross annual compensation represents more than 12 times the annual ceiling for calculating Social Security contributions, the overall replacement rate represented by all benefits paid under compulsory plans and Edenred supplementary pension plans is capped at 35% of the average reference compensation for the best three years out of the participant's last ten years before retirement.

Participants who leave the Group before claiming the pension under the general plan lose their rights under the defined benefit plan and retain only those relating to the defined contribution plan.

Application of the supplementary pension plan to the Executive Director

The Chairman and Chief Executive Officer participates in the supplementary pension plan in the same way as the other plan participants, as described above. However, in accordance with the provisions of Article L.225-42-1 of the French Commercial Code as amended by Article 229 of Act no. 2015-990 of August 6, 2015 ("Macron Act"), the Board of Directors' meeting of February 10, 2016 indirectly made payment of the Article 39 pension contingent on the achievement of the targets set to determine the Chairman and Chief Executive Officer's bonus. He will receive 100% of the Article 39 pension benefit if the targets set for determining his bonus are at least 60% met. If they are not 60% met, he will not receive any Article 39 pension benefit in respect of that year. In 2016, the Board noted that the performance condition had been achieved.

The supplementary pension entitlement is taken into account in determining his overall compensation package.

(1) Related-party agreement authorized at the Board of Directors' meeting of December 15, 2016 to be submitted for approval at the Shareholders Meeting of May 4, 2017.

(2) Related-party agreement authorized at the Board of Directors' meeting of September 10, 2015 and approved at the Shareholders Meeting of May 4, 2016.

(3) Related-party agreement authorized at the Board of Directors' meeting of February 10, 2016 and approved at the Shareholders Meeting of May 4, 2016.

(4) The annual cap for calculating Social Security contributions represented €38,616 in 2016.

(5) Gross annual compensation corresponds to the participant's salary and bonus, excluding any exceptional bonuses.

SUMMARY TABLE OF BERTRAND DUMAZY'S COMPENSATION

Table 1: Compensation, stock options and performance share rights awarded to the Executive Director *(in €)*

Bertrand Dumazy	2016	2015*	2014
Compensation for the year (see Table 2 for details)	2,480,198	804,170	n/a
Value of long-term incentives awarded during the year		0	n/a
Value of stock options granted during the year		0	n/a
Value of performance shares granted during the year (see Table 6 of section 5.4.5.2 in the 2016 Registration Document for details)	2,250,000	1,125,000	n/a
TOTAL	**4,730,198**	**1,929,170**	**N/A**

* *Appointed October 26, 2015.*

Table 2: Compensation paid to the Executive Director *(in €)*

	2016		2015		2014	
Bertrand Dumazy	**Amount due**	**Amount paid**	**Amount due**	**Amount paid**	**Amount due**	**Amount paid**
Salary	750,000	750,000	138,470	138,470	n/a	n/a
Annual bonus	1,226,550	165,000	165,000	0	n/a	n/a
Long-term incentive	0	0	0	0	n/a	n/a
Exceptional bonus	500,000	500,000	500,000	500,000	n/a	n/a
Directors' fees	0	0	0	0	n/a	n/a
Benefits-in-kind	3,648*	3,648*	700*	700*	n/a	n/a
Vacation pay under the employment contract	0	0	0	0	n/a	n/a
TOTAL	**2,480,198**	**1,418,648**	**804,170**	**639,170**	**N/A**	**N/A**

* *Company car.*

Table 11: Commitments given to the Executive Director

	Employment contract		Supplementary pension plan		Compensation or benefit payable in the case of termination or change of office		Non-compete indemnity	
Executive Director	**YES**	**NO**	**YES**	**NO**	**YES**	**NO**	**YES**	**NO**
Bertrand Dumazy		X	X		X			X

In accordance with Article L.225-37-2 of the French Commercial Code, the Board of Directors will consult the shareholders on these issues at the Shareholders Meeting held on May 4, 2017.

COMPENSATION AWARDED TO BERTRAND DUMAZY, CHAIRMAN AND CHIEF EXECUTIVE OFFICER, IN 2017

At its February 22, 2017 meeting, the Board of Directors decided to maintain Bertrand Dumazy's compensation at its current level, based on the recommendation of the Compensation and Appointments Committee.

Bertrand Dumazy's gross annual salary in 2017 in his capacity as Chairman and Chief Executive Officer will be €750,000.

At the same meeting, the Board also defined the criteria for determining his bonus, which is capped at a certain percentage of salary. The bonus awarded to Bertrand Dumazy, Chairman and Chief Executive Officer, in 2017 may range from 0% to 120% of his salary, and may be increased to a maximum of 180% of salary if certain targets are outperformed, *i.e.*:

- a bonus of up to 65% of salary based on financial targets, of which:
  - 50% based on EBIT, which may be increased to 80% of salary in the event of outperformance as approved by the Board of Directors, and
  - 15% based on earnings per share, which may be increased to 25% of salary in the event of outperformance as approved by the Board of Directors;
- a bonus of up to 30% of salary based on three operational targets related to the Group's strategy, each representing 10% of salary, the targets being the Group's transformation rate, expense management solutions issue volume and sales of meal and food vouchers *via* digital channels and distance selling; in the event of outperformance, as approved by the Board of Directors, the bonus based on these targets may reach 50% of salary;
- a bonus of up to 25% of salary based on managerial targets related to the Group's strategy, such as implementation of the Fast Forward strategic plan, particularly in the expense management and corporate payment businesses.

At its meeting of February 22, 2017, the Board decided to maintain the other components of compensation and benefits including an award valued at €1,125,000 under the long-term incentive plan that may be set up for beneficiaries designated by the Board, the unemployment insurance plan, supplementary pension plans, death & disability and health insurance and a company car.

In accordance with the provisions of Article L.225-37-2 of the French Commercial Code, payment of these components of compensation and benefits to the Executive Director will be subject to approval at the Shareholders Meeting held to approve the financial statements for the year ended December 31, 2017.

HOW TO VOTE AT THE SHAREHOLDERS MEETING

FORMALITIES

All shareholders are eligible to take part in the Annual Shareholders Meeting, whatever the number of shares held.

In accordance with Article R.225-85 of the French Commercial Code, shareholders who wish to participate in the Meeting in person, by proxy or by casting a postal vote, will need to **provide evidence of their ownership of Edenred shares** as at midnight CEST on Monday, May 1, 2017in accordance with the following conditions:

- registered shares must be recorded in Edenred's share register;
- bearer shares must be recorded in the name of the shareholder or, in the case of non-resident shareholders, in the name of the bank or broker registered on the shareholder's behalf, in the share account kept by their bank or broker two working days before the Meeting. Holders of bearer shares must request a certificate of share ownership (*attestation de participation*) from their bank or broker. The certificate must be sent, along with the postal or proxy vote form, or the admission card request transmitted by the shareholder's bank or broker, to Société Générale, Service Assemblées générales, CS 30812, 44308 Nantes Cedex 03, France.

HOW TO TAKE PART

Shareholders may take part in the Meeting in a number of ways:

- in person, by attending the Meeting;
- by giving proxy to the Meeting Chairman;
- by voting remotely; or
- by giving proxy to a person of their choice in accordance with Article L.225-106 of the French Commercial Code.

This year for the third time, Edenred is giving each shareholder the possibility to request an admission card, cast their vote or appoint or withdraw a proxy prior to the Meeting *via* a secure online voting platform called Votaccess, in accordance with the conditions set out below.

The secure Votaccess platform will be live from 9:00 a.m. CEST on Thursday, April 13, 2017, allowing shareholders to request an admission card, cast their vote or appoint or withdraw a proxy *via* the platform until 3:00 p.m. CEST on Wednesday, May 3, 2017. Shareholders are advised not to wait until the last few days before the Meeting to perform these operations.

Shareholders who choose to vote remotely, appoint a proxy or request an admission card or certificate of share ownership in accordance with the conditions set out below will not be able to take part in the Meeting *via* any other means.

See next page "Voting or giving proxy to the person of your choice online".

ATTENDING THE MEETING IN PERSON

Shareholders may attend the Meeting in person by requesting an admission card in one of the following ways:

To request an admission card by post:

- holders of registered shares should complete the form attached to the notice of meeting and return it to Société Générale, Service Assemblées générales, CS 30812, 44308 Nantes Cedex 03, France;
- holders of bearer shares should ask their bank or broker to send them an admission card.

To request an admission card online:

- holders of registered shares should log in to the secure Votaccess platform, which can be accessed at www.sharinbox.societegenerale.com using their Sharinbox access code and password sent by post by Société Générale Securities Services, and follow the instructions on the screen;
- holders of bearer shares should log in to their bank or broker's web portal using their standard login details and click on the icon that appears on the line corresponding to their Edenred shares. This will take them to the Votaccess website where they should then follow the instructions on the screen. Note that this option is only available to shareholders if their bank or broker is registered with Votaccess.

The admission card will be made available in accordance with the procedure indicated on the screen. If you decide not to have your admission card sent to you by post, you must print it out and bring it with you to the Meeting.

- If you have not received the card two working days before the Shareholders Meeting, you should call the Société Générale admission card hotline on 0 825 315 315 (€0.125 excluding tax/min. for calls originating in France). Lines are open from 8:30 a.m. to 6:00 p.m. CEST from Monday to Friday. *For calls in English, please use +33 (0)251 85 59 82 (local network charges apply).*
- If your shares are held in bearer form and you do not receive the card in time, you will nevertheless be granted admittance to the Meeting if you present the certificate of share ownership issued by your bank or broker in the two working days preceding the Meeting.

VOTING OR GIVING PROXY TO THE PERSON OF YOUR CHOICE BY POST

A postal voting and proxy form will be sent directly to holders of registered shares. Holders of bearer shares can request this form *via* a letter sent or delivered in person to Edenred's headquarters, or sent to Société Générale, Service Assemblées générales, CS 30812, 44308 Nantes Cedex 03, France, or to their broker, following publication of the notice of meeting. The letter must be received by Edenred's headquarters or Société Générale's Service Assemblées générales no later than six days before the date of the Meeting, *i.e*. Friday, April 28, 2017.

The duly completed and signed postal voting and proxy form must be received by headquarters or Société Générale's Service Assemblées générales no later than three business days before the Meeting, *i.e*. Friday, April 28, 2017. Holders of bearer shares must also enclose their certificate of share ownership.

VOTING OR GIVING PROXY TO THE PERSON OF YOUR CHOICE ONLINE

Shareholders may also vote, or appoint or withdraw a proxy online *via* Votaccess prior to the Meeting as follows:

- holders of registered shares can vote or appoint a proxy *via* Votaccess by logging in to www.sharinbox.societegenerale.com using their Sharinbox access code and password sent by post by Société Générale Securities Services and follow the instructions on the screen;
- holders of bearer shares should log in to their bank or broker's web portal using their standard login details and click on the icon that appears on the line corresponding to their Edenred shares. This will take them to the Votaccess website where they should then follow the instructions on the screen. Note that this option is only available to shareholders if their bank or broker is registered with Votaccess.

If the shareholder's bank or broker is not registered with Votaccess, they may nevertheless give (or withdraw) a proxy electronically in accordance with the provisions of Article R.225-79 of the French Commercial Code as follows: by sending an e-mail with an electronic signature that they have obtained from a certification service provider accredited in accordance with the legal and regulatory conditions in force to mandataireAG@edenred.com, indicating their name, address and full bank details and the name and address of the person to whom they are giving proxy or from whom the proxy is being withdrawn. Their instructions must be confirmed in writing by the bank or broker that manages their share account, in a letter or fax sent to Société Générale, Service Assemblées générales, CS 30812, 44308 Nantes Cedex 03, France.

Only duly completed and signed notifications received by Friday, April 28, 2017 will be taken into account. The address mandataireAG@edenred.com is for giving (or withdrawing) proxies only and must not be used for any other purpose.

SHAREHOLDER REQUESTS TO TABLE DRAFT RESOLUTIONS

Requests to add items to the agenda or to table draft resolutions must be received, in accordance with Articles R.225-71 and R.225-73 of the French Commercial Code, no later than twenty-five days prior to the Meeting, *i.e*. Sunday, April 9, 2017, and from the Works Council, in accordance with Article R.2323-14 of the French Labor Code (*Code du travail*), within ten days of publication of this notice of meeting. They must be sent to the Chairman and Chief Executive Officer at Edenred's headquarters (Edenred, Monsieur le Président-directeur général, 166-180 boulevard Gabriel Péri, 92240 Malakoff Cedex, France) by registered mail, return receipt requested. Any draft resolutions submitted by shareholders will be published without delay on Edenred's website at www.edenred.com.

Requests submitted by shareholders must be accompanied by a certificate of share ownership certifying that the issuer of the request holds or represents the percentage of share capital required by Article R.225-71 referred to above. Draft resolutions submitted by shareholders in accordance with regulatory requirements will only be examined by the Meeting if the issuer of the request sends a new certificate certifying share ownership two trading days before the date of the Meeting, *i.e*. at midnight CEST on Monday, May 1, 2017.

QUESTIONS IN WRITING

If you have any questions that you would like the Board to answer during the Meeting, you should submit them in writing by registered mail, return receipt requested, to the Chairman and Chief Executive Officer at Edenred's headquarters (Edenred, Monsieur le Président-directeur général, 166-180 boulevard Gabriel Péri, 92240 Malakoff Cedex, France) no later than four working days prior to the Meeting, *i.e*. midnight CEST on Thursday, April 27, 2017, enclosing your certificate of share ownership. Without this document, your request will not be taken into account.

SHAREHOLDER COMMUNICATIONS

Documents and information relating to the Meeting will be made available to shareholders in accordance with the legal and regulatory requirements in force. In particular, the information referred to in Article R.225-73-1 of the French Commercial Code will be posted in the Finance section of www.edenred.com no later than twenty-one days prior to the Meeting, *i.e*. Thursday, April 13, 2017.

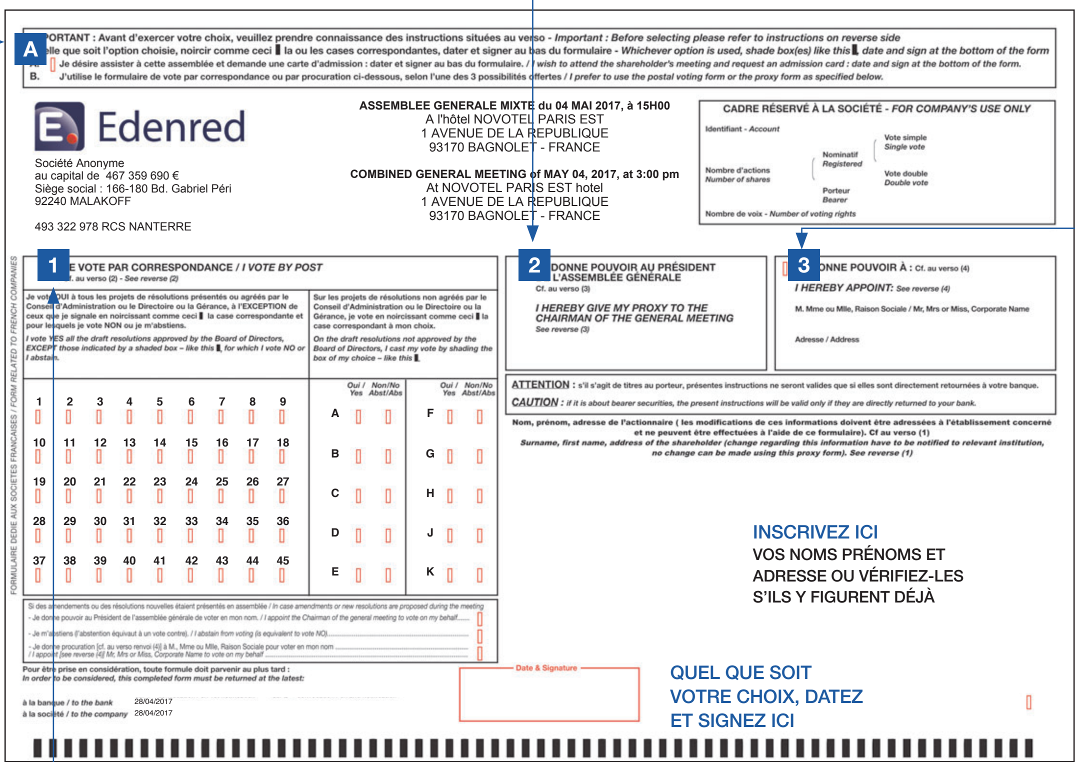
In addition, holders of registered shares will be able to access meeting documents *via* www.sharinbox.societegenerale.com and holders of bearer shares *via* their bank or broker's web portal, in accordance with the conditions set out above.

HOW TO FILL OUT THE FORM

If you plan to attend the Meeting:
Check **box A** to request an admission card, date and sign the form in the space at the bottom.

To give proxy to the Meeting Chairman:
Check this box, and date and sign the form in the space at the bottom.

To give proxy to your spouse, another shareholder or any other person or entity to represent you at the Meeting:
Check this box, enter the name and address of the person concerned, and date and sign the form in the space at the bottom.



To vote by post:
Check this box, and date and sign the form in the space at the bottom:

- to vote **YES** to a resolution, leave the box next to the resolution number concerned blank;
- to vote **NO** to a resolution, fill in the box next to the resolution number concerned.

Note:
Only forms that have been duly completed and received by Société Générale at least three days before the date of the Meeting, along with the certificate of share ownership issued by your bank or broker in the case of bearer shares, will be taken into account.

AGENDA OF THE ANNUAL SHAREHOLDERS MEETING

ORDINARY RESOLUTIONS

First resolution	Approval of the 2016 parent company financial statements
Second resolution	Approval of the 2016 consolidated financial statements
Third resolution	Appropriation of 2016 profit and dividend payment
Fourth resolution	Dividend reinvestment option
Fifth resolution	Advisory vote on the compensation package due or allocated to Bertrand Dumazy as Chairman and Chief Executive Officer in 2016
Sixth resolution	Approval of the principles and criteria for setting, allocating and awarding fixed, variable and exceptional components comprising the total compensation and benefits of any kind attributable to the Chairman and Chief Executive Officer
Seventh resolution	Re-election of Anne Bouverot
Eighth resolution	Re-election of Sylvia Coutinho
Ninth resolution	Re-election of Françoise Gri
Tenth resolution	Approval of a related-party agreement on a private unemployment insurance plan for Bertrand Dumazy, Chairman and Chief Executive Officer
Eleventh resolution	Special report of the Statutory Auditors: approval of the agreements and commitments covered by Articles L.225-38 et seq. of the French Commercial Code
Twelfth resolution	Setting of directors' fees
Thirteenth resolution	Authorization granted to the Board of Directors to trade in the Company's shares

EXTRAORDINARY RESOLUTION

Fourteenth resolution	Authorization granted to the Board of Directors to reduce the Company's share capital by canceling shares

ORDINARY RESOLUTION

Fifteenth resolution	Authorizations to carry out formalities

PRESENTATION AND TEXTS OF THE RESOLUTIONS TO BE SUBMITTED AT THE ANNUAL SHAREHOLDERS MEETING

RESOLUTIONS COMING UNDER THE AUTHORITY OF THE ORDINARY GENERAL MEETING

APPROVAL OF THE FINANCIAL STATEMENTS, APPROPRIATION OF PROFIT AND DIVIDEND PAYMENT

The purpose of the **first resolution** is to approve the annual financial statements of Edenred SA for the year ended December 31, 2016, which show net profit of €206,620,521. In application of Article 223 *quater* of the French General Tax Code (*Code général des impôts*), the shareholders are also invited to approve the aggregate amount of non-deductible costs and expenses referred to in Article 39, paragraph 4 of said Code, which amounted to €161,483 for 2016, and the tax paid thereon, which was €55,599.

The purpose of the **second resolution** is to approve the consolidated financial statements of the Edenred Group for the year ended December 31, 2016, which show attributable net profit of €180 million, as well as the transactions reflected in the financial statements or described in the Board of Directors' Management Report.

The **third resolution** concerns the appropriation of profit and payment of a dividend. The Board of Directors recommends appropriating distributable earnings as follows:

- legal reserve: €572,600, which increases the total to €46,735,969;
- retained earnings: €61,890,921, which increases the total to €215,166,004;
- dividend: €144,157,000 (based on 231,882,971 shares carrying dividend rights at December 31, 2016).

Shareholders are invited to set the 2016 dividend at €0.62 per share.

Dividends per share for the previous three years were as follows:

- 2013: €0.83;
- 2014: €0.84;
- 2015: €0.84.

The **fourth resolution** provides for the option of payment in new Company shares. Under this option, shareholders can choose to receive half of their 2016 dividend in Edenred shares, as follows:

- €0.31 per share in cash only; and
- €0.31 per share in cash or in new Edenred shares.

The option of payment in shares allows the Company to increase its equity capital while preserving its cash reserves. Shareholders that choose to reinvest their dividends help to finance Edenred's future investments, which in turn will contribute to driving future earnings growth.

The new shares allocated to shareholders that choose to reinvest part of their dividends will be issued at a price equal to 90% of the average opening price quoted for Edenred shares during the twenty trading days preceding the Annual Shareholders Meeting of May 4, 2017, rounded up to the nearest euro cent. They will carry the same rights as existing shares, including rights to all dividends distributed after their issue date. If the amount of dividends for which the reinvestment option is exercised does not correspond to a whole number of shares, the shareholder will receive the lower whole number of shares and the balance in cash.

The dividend reinvestment option will be exercisable between May 12, 2017 and the close of business on June 2, 2017. Shareholders that do not exercise the option by June 2, 2017 will receive the total dividend in cash. For shareholders that do not opt to reinvest part of their dividend, the cash dividend will be paid as from June 15, 2017. For shareholders that opt to reinvest part of their dividend, the shares will be delivered as from the same date, *i.e.*, June 15, 2017.

The dividend payment timeline and the dividend policy are presented on page 20 and are available on the Company's website www.edenred.com, in the Investors/Shareholders section.

First resolution

(APPROVAL OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2016)

The Shareholders Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, having considered the financial statements for the year ended December 31, 2016 as well as the Report of the Chairman of the Board of Directors, the Management Report of the Board of Directors and the Statutory Auditors' Reports, approves the financial statements for the year ended December 31, 2016, as well as the transaction reflected in these financial statements or summarized in these reports and which show net profit of €206,620,521.

In application of the provisions of Article 223 *quater* of the French General Tax Code, the Shareholders Meeting approves the aggregate amount of non-deductible costs and expenses referred to in Article 39, paragraph 4 of the French General Tax Code which amounted to €161,483 for 2016, and the tax paid thereon, which was €55,599.

Second resolution

(APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2016)

The Shareholders Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, having considered the Report of the Chairman of the Board of Directors, the Board of Directors' Group Management Report on management of the Group included in the Management Report in accordance with Article L.233-26 of the French Commercial Code, and the Statutory Auditors' Reports on the consolidated financial statements, approves the consolidated financial statements for the year ended December 31, 2016, as well as the transactions reflected in these financial statements or summarized in the Group Management Report, and which show a consolidated net profit of €180 million.

Third resolution

(ALLOCATION OF PROFIT FOR THE FINANCIAL YEAR ENDED DECEMBER 31, 2016 AND SETTING OF THE DIVIDEND)

The Shareholders Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, notes that the amount of net profit for the 2016 financial year amounted to €206,620,521. Given the retained earnings of €153,275,083, distributable profit available for appropriation comes to €359,895,604.

The Shareholders Meeting, in line with the Board of Directors' recommendation, decides to allocate the distributable profit as follows:

- dividend: €144,157,000 (1);
- legal reserve: €572,600;
- retained earnings: €61,890,921.

The dividend is set at €0.62 per share and paid on or after June 15, 2017, with an ex-dividend date of May 12, 2017. It is specified that the dividend corresponding to the treasury shares or those which have been the subject of a cancellation on the date of payment will be allocated to retained earnings.

The Shareholders Meeting decides that if the number of shares actually conferring entitlement to a dividend on the ex-dividend date is lower or higher than 231,882,971, the amount allocated to this dividend distribution will be adjusted and the amount allocated to retained earnings modified accordingly.

The dividend of €0.62 per share will be eligible for the 40% allowance under Article 158-3-2 of the French General Tax Code for individuals domiciled for tax purposes in France.

In accordance with Article 243 *bis* of the French General Tax Code, it is recalled that the dividend payments for the last three financial years were as follows:

- €191,975,172 paid on June 15, 2016, in respect of the year ended December 31, 2015, representing a dividend per share of €0.84;
- € 190,363,851 paid on June 8, 2015, in respect of the year ended December 31, 2014, representing a dividend per share of €0.84;
- €185,294,847 paid on June 18, 2014, in respect of the year ended December 31, 2013, representing a dividend per share of €0.83.

(1) *The total amount of the distribution described above is calculated on the basis of the number of shares conferring entitlement to a dividend on December 31, 2016, i.e., 231,882,971 shares and may vary if the number of shares actually conferring entitlement to the dividend changes between January 1, 2017 and the ex-dividend date, depending in particular on changes in the number of treasury shares, as well as the definitive allocations of performance shares and the exercise of stock options (if the beneficiary is entitled to a dividend in accordance with the provisions of the plans in question).*

Distributions in respect of the financial years ended December 31, 2013, December 31, 2014 and December 31, 2015 were eligible for a 40% allowance for individuals domiciled for tax purposes in France, under Article 158-3-2 of the French General Tax Code.

Dividends paid to individuals domiciled for tax purposes in France are subject to (i) the compulsory 21% deduction at source in respect of income tax in accordance with Article 117 *quater* of the French General Tax Code, and (ii) the 15.5% deduction at source in respect of social security charges provided for in Article L.136-1-1 of the French Social Security Code.

Individuals who are part of a tax household whose reference taxable income for the year before last is less than €50,000 (single taxpayer) or €75,000 (taxpayers subject to joint taxation) may apply for a waiver of the 21% compulsory deduction at source provided for in Article 117 *quater* of the French General Tax Code. It is the taxpayers' responsibility to apply for the waiver before November 30 of the year preceding the year of payment.

Fourth resolution

(DIVIDEND REINVESTMENT OPTION)

The Shareholders Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, having considered the report of the Board of Directors and noting that the capital is fully paid up, decides, in accordance with Article L.232-18 *et seq.* of the French Commercial Code and Article 26 of the articles of association, to offer each shareholder the option to receive half of the dividend discussed in the third resolution to which they are entitled in Company shares. Each shareholder may opt for payment of 50% of the dividend in cash or in new Company shares pursuant to this resolution.

Should this option be taken up, the new shares will be issued at a price equal to 90% of the average opening price on the regulated market of Euronext Paris during the twenty trading days preceding the date of this Shareholders Meeting less the net amount of the dividend covered by the third resolution and rounded up to the nearest euro cent. The issued shares will bear rights as of January 1, 2017 and will rank *pari passu* with other shares comprising the capital of the Company.

Shareholders may opt for payment in cash or in new shares between May 12, 2017 and the close of business on June 2, 2017, by sending their request to the financial intermediaries authorized to pay the said dividend or, for shareholders registered with the Company, to its agent (Société Générale, Département des titres et bourse, CS 30812, 44308 Nantes Cedex 3, France). Shareholders who have not exercised their options by June 2, 2017 inclusive, will be paid in cash only.

Shareholders who have not opted for the payment of that part of the dividend in shares, will be paid on or after June 15, 2017 after expiry of the option period. Shareholders who have opted for payment of that portion of the dividend in shares, will be issued the shares as of the same date.

If the amount of dividends for which the option is exercised does not correspond to a whole number of shares, the shareholder will receive the lower whole number of shares, and a balancing payment made by the Company and corresponding to the difference between the dividend amount for which the option is exercised and the subscription price of the shares received.

The Shareholders Meeting grants all powers to the Board of Directors, with the possibility of sub-delegating to the Chairman of the Board under the conditions provided for in law, to ensure implementation of the payment of the dividend in new shares, while specifying the mode of application and implementation, to record the number of new shares issued pursuant to this resolution and make any necessary changes to the articles of association relating to the share capital and to the number of shares comprising the share capital and, more generally, to do all that is useful or necessary.

ADVISORY VOTE ON THE COMPENSATION PACKAGE DUE OR ALLOCATED TO THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER IN 2016 AND APPROVAL OF THE COMPENSATION POLICY FOR THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The Say-on-Pay provision introduced in 2013 in the AFEP-MEDEF Corporate Governance Code, to which the Company refers, recommended that the compensation awarded to the Executive Director be submitted to an advisory vote by the shareholders. Since the end of 2016, these arrangements have been amended by the Sapin II Act on transparency, anti-corruption and business reform and codified in Article L.225-37-2 of the French Commercial Code.

The new Say-on-Pay arrangements now require executive compensation to be submitted to two binding votes by the shareholders, on the following basis:

- An *ex post* vote on the amounts of fixed, variable and exceptional components of the total compensation and benefits paid in the previous year. This binding ex post vote will apply for the first time at the 2018 Annual Shareholders Meeting. However, the advisory ex post vote recommended in Article 26 of the AFEP-MEDEF Corporate Governance Code will still apply this year for the last time, and is the purpose of the **fifth resolution**.
- An ex ante vote on the principles and criteria for setting, allocating and awarding fixed, variable and exceptional components comprising the total compensation and benefits of any kind attributable to the Chairman and Chief Executive Officer. Shareholders will be asked to vote for the first time at the 2017 Annual Shareholders Meeting and every year thereafter. A vote will also be required each time the Chairman and Chief Executive Officer's term of office is renewed. This is the purpose of the **sixth resolution**, as explained page 46.

Accordingly, as recommended by the AFEP-MEDEF Corporate Governance Code, the following components of the compensation due or awarded to the Executive Director during the year are submitted to the advisory vote of the shareholders:

- salary;
- annual performance bonus and any long-term incentive, together with details of the related objectives;
- any exceptional bonuses;
- stock options, performance shares and any other deferred compensation;
- signing bonus or compensation for loss of office;
- supplementary pension rights;
- other benefits.

In the **fifth resolution**, shareholders are invited to issue a favorable opinion on the components of the compensation due or awarded for the year ended December 31, 2016 to Bertrand Dumazy, Chairman and Chief Executive Officer.

COMPENSATION DUE OR AWARDED TO BERTRAND DUMAZY, CHAIRMAN AND CHIEF EXECUTIVE OFFICER, FOR 2016, SUBMITTED TO AN ADVISORY VOTE BY SHAREHOLDERS

COMPENSATION DUE OR AWARDED FOR THE YEAR ENDED DECEMBER 31, 2016

Compensation components	Amount	Comments
Salary	€750,000	Gross annual salary of €750,000 approved by the Board of Directors on February 10, 2016 based on the recommendation of the Compensation and Appointments Committee.
Annual bonus	€1,226,550	General principle The bonus may range from 0% to 120% of Bertrand Dumazy's annual fixed salary and may be increased to a maximum of 180% if the financial and operational targets are exceeded, as follows: • a bonus of up to 65% of salary based on financial targets, of which 50% based on EBIT and 15% based on earnings per share; in the event of outperformance, as approved by the Board of Directors, the bonus based on these targets may reach 105% of salary; • a bonus of up to 30% of salary based on three operational targets related to the Group's strategy, each representing 10% of salary, the targets being the Group's transformation rate, expense management solutions issue volume and sales via digital channels; in the event of outperformance, as approved by the Board of Directors, the bonus based on these targets may reach 50% of salary; • a bonus of up to 25% of annual fixed salary based on managerial targets related to the Group's strategy, such as the successful integration of Embratec. 2016 Bertrand Dumazy's 2016 bonus was determined during the Board meeting held on February 22, 2017, based on the recommendation of the Compensation and Appointments Committee and after the relevant financial performance data had been validated by the Audit & Risks Committee, as follows: • the bonus based on financial targets amounted to 101.54% of salary; • the bonus based on operational targets amounted to 37% of salary; • the bonus based on managerial targets amounted to 25% of salary. Making a total of 163.54% of annual fixed salary.
Deferred compensation	€0	Bertrand Dumazy has not been awarded any deferred compensation.
Long-term incentive	€0	Bertrand Dumazy has not been awarded any long-term incentive.
Exceptional bonus	€0	Bertrand Dumazy has not been awarded any exceptional bonus.

Compensation components	Amount	Comments
Directors' fees	€0	Bertrand Dumazy does not receive any directors' fees.
Stock options and/or performance shares	149,600 performance share rights awarded, valued at €2,250,000 based on the method used in the consolidated financial statements	On May 4, 2016, the Board of Directors used the authorization granted at the Annual Shareholders Meeting of May 4, 2016 to award Bertrand Dumazy 149,000 performance shares. At least three performance criteria will apply, with performance against these criteria measured over a period of three consecutive fiscal years, and the performance shares will vest as follows: • 37.5% if the target for like-for-like issue volume growth is met; • 37.5% if the target for like-for-like growth in funds from operations (FFO) is met; • 25% if the stock market performance target is met, corresponding to Edenred's total shareholder return (TSR) compared with the average TSR for companies included in the SBF 120 index. The Chairman and Chief Executive Officer must hold 15% of the performance shares granted for as long as he remains in office. Executive Directors are banned by the Company from hedging the related equity risk until the end of the lock-up period for shares set by the Board of Directors. No stock options were granted to Bertrand Dumazy during 2016.
Signing bonus	€500,000	In order to align the interests of the Chairman and Chief Executive Officer to those of the shareholders and to compensate for certain benefits to which Bertrand Dumazy would have been entitled had he remained in his previous position, the Board of Directors, at its meeting of September 10, 2015, on the recommendation of the Compensation and Appointments Committee, awarded Bertrand Dumazy a signing bonus of €1,000,000, of which €500,000 was paid when he took up office and €500,000 in March 2016.
Other benefits	€3,648	Bertrand Dumazy is entitled to a company car.

COMPENSATION DUE OR AWARDED FOR THE YEAR ENDED DECEMBER 31, 2016 WHICH WILL BE OR HAS ALREADY BEEN PUT TO THE VOTE AT THE SHAREHOLDERS MEETING IN ACCORDANCE WITH THE PROCEDURE GOVERNING RELATED-PARTY AGREEMENTS AND COMMITMENTS

Compensation components	Amount	Comments
Termination benefits	No benefits due or paid	Termination benefits would be payable to Bertrand Dumazy should he be forced to stand down for any reason whatsoever. This compensation would not exceed two years' total gross annual compensation * and would be subject to performance criteria assessed over a three-year period. If Bertrand Dumazy is forced to stand down less than two years after his appointment, he would be entitled to receive a settlement in an amount equal to two years' salary and bonus. If he is forced to stand down more than two years but less than three years after his appointment, the reference period used to determine the performance criteria would be reduced to the last two elapsed years. For further details, see page 131 of the 2016 Registration Document. In accordance with the procedure governing related-party agreements and commitments, this commitment was authorized by the Board of Directors on February 10, 2016 and approved by the Annual Shareholders Meeting of May 4, 2016.
Non-compete indemnity	n/a	Bertrand Dumazy has not signed a non-compete clause.
Supplementary pension plan	No benefits due or paid	Bertrand Dumazy participates in the Edenred defined contribution and defined benefit pension plans on the same basis as other senior executives of the Company. Under the defined benefit plan, the Company is committed to paying an annuity to plan participants when they retire, provided that they are still on the Company's payroll at that date and the performance criteria related to the achievement of targets for the calculation of variable compensation are met. For further details, see page 132 of the 2016 Registration Document. A waiting period of one year from the date of appointment was required before the Executive Director was entitled to Article 83 benefits and a period of six months for Article 39 benefits. Edenred's annual contribution to the defined contribution plan on Bertrand Dumazy's behalf represented 0.23% of his gross annual compensation for 2016, i.e., €1,750. Benefits paid under the two plans may not represent a replacement rate of more than 30% of the final gross annual compensation. The overall replacement rate represented by all benefits paid under compulsory plans and Edenred supplementary pension plans is capped at 35% of the average reference compensation for the best highest paid years out of Bertrand Dumazy's last ten years before retirement. In accordance with the procedure governing related-party agreements and commitments, these commitments were authorized by the Board of Directors on September 10, 2015 and February 10, 2016, and approved by the Annual Shareholders Meeting of May 4, 2016.
Death/disability and health insurance plan	No benefits due or paid	Bertrand Dumazy is covered by the death/disability and health insurance plan set up for employees, which has been extended to include the Executive Director. Premiums paid by the Company for this extended cover in 2016 amounted to €5,450. In accordance with the procedure governing related-party agreements and commitments, this commitment was authorized by the Board of Directors on September 10, 2015 and approved by the Annual Shareholders Meeting of May 4, 2016.

Compensation components	Amount	Comments
Unemployment insurance	No benefits due or paid	In 2016, Bertrand Dumazy was covered under an insurance plan set up with Association GSC, entitling him to unemployment benefits equal to 70% of his contractual income for a period of up to 18 months. The total annual cost of the plan for Edenred was €13,231. As of January 1, 2017, Bertrand Dumazy is covered under an insurance plan set up with Association GSC entitling him to unemployment benefits equal to 70% of his contractual income for a period of 24 months, as stipulated in Association GSC's terms and conditions, which also require a waiting period of one year after taking office before Bertrand Dumazy can benefit from the 24-month coverage. The total annual cost of the plan for Edenred will be €31,245. In accordance with the procedure governing related-party agreements and commitments, this new commitment was authorized by the Board of Directors on December 15, 2016, and will be submitted to shareholders for approval at this Shareholders Meeting, in a separate resolution.

* *Gross annual compensation corresponds to the participant's fixed salary and bonus, excluding any exceptional bonuses.*

In accordance with the provisions of Article L. 225-37-2 of the French Commercial Code, the **sixth resolution** is subject to an ex ante vote by the shareholders on the principles and criteria for setting, allocating and awarding the fixed, variable and exceptional components comprising the total compensation and benefits of any kind which could be awarded to the Chairman and Chief Executive Officer by the Company.

Full details of the executive compensation policy, the process for determining this policy and the components thereof are provided in section 5.4.1 "Fixed and variable compensation policy and components of any kind attributable to the Chairman and Chief Executive Officer", pages 127 to 129 of the 2016 Registration Document.

Shareholders are reminded that, in accordance with the provisions of Article L.225-37-2 of the French Commercial Code, the amounts paid in the previous year in implementation of this policy will be subject to an *ex post* vote at the 2018 Annual Shareholders Meeting.

Fifth resolution

(ADVISORY VOTE ON THE COMPENSATION PACKAGE DUE OR ALLOCATED TO BERTRAND DUMAZY AS CHAIRMAN AND CHIEF EXECUTIVE OFFICER IN 2016)

The Shareholders Meeting, consulted in accordance with paragraph 26 of the AFEP-MEDEF Corporate Governance Code for Listed Companies of November 2016, voting under the quorum and majority conditions required for Ordinary General Meetings, approves the compensation package due or allocated to Bertrand Dumazy, Chairman and Chief Executive Officer, in 2016, as presented to the Shareholders Meeting in the report of the Board of Directors shown in section 5.4.2 "Fixed and variable compensation of the Chairman and Chief Executive Officer" of the 2016 Registration Document.

Sixth resolution

(APPROVAL OF THE PRINCIPLES AND CRITERIA FOR SETTING, ALLOCATING AND AWARDING FIXED, VARIABLE AND EXCEPTIONAL COMPONENTS COMPRISING THE TOTAL COMPENSATION AND BENEFITS OF ANY KIND ATTRIBUTABLE TO THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER)

The Shareholders Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, in accordance with Article L.225-37-2 of the French Commercial Code, approves the principles and criteria for setting, allocating and awarding fixed, variable and exceptional components comprising the total compensation and benefits of any kind attributable to the Chairman and Chief Executive Officer, as set out in the report of the Board of Directors shown in section 5.4.1. "Fixed and variable compensation policy and components of any kind attributable to the Chairman and Chief Executive Officer" of the 2016 Registration Document.

RE-ELECTION OF DIRECTORS

In the **seventh, eighth and ninth resolutions**, shareholders are invited to re-elect Anne Bouverot, Sylvia Coutinho and Françoise Gri as directors for the four-year term specified in the articles of association.

The attendance rates at Board meetings of the directors standing for re-election are as follows:

- Anne Bouverot: 71% (1);
- Sylvia Coutinho: 100%;
- Françoise Gri: 86%.

Provided they are re-elected, the Board plans to confirm

- Anne Bouverot's appointment as member of the Audit & Risks Committee;
- Françoise Gri's appointment as Chairman of the Compensation and Appointments Committee.

Sylvia Coutinho, a Brazilian citizen, and Anne Bouverot and Françoise Gri, both French citizens, are all independent directors pursuant to the criteria set out in the AFEP-MEDEF Corporate Governance Code.

Detailed information about Anne Bouverot, Sylvia Coutinho and Françoise Gri is provided in section 5.2 pages 107, 108, 109, 110, 113.

Following Philippe Citerne's decision not to stand for re-election at the next Annual Shareholders Meeting, the Board of Directors will vote on his replacement as Vice-Chairman of the Board of Directors, Lead Independent Director, Chairman of the Audit & Risks Committee and member of the Compensation and Appointments Committee, and will submit its decisions to the Shareholders Meeting.

Seventh resolution

(RE-ELECTION OF ANNE BOUVEROT)

The Shareholders Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, re-elects Anne Bouverot, whose current term of office expires at the close of this Shareholders Meeting, as a director for a term of four years. Her new term of office will expire at the close of the Shareholders Meeting called to approve the financial statements for the year ending December 31, 2020.

Eighth resolution

(RE-ELECTION OF SYLVIA COUTINHO)

The Shareholders Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, re-elects Sylvia Coutinho, whose current term of office expires at the close of this Shareholders Meeting, as a director for a term of four years. Her new term of office will expire at the close of the Shareholders Meeting called to approve the financial statements for the year ending December 31, 2020.

Ninth resolution

(RE-ELECTION OF FRANÇOISE GRI)

The Shareholders Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, re-elects Françoise Gri, whose current term of office expires at the close of this Shareholders Meeting, as a director for a term of four years. Her new term of office will expire at the close of the Shareholders Meeting called to approve the financial statements for the year ending December 31, 2020.

(1) The Board would like to point out that Anne Bouverot has had a very full business calendar in the past 18 months due to the sale of Safran's biometric subsidiary, Safran Identity & Security (formerly Morpho), of which she is Chairman, to the Oberthur Group. She nonetheless managed to attend the five Board meetings initially scheduled but was unable to make the two additional meetings, which were called at very short notice to approve financial information that had already been reviewed by the Audit & Risks Committee, of which she is a member and for which her attendance rate was 80% this year. The Board would also like to point out that Anne Bouverot's attendance rate since she became a director on June 29, 2010 is 85%.

RELATED PARTY AGREEMENTS AND COMMITMENTS

In the **tenth resolution**, shareholders are invited to approve the related-party agreement governed by Article L.225-38 of the French Commercial Code, as authorized by the Board of Directors during 2016, in favor of Bertrand Dumazy in his capacity as Chairman and Chief Executive Officer, relating to the extension to his private unemployment insurance plan covering him for a period of 24 months subject to a waiting period of one year as of taking up office. For further details, see the "Say-on-Pay" tables above and the section on the "Fixed and variable compensation of the Chairman and Chief Executive Officer's compensation in 2016", on page 130 of the 2016 Registration Document. This information as well as the related-party agreements and commitments governed by Article L.225-38 of the French Commercial Code, previously approved by the shareholders in prior years and having continuing effect during the year, are covered in the Statutory Auditor's Special Report on page 309 of the 2016 Registration Document, and submitted for approval of the shareholders in the **eleventh resolution**.

Tenth resolution

(APPROVAL OF A RELATED-PARTY AGREEMENT ON A PRIVATE UNEMPLOYMENT INSURANCE PLAN FOR BERTRAND DUMAZY, CHAIRMAN AND CHIEF EXECUTIVE OFFICER)

The Shareholders Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, having considered the Statutory Auditors' Special Report on related-party agreements and commitments covered in Articles L.225-38 *et seq.* of the French Commercial Code and noted the conclusions of this report, approves, under the conditions of Article L.225-40 of the French Commercial Code, the agreement reached with Bertrand Dumazy on the subscription of a private unemployment insurance plan.

This agreement cancels and supersedes the agreement to the same effect authorized by the Annual Shareholders Meeting of May 4, 2016 in its fourteenth resolution.

Eleventh resolution

(STATUTORY AUDITORS' SPECIAL REPORT: APPROVAL OF THE RELATED-PARTY AGREEMENTS AND COMMITMENTS COVERED IN ARTICLES L.225-38 *ET SEQ.* OF THE FRENCH COMMERCIAL CODE)

The Shareholders Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, having considered the Statutory Auditors' Special Report on related-party agreements and commitments covered in Articles L.225-38 *et seq.* of the French Commercial Code, approves this report in all of its provisions as well as the new agreements mentioned therein, approved by the Board of Directors during the year ended December 31, 2016.

SETTING OF DIRECTOR'S FEES

In the **twelfth resolution**, the shareholders are invited to increase the aggregate amount of directors' fees to be allocated among the members of the Board of Directors in order to anticipate the arrival of new directors and to take account of the election of an employee-representative director in 2018. The Board of Directors proposes an aggregate amount of directors' fees of €590,000 as of January 1, 2017. We would remind you that the aggregate amount of directors' fees has not been increased since the Company's initial public offering.

Twelfth resolution

(SETTING OF DIRECTORS' FEES)

The Shareholders Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, having considered the report of the Board of Directors, sets the aggregate amount of directors' fees to be allocated to the Board of Directors for each financial year at €590,000 as of January 1, 2017 and until a new resolution is passed. The Board of Directors shall be responsible for deciding on the allocation of the fees between the Board members.

AUTHORIZATION GRANTED TO THE BOARD OF DIRECTORS

The purpose of the **thirteenth resolution** is to authorize the Board of Directors to trade in Edenred SA shares on the Company's behalf, subject to compliance with the applicable laws. This authorization is being sought for a period of 18 months from the date of the Meeting. It will supersede the authorization granted by the Annual Shareholders Meeting of May 4, 2016 in its twentieth resolution.

The authorization could be used for the following purposes:

- canceling all or some of the shares acquired as part of a capital reduction or any other resolution to the same effect that supersedes said resolution while this authorization is still valid;
- implementing a stock option plan or similar plan;
- allocating shares to employees in settlement of amounts due under the statutory profit-sharing scheme or selling shares to employees through any employee savings, stock ownership or similar plan;
- granting shares under plans governed by Articles L.225-197-1 *et seq.* of the French Commercial Code;
- fulfilling any obligations associated with stock option plans or other allocations of shares to employees or Executive Directors of the Company or any related company;
- purchasing shares for remittance in payment, exchange or otherwise, in connection with external growth transactions;
- allocating shares on conversion, redemption, exchange or exercise of securities with rights to the Company's shares;
- making a market and ensuring the liquidity of the Company's shares under a liquidity contract entered into with an independent investment services provider that complies with the Code of Conduct recognized by the *Autorité des marchés financiers* (AMF);
- implementing any market practices authorized by the AMF as part of a share buyback program and, more generally, carrying out any transactions in relation to such programs that are authorized under the laws and regulations in force.

The Board of Directors may not, without prior authorization from the Shareholders Meeting, make use of this authorization as of the submission by a third party of a public bid for the Company's securities and through until the end of the offer period.

The maximum purchase price is set as €30 per share.

Pursuant to Article L.225-210 of the French Commercial Code, the number of shares held by Edenred at any moment in time cannot exceed 10% of its share capital on that date.

On December 31, 2016, Edenred held 1,805,374 treasury shares, equivalent to 0.77% of the Company's share capital. The maximum number of Company shares that it could potentially buy back would therefore be equivalent to 9.23% of Edenred's share capital on December 31, 2016, *i.e.*, 21,563,460 Edenred shares, equivalent to a maximum purchase value of €646,903,800.

The authorizations to the same effect granted by the Shareholders Meeting of April 30, 2015 and May 4, 2016 were not used by the Board of Directors during 2016.

Thirteenth resolution

(AUTHORIZATION GRANTED TO THE BOARD OF DIRECTORS TO TRADE IN THE COMPANY'S SHARES)

The Shareholders Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, having considered the report of the Board of Directors, authorizes the Board of Directors, with the right to sub-delegate as provided for by law, to purchase, have purchased or sell shares in the Company pursuant to the provisions of Articles L.225-209 *et seq.* of the French Commercial Code, European regulation no. 594/2014 of April 16, 2014 and the General Regulations of the AMF, in particular with a view to the following:

- canceling all or part of the shares acquired as part of a capital reduction, subject to adoption by the Extraordinary General Meeting of the fourteenth resolution below or any resolution to the same effect that should supersede said resolution while this authorization is still valid;
- implementing any Company stock option plan under the provisions of Articles L.225-177 *et seq.* of the French Commercial Code or any similar plan;
- allocating shares to employees in settlement of amounts due under the statutory profit-sharing scheme or selling shares to employees through any employee savings, stock ownership or similar plan, pursuant to Articles L.3332-1 *et seq.* of the French Labor Code;
- granting shares under plans governed by Articles L.225-197-1 *et seq.* of the French Commercial Code;
- in a general manner, fulfilling any obligations associated with stock option plans or other allocations of shares to employees or Executive Directors of the Company or any related company;
- allocating shares upon the exercise of rights attached to securities conferring entitlement, through redemption, conversion, exchange, presentation of a warrant or in any other manner, to the allocation of shares in the Company;
- making a market and ensuring the liquidity of the Edenred shares under a liquidity contract entered into with an independent investment services provider that complies with the Code of Conduct recognized by the AMF.

This program is also intended to allow the Company to trade in Company shares for any other purpose authorized or that may be authorized by the law or regulations in force. In such cases, the Company will inform its shareholders through a press release.

Shares may be bought back, sold or otherwise transferred at any time except when a third party has submitted a public bid for the Company's securities, in accordance with the applicable regulations.

The maximum purchase price is set at €30 per share (or the corresponding value of this amount on the same date in any other currency), it being specified that the maximum price is only applicable to acquisitions decided after the date of this Shareholders Meeting and not to transactions concluded under an authorization granted by a previous Shareholders Meeting providing for acquisitions of shares subsequent to the date of this Shareholders Meeting.

In the event of a transaction affecting shareholders' equity, the Shareholders Meeting delegates to the Board of Directors, the authority to adjust the maximum price in order to take into account the impact of said transactions on the value of the share.

Pursuant to Article L.225-209 of the French Commercial Code, the Shareholders Meeting decides that purchases of the Company's shares may involve a number of shares, such that:

- the number of shares bought back by the Company during the share buyback program does not exceed 10% of the shares comprising the share capital of the Company, *i.e.*, as an indication, 23,368,834 shares at December 31, 2016, it being specified that (i) the maximum number of shares acquired to be retained and subsequently allocated as part of a merger, demerger or asset transfer may not exceed 5% of its share capital and (ii) when the shares are purchased to favor liquidity under the conditions defined by the General Regulations of the AMF, the number of shares used for the calculation of the 10% limit indicated in the first paragraph corresponds to the number of shares purchased less the number of shares sold during the term of the authorization;
- the number of shares that the Company may hold at any given time may not exceed 10% of the shares comprising the capital of the Company.

The Shareholders Meeting decides that (i) the purchase, sale or transfer of shares may be carried out and paid for by any means, under the conditions and limits provided for in the regulations in force on the date of the transactions in question, on one or more occasions, on regulated markets, multilateral trading systems, with systematic internalizers or concluded over the counter, including by acquisition or sale of blocks, by public bid or exchange offer, or by use of options, derivative financial instruments (but excluding the sale of put options) traded on regulated markets, multilateral trading systems, with systematic internalizers or concluded over the counter or by allotment of shares following the issuance of securities giving rights to shares in the Company by conversion, exchange, redemption, exercise of warrants or otherwise, either directly or indirectly *via* an investment service provider, and that (ii) the maximum amount of share capital that can be transferred in the form of blocks of shares may equal the total of the share buyback program.

Based on the maximum purchase price of €30 per share authorized above, the total amount allocated to this share buyback program cannot exceed €647,083,020.

The Shareholders Meeting grants all powers to the Board of Directors, with the right to sub-delegate as provided for by law, to implement this authorization, particularly for the placing of any orders on or off the market, concluding all agreements particularly with a view to registering the purchase and sale of shares, carrying out all formalities and declarations to all organizations, and generally doing whatever is necessary.

The Shareholders Meeting terminates, with immediate effect, the authorization granted by the Combined General Meeting of May 4, 2016 in its twentieth resolution and decides that this present authorization is granted for a period of eighteen (18) months as of the date of this Shareholders Meeting.

RESOLUTION COMING UNDER THE AUTHORITY OF THE EXTRAORDINARY GENERAL MEETING

AUTHORIZATION TO REDUCE THE SHARE CAPITAL BY CANCELING SHARES

In the **fourteenth resolution**, the Board of Directors is seeking authorization to reduce the Company's share capital, on one or several occasions, by canceling all or some of the shares bought back or held by the Company, provided that the number of shares canceled in any 24-month period does not exceed 10% of the total shares outstanding.

This authorization would be valid for a period of 18 months and is the subject of a special report by the Statutory Auditors. It will supersede the authorization granted by the Annual Shareholders Meeting of May 4, 2016 in its twenty-first resolution.

The previous authorization for the same purpose granted by the Annual Shareholders Meeting of May 4, 2016 was used during the year:

- 503,913 shares were canceled on February 10, 2016 to offset stock dilution following the share issue as a result of (i) the exercise of options awarded under the stock option plans of August 6, 2010 and March 11, 2011, and in anticipation of (ii) the free share plan of March 11, 2011 for beneficiaries who are not French tax residents;
- 45,886 shares were canceled on July 21, 2016 to offset stock dilution following the share issue as a result of the exercise of options awarded under the stock option plans of August 6, 2010, March 11, 2011 and February 27, 2012;
- 260,731 shares were canceled on December 15, 2016 to offset stock dilution following the share issue as a result of the exercise of options awarded under the stock option plans of August 6, 2010, March 11, 2011 and February 27, 2012.

Over the past 24 months, Edenred has canceled 2,423,213 shares representing 1.03% of the capital on December 31, 2016.

This authorization would be valid for a period of 18 months from the Shareholders Meeting.

Fourteenth resolution

(AUTHORIZATION GRANTED TO THE BOARD OF DIRECTORS TO REDUCE THE COMPANY'S SHARE CAPITAL BY CANCELING SHARES)

The Shareholders Meeting, voting under the quorum and majority conditions required for Extraordinary General Meetings, having considered the report of the Board of Directors and the Statutory Auditors' Special Report, and acting in accordance with Articles L.225-209 *et seq.* of the French Commercial Code:

1. authorizes the Board of Directors to reduce the Company's share capital, on one or several occasions, by canceling all or some of the shares bought back or held by the Company, provided that the number of shares canceled in any 24-month period does not exceed 10% of the total shares outstanding, as part of any share buyback programs authorized by the thirteenth resolution or before the date of this Shareholders Meeting;
2. grants all powers to the Board of Directors, with the right to sub-delegate as provided for by law, to:
   - proceed with this or these capital reductions,
   - set the final amount, define the relevant methods and record the completion,
   - charge the difference between the book value of the canceled shares and their nominal value against any available reserves and premiums,

- proceed with the corresponding modification of the articles of association, carry out all formalities, all procedures and declarations with any agencies and, more generally, do whatever is necessary, and
- generally do everything necessary to implement the present authorization, amend, as a consequence, the articles of association and carry out all formalities,
- all in accordance with the legal provisions in force when using this authorization.

This authorization is granted for a period of eighteen (18) months from the date of this Shareholders Meeting. It supersedes, as of that same date, the authorization granted by the Annual Shareholders Meeting of May 4, 2016 in its twenty-first resolution.

RESOLUTION COMING UNDER THE AUTHORITY OF THE ORDINARY GENERAL MEETING

POWERS TO CARRY OUT FORMALITIES

The purpose of the **fifteenth resolution** is to authorize the bearer of an original, extract or copy of the minutes of this Shareholders Meeting to carry out any and all filing and other formalities required by law.

Fifteenth resolution

(AUTHORIZATIONS TO CARRY OUT FORMALITIES)

The Shareholders Meeting authorizes the bearer of an original, extract or copy of the minutes of this Shareholders Meeting to carry out any and all filing and other formalities required by law.

REQUEST FOR DOCUMENTS

Edenred

ANNUAL SHAREHOLDERS MEETING

Thursday, May 4, 2017

To be returned to Société Générale
Service des Assemblées générales
CS 30812
44308 Nantes Cedex 03, France

I the undersigned,

Surname

First name

Address:

Zip/postcode

City

Owner of ______________ registered shares

and/or ______________ bearer shares

Request that the additional documents provided for in Article R.225-83 of the Commercial Code be sent to me.

Signed in:

On: / / 2017

Signature

This document was printed in France by an Imprim'Vert®-certified printing company on a PEFC™ certified site.
The recyclable chlorine-free paper is produced using pulp from forests managed according to sustainable environmental - economic and social principles.

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Edenred

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