

Agenda

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BEARER OR REGISTERED SHARES

Edenred is offering all shareholders the opportunity to take part in the Shareholders Meeting via a quick, easy-to-use online voting system. Detailed instructions on how to use the Votaccess secure online voting platform are provided on pages 4 and 5.

All you need to know is whether you hold bearer shares or directly or indirectly registered shares. If you're not sure, click [here](#) to read the definitions and then follow the guide below.

Details on the following pages	Bearer shares	Indirectly registered shares	Directly registered shares
Notice of meeting	You need to ask your bank or broker to request an admission card for you.	All the documents you need to take part in the Shareholders Meeting will be sent to you automatically.	
Online voting	You need to log in to your bank or broker's web portal using your usual login details.	Access the secure Votaccess platform by logging into www.sharinbox.societegenerale.com using the Sharinbox access code and password sent to you by post by Société Générale Securities Services.	
Admission to the Shareholders Meeting	On presentation of your admission card or certificate of share ownership ("attestation de participation").	On presentation of your admission card or identity document.	
Voting rights	1 share = 1 vote	Shares registered in the name of the same holder for at least two years have double voting rights.	

HOW TO PARTICIPATE 1/3

1. 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 (Code de Commerce), 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 Paris time on Friday, May 10, 2019** in 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 trading 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.

2. 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 fourth 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 am Paris time on **Wednesday, April 24, 2019**, allowing shareholders to request an admission card, cast their vote or appoint or withdraw a proxy via the platform **until 3:00 pm** Paris time on **Monday, May 13, 2019**.

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, using the enclosed prepaid envelope
- 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.

HOW TO PARTICIPATE 2/3

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 +33 (0)8 25 31 53 15 (€0.125 excluding tax/min. – local charges apply). Lines are open from 8:30 am to 6:00 pm Paris time from Monday to Friday.
- 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. This form can be returned using the prepaid envelope enclosed with the notice of meeting.

Holders of bearer shares can request this form from the broker who manages their shares, as of the date of the notice of meeting. All such requests must be sent via the broker to Société Générale, Service des Assemblées, 32, rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 3, France no later than six days before the date of the Meeting (Article R.225-75 of the French Commercial Code). The single postal voting and proxy form must be accompanied by a certificate of share ownership issued by their broker, who must send the documents to Société Générale, Service des Assemblées, 32, rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 3, France.

The duly completed and signed postal voting and proxy form (accompanied by the certificate of share ownership for bearer shares) must be received by Société Générale's Service Assemblées of headquarters no later than **Friday, May 10, 2019**.

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, May 10, 2019** 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.

HOW TO PARTICIPATE 3/3

3. 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., **Friday, April 19, 2019**, 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 Paris time on **Friday, May 10, 2019**.

4. 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 Paris time on **Tuesday, May 7, 2019**, enclosing your certificate of share ownership. Without this document, your request will not be taken into account.

5. Shareholders 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., **Tuesday, April 23, 2019**.

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.

IMPORTANT : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - **Important :** Before selecting please refer to instructions on reverse side
Quelle que soit l'option choisie, noircir comme ceci la ou les cases correspondantes, dater et signer au bas du formulaire - **Whichever option is used, shade box(es) like this , date and sign at the bottom of the form.**
A. Je désire assister à cette assemblée et demande une carte d'admission ; dater et signer au bas du formulaire. // **I wish to attend the shareholder's meeting and request an admission card ; date and sign at the bottom of the form.**
B. J'utilise le formulaire de vote par correspondance ou par procuration ci-dessous, selon l'une des 3 possibilités offertes. **I prefer to use the postal voting form or the proxy form as specified below.**



Société Anonyme
au capital de 478 532 700 €
Siège social : 166-180 Bd. Gabriel Péri
92240 MALAKOFF
493 322 978 RCS NANTERRE

ASSEMBLEE GENERALE MIXTE DU 14 MAI 2019, A 10H00
A L'HOTEL NOVOTEL PARIS EST
1 AVENUE DE LA REPUBLIQUE
93170 BAGNOLET - FRANCE
COMBINED GENERAL MEETING OF MAY 14, 2019, AT 10:00 am
AT NOVOTEL PARIS EST HOTEL
1 AVENUE DE LA REPUBLIQUE
93170 BAGNOLET - FRANCE

CADRE RESERVE A LA SOCIETE - FOR COMPANY'S USE ONLY
Identifiant - Account
Nominatif Registered
Porteur Bearer
Vote simple Single vote
Vote double Double vote
Nombre d'actions Number of shares
Nombre de voix - Number of voting rights

JE VOTE PAR CORRESPONDANCE // I VOTE BY POST
Cf. au verso (2) - See reverse (2)

Je vote **oui** / I vote **YES** / **A** **non** / I vote **NO** / **B** **abstention** / I abstain from voting / **C**

1	2	3	4	5	6	7	8	9	Oui / Non/No Yes Abst/Abs	Oui / Non/No Yes Abst/Abs
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	A <input type="checkbox"/>	F <input type="checkbox"/>
10	11	12	13	14	15	16	17	18	B <input type="checkbox"/>	G <input type="checkbox"/>
19	20	21	22	23	24	25	26	27	C <input type="checkbox"/>	H <input type="checkbox"/>
28	29	30	31	32	33	34	35	36	D <input type="checkbox"/>	J <input type="checkbox"/>
37	38	39	40	41	42	43	44	45	E <input type="checkbox"/>	K <input type="checkbox"/>

Sur les projets de résolutions non agréés par le Conseil d'Administration ou le Directeur ou la Gérance, je vote en indiquant comme ceci la case correspondant à mon choix.
On the draft resolutions not approved by the Board of Directors, I cast my vote by shading the box of my choice - like this .

Je donne pouvoir au Président de l'Assemblée Générale
I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
See reverse (3)

Je donne pouvoir à : Cf. au verso (4)
I HEREBY APPOINT: See reverse (4)
M. Mère ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name
Adresse / Address

ATTENTION : s'il s'agit de titres au porteur, les présentes instructions ne seront valides que si elles sont directement retournées à votre banque.
CAUTION : if it is about bearer securities, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). Cf. au verso (1)
Surname, first name, address of the shareholder (change regarding this information have to be notified to relevant institution, no change can be made using this proxy form). See reverse (1)

DATE & SIGNATURE

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.

WHATEVER YOUR CHOICE, PLEASE DATE AND SIGN HERE.

FOR VOTING OR GIVING PROXY BY POST

Only forms that have been duly completed and received by Société Générale at least three days before the date of the Meeting will be taken into account. For bearer shares, these forms accompanied by the certificate of share ownership must be sent to your broker, who will in turn send them to Société Générale.



KEY DATES

▶ **Wednesday, April 10**

Notice of meeting posted online

▶ **Tuesday, April 23**

All documents online, relating to the 2017 Annual Shareholders Meeting, including the Notice of meeting, will be available here on the Edenred website

▶ **Wednesday, April 24**

Online voting begins at 9 a.m. CEST (see page 4).

▶ **Tuesday, May 7, midnight CEST**

Deadline for the receipt of questions in writing.

▶ **Friday, May 10, midnight CEST**

Final date on which shares must be recorded to enable the shareholder to take part in the meeting.

▶ **Monday, May 13**

Online voting ends at 3 p.m. CEST

▶ **Thursday, May 14**

Shareholders' meeting from 10:00 a.m. Paris time – Signing in from 9:00 a.m. at **Hôtel Novotel Paris Est – 1 avenue de la République, 93 170 Bagnolef.**

CONTACTS

La Société Générale – Assemblées générales Department

By phone:

- **+33 (0) 2 51 85 59 82** – The hotline is open Monday to Friday from 8:30 a.m. to 6:00 p.m. CEST. Contact your local operator for tariff information.

Shareholder relations

By mail:

- relations.actionnaires@edenred.com
- Elisa PASCAL, shareholder relations.

