

In the event that the Company holds some of its own shares as of the payment date, the dividend due on these shares will not be paid and will be transferred to retained earnings. Similarly, if any of the 3,992,369 shares held in registered form that are eligible for the dividend premium as of August 31, 2013 cease to be recorded in registered form between September 1, 2013 and the date on which the dividend becomes payable, the amount of the dividend premium due on such shares will not be paid and instead will be transferred to retained earnings.

Pursuant to article 243 *bis* of the French General Tax Code, the full amount of the proposed dividend (including the dividend premium) qualifies for the allowance available to individuals domiciled in France for tax purposes, as provided for in article 158-3 2° of the French General Tax Code.

The Shareholders' Meeting notes the Board of Directors' summary of dividends paid by the Company in respect of the last three fiscal years, as follows:

	Fiscal 2012 (paid in 2013)	Fiscal 2011 (paid in 2012)	Fiscal 2010 (paid in 2011)
Dividend per share*	€1.59	€1.46	€1.35
Total payout	€240,067,214	€221,091,767	€208,024,389

* Dividend fully eligible for the 40% allowance applicable to individuals domiciled for tax purposes in France, as provided for in article 158-3 2° of the French General Tax Code.

THIRD RESOLUTION

(Approval of the regulated related party agreement concerning services provided by Bellon SA to Sodexo SA in areas including strategy, finance, accounting, human resources and the Group's investment policies)

Having heard the Statutory Auditors' Special Report on agreements and commitments governed by articles L.225-38 *et seq.* of the French Commercial Code, the Shareholders' Meeting, and voting upon this report, approves the agreement entered into between Sodexo SA and Bellon SA during the fiscal year ended August 31, 2013, as presented in the report.

FOURTH RESOLUTION

(Renewal of the directorship of Michel Landel)

The Shareholders' Meeting, having heard the report of the Board of Directors and noting that the directorship of Michel Landel expires this day, resolves to renew his directorship for a period of three years ending at the close of the Ordinary Shareholders' Meeting called to adopt the financial statements for the fiscal year ended August 31, 2016.

FIFTH RESOLUTION

(Renewal of the directorship of Paul Jeanbart)

The Shareholders' Meeting, having heard the report of the Board of Directors and noting that the directorship of Paul Jeanbart expires this day, resolves to renew his directorship for a period of three years ending at the close of the Ordinary Shareholders' Meeting called to adopt the financial statements for the fiscal year ended August 31, 2016.

SIXTH RESOLUTION

(Renewal of the directorship of Patricia Bellinger)

The Shareholders' Meeting, having heard the report of the Board of Directors and noting that the directorship of Patricia Bellinger expires this day, resolves to renew her directorship for a period of three years ending at the close of the Ordinary Shareholders' Meeting called to adopt the financial statements for the fiscal year ended August 31, 2016.