

# 2015 Shareholders' meeting

How to participate



**Thursday, April 30, 2015** at 10:00 a.m.

Novotel Tour Eiffel

61 quai de Grenelle - 75015 Paris

France

# Summary

3. Introduction
4. How to participate
8. The proxy form
9. Key dates
10. Contacts



# Introduction

This year, for the first time, 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 6.

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.

<b>Details on the following pages</b>	<b>Bearer shares</b>	<b>Indirectly registered shares</b>	<b>Directly registered shares</b>
<b>Notice of meeting*</b>	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.	
<b>Online voting</b>	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 <a href="http://www.sharinbox.societegenerale.com">www.sharinbox.societegenerale.com</a> using the Sharinbox access code and password sent to you by post by Société Générale Securities Services.	
<b>Admission to the Shareholders Meeting</b>	On presentation of your admission card or certificate of share ownership ("attestation de participation").	On presentation of your admission card or identity document.	
<b>Voting rights</b>	1 share = 1 vote	Shares registered in the name of the same holder for at least two years have double voting rights.	

\* Annual shareholders' meeting

## 1 - Formalities

All shareholders are eligible to take part in the 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 CEST on Monday, April 27, 2015 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 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 voting and proxy 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 participate

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

- by attending the Meeting in person;
- 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 first 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 9, 2015, 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, April 29, 2015. Shareholders are advised not to wait until the last few days before the Meeting to perform these operations.

See page 6 "Voting or giving proxy 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](http://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 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 Meeting**, you should call the Société Générale admission card hotline on +33 (0)2 51 85 59 82 (contact your local operator for tariff information). The hotline is open Monday to Friday from 8:30 a.m. to 6:00 p.m. CEST.

- **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 ownership ("attestation de participation") 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 24, 2015,

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 days before the Meeting, i.e. Monday, April 27, 2015. 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](http://www.sharinbox.societegenerale.com) using their Sharinbox access code and password sent by post by Société Générale Securities Services and following 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:

**If you hold registered shares recorded directly in the Company's share register**, by sending an e-mail with an electronic signature that you have obtained from an accredited certification service provider to [mandataireAG@edenred.com](mailto:mandataireAG@edenred.com), indicating your name, address and Société Générale

-rale ID (printed in the top left-hand corner of your share account statements) and the name and address of the person to whom you are giving proxy or from whom the proxy is being withdrawn.. If your shares are registered in the name of the bank or broker that manages your share account, instead of the Société Générale ID you should indicate your ID with your bank or broker.

**If you hold bearer shares**, by sending an e-mail with an electronic signature that you have obtained from an accredited certification service provider to [mandataireAG@edenred.com](mailto:mandataireAG@edenred.com), indicating your name, address and full bank details and the name and address of the person to whom you are giving proxy or from whom the proxy is being withdrawn. Your instructions must be confirmed in writing by the bank or broker that manages your 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 24, 2015 will be taken into account.**

The address [mandataireAG@edenred.com](mailto:mandataireAG@edenred.com) is for giving (or withdrawing) proxies only and must not be used for any other purpose.

## 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 3, 2015, 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, 92245 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](http://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 proving share ownership two trading days before the date of the Meeting, i.e. at midnight CEST on Monday, April 27, 2015.

## 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, 92245 Malakoff Cedex, France) no later than four working days prior to the Meeting, i.e. midnight CEST on Friday, April 24, 2015, enclosing your certificate of share ownership. Without this document, your request will not be taken into account.

## 5 – 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](http://www.edenred.com) no later than twenty-one days prior to the Meeting, i.e. Thursday, April 9, 2015.

In addition, holders of registered shares will be able to access meeting documents via [www.sharinbox.societegenerale.com](http://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.

# Remplir le formulaire de vote

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.


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.

**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**

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 457 729 042 €  
Siège social: 166-180 Bd. Gabriel Péri  
92240 MALAKOFF  
493 322 978 RCS NANTERRE

**ASSEMBLEE GENERALE MIXTE**  
du 30 AVRIL 2015 à 10h00  
au Novotel Tour Eiffel - 61 quai de Grenelle  
75015 PARIS - FRANCE

**COMBINED GENERAL MEETING**  
of **APRIL 30, 2015** at 10.00 am  
at Novotel Tour Eiffel - 61 quai de Grenelle  
75015 PARIS - FRANCE

**CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY**

Identifiant - Account

Nombre d'actions / Number of shares

Nombre de voix - Number of voting rights

Vote simple / Single vote  
Vote double / Double vote

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

Je vote OUI / YES à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance, à l'EXCEPTION de ceux qui sont présentés comme ceci  la case correspondante et pour lesquels je vote NON / NO ou je m'abstiens.

*I vote YES all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box - like this , for which I vote NO or I abstain.*

**JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE**  
Cf. au verso (3)

**I HEREBY APPOINT MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING**  
See reverse (3)

**JE DONNE POUVOIR À : Cf. au verso (4)**  
**I HEREBY APPOINT**

Nom, prénom, adresse de l'actionnaire (si ces informations figurent déjà, les vérifier et les rectifier éventuellement). Cf. au verso (1)  
Surname, first name, address of the shareholder (if this information is already supplied, please verify and correct if necessary). See reverse (1)

Adresse / Address

**ATTENTION** : s'il s'agit de titres au porteur, les présentes instructions ne seront valables 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 (si ces informations figurent déjà, les vérifier et les rectifier éventuellement). Cf. au verso (1)  
Surname, first name, address of the shareholder (if this information is already supplied, please verify and correct if necessary). See reverse (1)

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

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée / In case amendments or new resolutions are proposed during the meeting - Je donne pouvoir au Président de l'assemblée générale de voter en mon nom. / I appoint the Chairman of the general meeting to vote on my behalf. ....

- Je m'abstiens / I abstain from voting (is equivalent to vote NO).....

- Je donne procuration (cf. au verso) (cf. à M., Mme ou Mlle, Raison Sociale pour voter en mon nom) / I appoint (see reverse) (to Mr, Mrs or Miss, Corporate Name to vote on my behalf) .....

Pour être prise en considération, toute formule doit parvenir au plus tard :  
In order to be considered, this completed form must be returned at the latest:

à la banque / to the bank 27 Avril 2015 / April 27th, 2015  
à la société / to the company 27 Avril 2015 / April 27th, 2015

**Datez et signez.**

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.

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.





# Key dates

---

■ Thursday, March 19

Notice of meeting posted online

■ Thursday, April 9

Online voting begins at 9 a.m. CEST

Final date on which all documents relating to the 2015 Annual Shareholders Meeting, including the Notice of meeting, will be available [here](#) on the Edenred website

■ Friday, April 24

Deadline for the receipt of questions in writing

■ Monday April 27, midnight CEST

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

■ Wednesday, April 29

Online voting ends at 3 p.m. CEST

■ Thursday, April 30: Shareholders' meeting from 10 a.m. Paris time

Signing in from 8:45 a.m. at the Novotel Tour Eiffel

61 quai de Grenelle 75015 Paris France

To access all the information you need, about the Shareholders Meeting, dividends, capital structure and more, as well as the dedicated Shareholders Area, click [here](#).



# Contacts

---

## La Société Générale, Assemblées générales Department



+33 (0)2 51 85 59 82

Contact your local operator for tariff information.

The hotline is open Monday to Friday from 8:30 a.m. to 6:00 p.m. CEST.

## Shareholder relations



[relations.actionnaires@edenred.com](mailto:relations.actionnaires@edenred.com)

Elisa PASCAL, shareholder relations