



2020 GENERAL MEETING

(being held in camera)

Guide to participating remotely
beforehand

Last updated on: April 15, 2020

Agenda

1. Shareholding methods – page 3
2. Message about Covid-19 – page 4
3. Procedures for participating remotely beforehand – page 5
4. Requests to include draft resolutions or items on the agenda – page 9
5. Written questions and shareholders' right of communication – page 10
6. Filling out the Single Form (where applicable) – page 11
7. Key dates for participating remotely beforehand – page 12
8. Contact – page 13

SHAREHOLDING METHODS

Among the possible ways to participate in the General Meeting, Edenred is giving all Edenred shareholders **the fast and simple option of voting or giving proxy online**. Information on how to connect to the Votaccess secure platform is presented on pages 7 and 8.

Shares may be held in bearer, indirectly registered or directly registered form. Click [here](#) if you wish to read the definitions of the different shareholding methods, then follow the Guide.

Procedures detailed in the following pages	Bearer shares	Indirectly registered shares	Directly registered shares
Convening documents for the GM	Ask your financial intermediary for the documents necessary for participating remotely beforehand. The convening documents for the GM are also available on Edenred's website, in the General Meeting section	All the documents necessary for participating remotely beforehand will be sent to you. The convening documents for the GM are also available on Edenred's website, in the General Meeting section	
Voting or giving proxy online	Log in to your financial intermediary's web portal using your usual login details to vote or give proxy	Connect to Votaccess to vote or give proxy online by logging in to www.sharinbox.societegenerale.com using your Sharinbox access code and the password sent by post by Société Générale Securities Services	
Voting rights	1 share = 1 voting right	Double voting right after 2 years of ownership	

MESSAGE ABOUT COVID-19

The General Meeting will be held on Thursday, May 7, 2020 at 10:00 am (Paris time) in camera (without the physical presence of shareholders, in accordance with Article 4 of French ordinance n° 2020-321 dated March 25, 2020) at Edenred's registered office.

In light of (i) the current developments in the coronavirus (Covid-19) pandemic, (ii) French emergency law n° 2020-290 dated March 23, 2020 to respond to Covid-19, (iii) the government order dated March 23, 2020 (and updated by the order dated March 27, 2020) introducing various measures designed to stop the spread of Covid-19 (and notably prohibiting certain gatherings), (iv) ordinance n° 2020-321 dated March 25, 2020 and government order n° 2020-418 dated April 10, 2020 adapting the rules of meeting and deliberation of general meetings and boards of directors due to Covid-19 and (v) the press releases issued by the French Financial Markets Authority (*Autorité des marchés financiers* – AMF) dated March 6

and 27, 2020 relating to the general meetings of listed companies given the Covid-19 situation, shareholders must use the resources provided by the Company to **participate in the General Meeting remotely beforehand**,

without being physically present, by:

- **voting or giving proxy online;**
- **voting or giving proxy by post.**

Shareholders are encouraged to vote or give proxy online, given how uncertain postal delivery times are in the current circumstances.

To this end, the procedures for participating remotely beforehand are described in detail below.

In addition, **the General Meeting will be broadcast with a delay on the Company's website** (www.edenred.com/en).

PROCEDURES FOR PARTICIPATING REMOTELY BEFOREHAND IN THE GM (1/4)

Shareholders may participate in the General Meeting remotely **beforehand** in a number of ways, as follows:

- by voting or giving proxy online;
- by voting or giving proxy by post.

Shareholders who have voted remotely or given proxy in accordance with the conditions set out below will exceptionally be able to select another method for participating in the General Meeting (in which case their previous instructions will be revoked), provided that their instructions to this end arrive within the time frames described below.

In light of the ongoing Covid-19 epidemic, shareholders are encouraged to vote or give proxy **online**, given how uncertain postal delivery times are in the current circumstances.

This year, for the sixth time, Edenred is giving each shareholder the possibility, prior to the General Meeting, to give proxy or vote online via a secure online voting platform called "Votaccess", in accordance with the conditions set out below.

The Votaccess secure platform will be open from 9:00 am on April 20, 2020 until 3:00 pm on May 6, 2020 (Paris time). To avoid overloading the platform, shareholders are advised not to wait until the last few days before the General Meeting to give proxy or vote online.

Only bearer shareholders whose Securities Accounts Holder is registered with the Votaccess secure platform and offers this service for this General Meeting will have access. The Securities Accounts Holder of bearer shareholders who has not registered with Votaccess or requires the fulfillment of certain conditions for its use, will indicate how to proceed to the said shareholders.

PROCEDURES FOR PARTICIPATING REMOTELY BEFOREHAND IN THE GM (2/4)

In the event that shareholders would like to give proxy (rather than vote), they may give proxy to:

- **the Chairman of the General Meeting:** in this regard, note that for proxies given by shareholders without an indication of their proxy's details, the Chairman of the General Meeting will cast a vote in favor of adopting the draft resolutions presented by the Board of Directors; or
- **one of the persons referred to in Article L.225-106, paragraph I, of the French Commercial Code (i.e., any other person of their choice):** in this regard, the appointed proxy, who will not be able to attend the General Meeting being held in camera, must email the voting instructions that he or she has been authorized to give in the form of a digital copy of the Single Form to Société Générale Securities Services at the following address: assemblees.generales@sgss.socgen.com (this

email address is only for giving the appointed proxy's voting instructions only and must not be used for any other purpose). The Single Form must include the full name and address of the proxy as well as the phrase "Acting as proxy", and must be dated and signed. Voting instructions are to be entered in the "I vote by post" section of the Single Form. The proxy must attach a copy of his or her ID (and where appropriate a power of representation of the legal entity he or she represents). To be taken into account, the email must be received by Société Générale Securities Services no later than four days prior to the General Meeting, i.e., May 3, 2020. In addition, if the proxy is also a shareholder, he or she may vote or give proxy in accordance with the usual procedures, described in detail below.

PROCEDURES FOR PARTICIPATING REMOTELY BEFOREHAND IN THE GM (3/4)

A. VOTING OR GIVING PROXY ONLINE

Shareholders can vote or give proxy **online prior to the General Meeting**, via the Votaccess secure platform, as follows:

- **registered shareholders** will be able to connect to Votaccess by logging in to www.sharinbox.societegenerale.com using their usual login details (the Sharinbox access code is indicated on the Single Form or in the email that will be sent to shareholders and the password has been sent by post when the shareholder first registered with Société Générale Securities Services). They should then follow the instructions on the screen;
- **bearer shareholders** will need to log in to their Securities Accounts Holder's web portal using their usual login details and click on the icon that appears on the line corresponding to their Edenred shares. This will take them to the Votaccess secure platform where they should then follow the instructions on the screen.

If the shareholders' Securities Accounts Holder is not registered with Votaccess, they may nevertheless give (or withdraw) proxy electronically in accordance with the provisions of Article R.225-79 of the French Commercial Code, as follows:

- by sending an email with an electronic signature obtained from a certification service provider accredited pursuant to the legal and regulatory provisions in force, to mandataireAG@edenred.com, indicating their full name, address and full bank details as well as the full name and address of the person to whom they are giving proxy or from whom the proxy is being withdrawn. These instructions must be confirmed in writing to Société Générale Securities Services by the shareholder's Securities Accounts Holder, by email,
- only duly completed and signed proxy notifications, received by May 3, 2020 if giving proxy to one of the persons referred to in Article L.225-106 of the French Commercial Code (or by May 4, 2020, if giving proxy to the Chairman of the General Meeting or withdrawing proxy), will be taken into account,

PROCEDURES FOR PARTICIPATING REMOTELY BEFOREHAND IN THE GM (4/4)

o the address `mandataireAG@edenred.com` is for giving (or withdrawing) proxies only and must not be used for any other purpose.

As a reminder:

- **the Votaccess secure platform will be open from 9:00 am on April 20, 2020 until 3:00 pm on May 6, 2020; and**
- **in the event proxy is given (except to the Chairman of the General Meeting), the formalities must exceptionally be completed by May 3, 2020. The appointed proxy must follow the procedure described in detail above in the introduction.**

B. VOTING OR GIVING PROXY BY POST

Shareholders can also vote or give proxy, **by post prior to the General Meeting**, as follows:

- **registered shareholders** registered for at least one month at the date of the convening notice will receive the Single Form by post (unless they have opted for electronic delivery). The duly completed and signed Single Form should be returned to Société Générale Securities Services, using the prepaid envelope provided with the convening brochure received by post;

- **bearer shareholders** can request the Single Form from their Securities Accounts Holder as of the date of the convening notice. Once it has been duly completed and signed by the shareholder, the said form must be sent by his or her Securities Accounts Holder, together with the certificate of share ownership, to Société Générale Securities Services (Service Assemblées générales, CS 30812, 44308 Nantes Cedex 03, France).

All requests for a Single Form must be received no later than six days before the date of the General Meeting, i.e., May 1, 2020.

The duly completed and signed Single Form (accompanied by the certificate of share ownership for bearer shareholders) must be received by Société Générale Securities Services (Service Assemblées Générales, CS 30812, 44308 Nantes Cedex 03, France) **no later than three calendar days before the General Meeting, i.e., May 4, 2020**. As a reminder, in the event proxy is given (except to the Chairman of the General Meeting), the duly completed and signed Single Form must exceptionally be received by Société Générale Securities Services no later than four days prior to the General Meeting, i.e., May 3, 2020. The appointed proxy must follow the procedure described in detail in the introduction.

REQUESTS TO INCLUDE DRAFT RESOLUTIONS OR ITEMS ON THE AGENDA

Shareholders' requests to include draft resolutions or items on the agenda are governed by the provisions of Articles L.225-105, R.225-71 and R.225-73 of the French Commercial Code. They must be sent to the Chairman and Chief Executive Officer at Edenred's registered office (Edenred, Monsieur le Président-directeur général, 14-16 boulevard Garibaldi, 92130 Issy-les-Moulineaux, France) by registered letter with acknowledgment of receipt, and received no later than 25 days prior to the General Meeting, *i.e.*, April 12, 2020.

Exceptionally, as the General Meeting is being held in camera (without the physical presence of shareholders), it will not be possible to propose new resolutions during the General Meeting.

WRITTEN QUESTIONS AND SHAREHOLDERS' RIGHT OF COMMUNICATION

WRITTEN QUESTIONS

In accordance with Article R.225-84 of the French Commercial Code, shareholders who wish to submit written questions must send them to the Chairman and Chief Executive Officer at Edenred's registered office (Edenred, Monsieur le Président-directeur général, 14-16 boulevard Garibaldi, 92130 Issy-les-Moulineaux, France) by registered letter with acknowledgment of receipt, or by email (to the following address: AGM.2020@edenred.com), no later than four business days prior to the General Meeting, i.e., April 30, 2020.

Only questions accompanied by a certificate of share ownership will be taken into account.

Exceptionally, as the General Meeting is being held in camera (without the physical presence of shareholders), it will not be possible to ask questions during the General Meeting.

SHAREHOLDERS' RIGHT OF COMMUNICATION

In accordance with the legal and regulatory provisions in force, the documents that must be made available to shareholders in relation to the General Meeting will be accessible from the date of publication of the convening notice.

The documents and information referred to in Article R.225-73-1 of the French Commercial Code will be posted on the Company's website (www.edenred.com/en) no later than 21 days prior to the General Meeting, i.e., April 16, 2020. In addition, registered shareholders will be able to access the General Meeting documents via www.sharinbox.societegenerale.com and bearer shareholders via their Securities Accounts Holder's web portal, in accordance with the conditions set out above.

FILLING OUT THE SINGLE FORM (WHERE APPLICABLE)

Vous désirez donner pouvoir au Président de l'Assemblée générale :

Vous désirez donner pouvoir à un tiers :

Vous désirez voter par correspondance :

Notifiez cette case

Si vous ne souhaitez pas voter « OUI » sur les résolutions présentées, notifiez une des deux cases (Non ou Abstention) pour les résolutions concernées.

Attention :

- si vous ne notifiez pas de case, le sens de votre vote sera comptabilisé en « OUI » ;
- toute abstention exprimée ne sera pas considérée comme un vote exprimé.

N'oubliez pas de noter la case de votre choix pour le cas où des amendements ou de nouvelles résolutions seraient présentés.

RETOURNEZ VOTRE FORMULAIRE

Retournez le formulaire à Société Générale Securities Services le plus vite possible, de façon à être réceptionné au plus tard le 4 mai 2020 (date limite de réception). Pour rappel, en cas de désignation d'un mandataire (hors Président de l'Assemblée), la date limite de réception est le 3 mai 2020.

NOTE

Only forms that have been duly completed (to vote remotely or give proxy) and received by Société Générale at least three days (i.e., May 4, 2020) before the date of the Meeting will be taken into account. In the event proxy is given (except to the Chairman of the General Meeting), the deadline for receipt is May 3, 2020. For bearer shareholders, these forms accompanied by the certificate of share ownership must be sent to your financial intermediary, which will in turn send them to Société Générale.

ACCESS TO THE SINGLE VOTING FORM AND TERMS OF USE

For easier reading, you can access the document [here](#)

KEY DATES FOR PARTICIPATING REMOTELY BEFOREHAND IN THE 2020 GM

▶ April 8

Availability of the convening brochure for the General Meeting on edenred.com.

▶ April 12

Deadline for receipt of requests to include draft resolutions or items on the agenda.

▶ April 16

Availability of the documents and information referred to in Article R.225-73-1 of the French Commercial Code, accessible on Edenred's website [here](#).

▶ April 20 at 9:00 am

Opening of online voting.

▶ April 30

Deadline for sending written questions.

▶ May 1

Deadline for the receipt of requests for Single Forms.

▶ May 3

Deadline for giving proxy (other than to the Chairman of the General Meeting) and for receipt of the proxy's voting instructions.

▶ May 4

Deadline for sending the duly completed and signed Single Form (except when giving proxy to a person other than the Chairman of the General Meeting).

▶ May 5

Record date for share ownership.

▶ May 6 at 3:00 pm

Close of online voting.

▶ May 7

General Meeting at 10:00 am held exceptionally in camera.

Delayed broadcast on the Company's website (<https://www.edenred.com/en>).

CONTACT

Edenred Group shareholder services

Email:

- Investor.relations@edenred.com