

**DESCRIPTION OF ELIOR S.A.'S SHARE BUYBACK PROGRAM**  
(as approved at the March 10, 2015 Annual Shareholders' Meeting)

**I – LEGAL FRAMEWORK APPLICABLE TO THE SHARE BUYBACK PROGRAM**

The share buyback program is governed by the applicable laws and regulations as well as the terms and conditions of the authorization granted to the Board of Directors in the ninth and twenty-first resolutions of the Annual Shareholders' Meeting of Elior S.A. (the "**Company**") held on March 10, 2015 (the "**AGM**"). The program was put in place by the Company's Board of Directors following the Board meeting held on March 19, 2015.

**II – PURPOSES OF THE SHARE BUYBACK PROGRAM**

In accordance with the ninth resolution adopted at the AGM, the share buyback program may be used for the following purposes:

- to cancel the shares bought back; or
- to hold shares in treasury for subsequent delivery in payment or exchange for external growth transactions, in accordance with market practices recognized by the applicable regulations, and provided the shares used for this purpose do not represent more than 5% of the Company's capital; or
- to allocate shares on exercise of rights attached to securities redeemable, convertible, exchangeable or otherwise exercisable for shares of the Company; or
- to allocate shares for the implementation of (i) stock option plans or (ii) free share plans or (iii) employee share ownership plans; or
- to maintain a liquid market for the Company's shares under a liquidity contract entered into with an investment services provider that complies with a Code of Ethics recognized by the Autorité des Marchés Financiers; or
- more generally, to carry out any transactions or market practices currently authorized or that may be authorized in the future by the applicable laws and regulations or by the Autorité des Marchés Financiers.

The Company may use derivatives for the purpose of implementing the share buyback program, except in relation to transactions carried out under the liquidity contract.

In accordance with the applicable laws and regulations, including stock exchange publication requirements, the Company reserves the right to (i) carry out the authorized reallocations of purchased shares from one of the program's purposes to one or more of its other purposes, or (ii) sell the purchased shares either on or off-market through an investment services provider acting independently under a liquidity contract.

**III – TERMS AND CONDITIONS OF THE SHARE BUYBACK PROGRAM**

**Maximum proportion of the Company's capital:** the shares purchased under the buyback program may not represent more than 10% of the Company's capital, determined based on the number of shares making up the Company's capital at the date of the buybacks.

**Maximum number of shares:** the number of shares acquired may not exceed 10% of the total number of shares making up the Company's capital as at the date on which the authorization granted at the AGM is utilized.

When shares are bought back for the purpose of maintaining a liquid market in the Company's shares, the number of shares taken into account in order to calculate the cap of 10% of the Company's capital corresponds to the number of shares purchased less the number of shares sold during the authorization period.

As the program provides for the possibility of using derivatives to carry out the share purchases, any Elior S.A. shares that the Company may acquire through the exercise of call options will be included immediately as of the purchase (rather than the exercise) of the call options for the purpose of calculating the maximum number of shares that may be acquired during the eighteen-month validity period of the buyback program.

**Type of shares that may be purchased:** ordinary shares of the Company with a par value of €0.01 each.

**Maximum per-share purchase price:** €18

**Maximum amount that may be invested in the program:** €300,000,000.

The acquisition cost of any derivatives that the Company may use for the purpose of the program will be included in the maximum authorized amount of the program at the time the derivatives are put in place. The amount corresponding to the price of any Elior S.A. shares acquired on the exercise of call options will only be included when the options are exercised.

Any sums allocated for the purpose of the liquidity contract will be included in the maximum authorized amount of the program.

**Duration of the buyback program:** 18 months (from March 10, 2015 to September 10, 2016).

#### **IV – PURPOSES OF TREASURY SHARES HELD AT FEBRUARY 28, 2015**

At February 28, 2015 no treasury shares were held by the Company in connection with the liquidity contract entered into on July 28, 2014.

As specified in Article 241-2 (Book II) of the General Regulations of the Autorité des Marchés Financiers, in accordance with Article 221-3 of said Regulations, any material changes during the buyback program to any of the information set out above will be rendered public as promptly as possible.

#### **Elior**

*Société anonyme*

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