



REGULATORY INFORMATION



BOARD MEETING OF OCTOBER 13TH, 2017

On October 13, 2017, the Board of Directors of Teleperformance (Euronext Paris) took formal note of the resignation of Paulo César Salles Vasques, CEO and director of the Company, from all positions and directorships he holds within the Group except for his position as non-executive Chairman and director of Brazilian subsidiary Teleperformance CRM SA, the duties of which he agrees to continue in order to maintain and develop the Group's business in Brazil. His resignation is in line with the Board's decision to combine the duties of Chairman and Chief Executive Officer, and is effective immediately.

On the same day, upon recommendation of the Remuneration and Appointments Committee, the Board of Directors approved the financial terms and conditions of Paulo César Salles Vasques's departure. Said terms and conditions comply with the remuneration policy in force with regard to executive corporate officers, as set out in the 2016 Registration Document and adopted by the shareholders' meeting held on June 23, 2017, and with the performance of preexisting agreements and undertakings previously authorized by the Board of Directors and/or approved by the shareholders' meeting and disclosed each year by the Company in its Registration Document.

In accordance with the applicable remuneration policy, said financial terms and conditions shall be borne by Teleperformance's US subsidiary, Teleperformance Group Inc., with the exception of a small portion of Paulo César Salles Vasques's fixed remuneration.

▪ **Fixed remuneration in respect of 2017**

Paulo César Salles Vasques's fixed annual remuneration has been reduced prorata temporis to cover the period ending on October 13, 2017, the date that his duties as Chief Executive Officer will come to an end. It therefore amounts to a total of US\$2,417,425.

Furthermore, concerning his position as co-CEO of Teleperformance Group Inc., a US subsidiary of Teleperformance, Paulo César Salles Vasques is bound by a six-month notice period. Eager to ensure the full effectiveness of the new governance structure, the Board exercised its right to waive said notice period, subject to the payment of six months' fixed remuneration, i.e., US\$1,548,000.

▪ **Variable remuneration in respect of 2017**

Paulo César Salles Vasques's annual variable remuneration for 2017 will be calculated in accordance with the terms, conditions and procedures approved by the Board of Directors at its meeting held on February 28, 2017. All qualitative and quantitative criteria will be assessed by the Board in 2018 during the meeting called to approve the 2017 financial statements, on the basis of performance indicators for the 2017 financial year. The amount of variable remuneration will be determined prorata temporis, taking into account the actual period during which Paulo César Salles Vasques performed his duties as Chief Executive Officer.

In accordance with Article L. 225-100 of the French Commercial Code, the payment of this prorata temporis amount shall be subject to a vote of approval by the shareholders' meeting called in 2018 to approve the 2017 financial statements.

▪ **Non-compete undertaking**

Paulo César Salles Vasques is bound by a non-compete and non-solicitation undertaking valid for a period of two years, i.e. until October 13, 2019, under which he may claim non-compete compensation equal to two years' gross remuneration (fixed and variable) in respect of 2016, i.e. US\$8,600,000.

Said non-compete compensation shall be paid to him in accordance with the terms, conditions and procedures of the non-compete agreement entered into on November 25, 2013, duly authorized by the Board of Directors on November 25, 2013 and approved by the shareholders' meeting on May 7, 2014.

▪ **Existing performance share plan**

A total of 175,000 performance shares were granted to Paulo César Salles Vasques in 2016 under the Teleperformance Group Inc. long-term incentive plan.

Paulo César Salles Vasques's right regarding definitive vesting of performance shares under this long-term incentive plan is reduced prorata temporis so as to take into account only the portion of the plan's three-year term during which he held executive office. The maximum number of performance shares that may vest at the end of this period is therefore reduced to 104,041.

Furthermore, Paulo César Salles Vasques has agreed that the definitive vesting of 50% of these 104,041 shares at the end of the vesting period defined under the long-term incentive plan shall be subject, not only to the terms and conditions set out in the long-term incentive plan, but also to his achievement of significant objectives in relation to his duties at Teleperformance CRM SA in Brazil.

Finally, Paulo César Salles Vasques is not the beneficiary of any stock purchase or subscription option, exceptional remuneration, additional or supplementary pension plan or severance payment.

ABOUT TELEPERFORMANCE

Teleperformance (RCF – ISIN: FR0000051807 – Reuters: ROCH.PA – Bloomberg: RCF FP), the worldwide leader in outsourced omnichannel customer experience management, serves companies and administrations around the world, with customer care, technical support, customer acquisition (Core Services), as well as with online interpreting solutions, visa application management services, data analysis and debt collection programs (Specialized Services). In 2016, Teleperformance reported consolidated revenue of €3,649 million (US\$4,050 million, based on €1 = \$1.11).

The Group operates 163,000 computerized workstations, with 217,000 employees across 340 contact centers in 74 countries and serving 160 markets. It manages programs in 265 languages and dialects on behalf of major international companies operating in a wide variety of industries.

Teleperformance shares are traded on the Euronext Paris market, Compartment A, and are eligible for the deferred settlement service. They are included in the following indices: CAC Large 60, CAC Next 20, CAC Support Services, STOXX 600 and SBF 120. They also have been included in the Euronext Vigeo Eurozone 120 index since December 2015, with regard to the Group's performance in corporate responsibility.

For more information: www.teleperformance.com

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