



Teleperformance

Proposed equity incentive plan

Paris, May 7, 2009 – Teleperformance has announced that **an equity incentive plan**, involving **as many as three million shares**, will be proposed at the upcoming Annual General Meeting on May 29, 2009.

The proposed plan is compliant with the AFEP/MEDEF recommendations and makes **conditional and gradual awards of incentive shares of stock to about 200 senior executives, managers and employees** throughout the world.

The purpose of the plan is to **motivate and encourage our senior executives, managers and employees**, particularly in these troubled economic times, and thus to maintain the Group's growth **while increasing shareholder value**.

Furthermore, as a demonstration of his complete objectivity in supporting this plan, **Jacques Berrebi, Chairman of our Board of Directors, has declined to participate**, so that it can **benefit an even greater number** of Group managers and employees.

These shares would vest **four years after being awarded and solely for the benefit of recipients who**

- are **employed by the Group at the end of these four years** and
- have **met specific performance criteria** as to revenue growth, profitability and improved stock price over this four-year period.

Each manager or employee will be awarded **100% of the shares originally allocated** if he or she attains the **highest score for every criterion**.

Otherwise, he or she will receive some **lower number of shares depending on the performance level achieved**, past specific **trigger values** for each criterion.

The Group's **Board of Directors, Supervisory Board, major shareholders and founders** have all decided to vote in favor of the resolution to implement this plan.

HOW THE PLAN WILL WORK

If authorized by the Shareholders' General Meeting, the Board of Directors will order the plan to have the following features:

A. 60% OF THE ALLOCATED SHARES WILL BE AWARDED BASED ON THE FOLLOWING CRITERIA

- 1. Local Managing Directors and Regional Directors

- **Revenues:** 4-year average growth

- Trigger value: +15%
- Full award value: +25%

- **EBITDA rate:** 4-year average

- Trigger value: 12.5%
- Full award value: 17.5%

- **EBIT rate:** 4-year average

- Trigger value: 7.5%
- Full award value: 12.5%

- 2. Headquarter management

- **Consolidated revenues:** 4-year average growth

- Trigger value: +12%
- Full award value: +25%

- **Consolidated EBITDA rate:** 4-year average

- Trigger value: 10%
- Full award value: 14%

- **Consolidated EBIT rate:** 4-year average

- Trigger value: 8%
- Full award value: 10%

B. 40% OF THE ALLOCATED SHARES WILL BE AWARDED BASED ON STOCK PRICE

- **Stock price at the end of these four years**

- Trigger value: €25
- Full award value: €29

ABOUT TELEPERFORMANCE

Teleperformance (NYSE Euronext Paris: FR 0000051807), the **world's leading provider of outsourced CRM and contact center services**, has been serving companies around the world rolling out customer acquisition, customer care, technical support and debt collection programs on their behalf. In 2008, the Teleperformance Group achieved €1.784 billion revenues (US\$2.6 billion – average exchange rate at December 31, 2008: €1 = US\$1.46).

The Group operates about **82,000 computerized workstations, with more than 100,000 employees (Full-Time Equivalents) across 249 contact centers in 47 countries** and conducts programs in more than 66 different languages and dialects on behalf of major international companies operating in various industries.

www.teleperformance.com

CONTACTS

TELEPERFORMANCE

Michel Peschard, Finance Managing Director, Board Member

+33-1 55 76 40 80

info@teleperformance.com

LT VALUE – Investors Relations and Corporate Communication

Nancy Levain / Maryline Jarnoux-Sorin

nancy.levain@ltvalue.com

maryline.jarnoux-sorin@ltvalue.com

+33-1 44 50 39 30 - +33-6 72 28 91 44