

Edenred Board of Directors

Edenred's Board of Directors today appointed **Jean-Romain Lhomme, Principal and Co-Head of Colony Capital Europe**, as a new director, replacing Sébastien Bazin, who has resigned.

Mr. Lhomme, a graduate from HEC Business School, joined Colony Capital in 2000. He is responsible for the identification, evaluation, consummation, and management of European investments. Prior to joining Colony, Mr. Lhomme worked for the Strategic Director of PPR, mainly on acquisitions. Mr. Lhomme previously worked as an analyst in New York and Brazil for the Latin American privatization team of Paribas and for Mercer Management Consulting (Oliver Wyman) in Paris. Mr. Lhomme is currently president of BUT Supervisory board.

The Board of Directors now comprises:

- **Jean-Paul Bailly***, former Chairman and Chief Executive Officer of RATP, and Honorary President of the French Post Office (Groupe la Poste)
- **Anne Bouverot***, Director General of GSMA, association of mobile telephone operators
- **Philippe Citerne***, Vice-President of the Accor Board of Directors
- **Gabriele Galateri di Genola***, Chairman of Assicurazioni Generali S.p.A
- **Françoise Gri***, Chief Executive Officer of the Pierre & Vacances – Center Parcs Group
- **Jean Romain Lhomme**, Principal and Co-Head of Colony Capital Europe
- **Roberto Oliveira de Lima***, Director of Telefonica Brasil
- **Bertrand Meheut***, Chairman of the Canal+ Group Executive Board
- **Nadra Moussalem**, Principal and Co-Head of Colony Capital Europe
- **Jacques Stern**, Chairman and Chief Executive Officer of Edenred

Of these members, 70% have been qualified as independent.

In addition, the membership of the three Board Committees has been modified as follows:

- **The Audit and Risks Committee** comprises Philippe Citerne, Jean-Paul Bailly, Anne Bouverot and Jean-Romain Lhomme.
- **The Compensation and Appointments Committee** comprises Gabriele Galateri di Genola, Philippe Citerne, Françoise Gri and Nadra Moussalem.
- **The Commitments Committee** comprises Nadra Moussalem, Jean-Paul Bailly, Bertrand Méheut and Roberto Oliveira de Lima.

The three Committees will continue to support the Board's work. Their responsibilities and rules of procedure are described in the Group's Registration Document.

Shareholders will be asked to ratify the appointment at the next Annual Meeting on May 13, 2014.

* *Independent Director.*

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Edenred, which invented the *Ticket Restaurant*[®] solution and is the world leader in prepaid corporate services, designs and delivers solutions that make employees' lives easier and improve the efficiency of organizations.

Edenred solutions ensure that funds allocated by companies are used as intended. These solutions help to manage:

- Employee benefits (*Ticket Restaurant*[®], *Ticket Alimentación*, *Ticket CESU*, *Childcare Vouchers*, etc.)
- Expense management process (*Ticket Car*, *Ticket Clean Way*, *Repom*, etc.)
- Incentive and rewards programs (*Ticket Compliments*, *Ticket Kadéos*, etc.).

The Group also supports public institutions in managing their social programs.

Listed on the NYSE Euronext Paris stock exchange, Edenred operates in 40 countries, with nearly 6,000 employees, nearly 610,000 companies and public sector customers, 1.3 million affiliated merchants and 38 million beneficiaries. In 2012, total issue volume amounted to €16.7 billion, of which 61% was generated in emerging markets.

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