



Translation for information purpose only. This document is an English-language translation of the convening notice (avis de convocation) published by Edenred on March 3, 2021. In the event of any differences between this English-language translation and the French avis de convocation, the French avis de convocation shall prevail.

## EDENRED

A Société anonyme established under the laws of the Republic of France  
Share capital: €493,166,702  
Registered office: 14 – 16, boulevard Garibaldi – 92130 Issy-les-Moulineaux  
493.322.978 R.C.S. Nanterre  
(the « **Company** »)

Issy-les-Moulineaux, March 3, 2021

### Convening notice of the holders of bonds issued by the Company

As part of the conversion of the corporate form of the Company through the adoption of the European company statute, the Board of Directors has decided to convene the general meetings of the holders of the Bonds (as defined below), as listed below, on March 18, 2021 (and, in case of lack of quorum, on March 29, 2021 on second convening), at the times referred to below.

Given the current sanitary context and the related restrictions, and in accordance with the provisions of Article 4 of Ordinance No. 2020-321 of March 25, 2020 (the "**Ordinance**"), the general meetings of the holders of the Bonds (as defined below) of the Company will exceptionally be held in closed session, without the bondholders and other persons entitled to attend (other than the members of the executive committee (*bureau*) of each general meeting) being present, either physically or by telephone or audiovisual conference (it being specified that the live and recorded broadcast of each general meeting is provided by the Company under the conditions described below), at the Company's registered office located at 14 - 16 boulevard Garibaldi, 92130 Issy-les-Moulineaux, France.

Bond Issue	ISIN Code	Time of meeting on March 18, 2021 (Paris time)
Bonds issued on May 23, 2012 in an amount of €225,000,000 at the interest rate of 3.75% and due on May 23, 2022 (the " <b>2012 Bonds</b> ")	FR0011244367	9:30 a.m.
Bonds issued on March 10, 2015 in an amount of €500,000,000 at the interest rate of 1.375% and due on March 10, 2025 (the " <b>2015 Bonds</b> ")	FR0012599892	9:45 a.m.
Bonds issued on March 30, 2017 in an amount of €500,000,000 at the interest rate of 1,875% and due on March 30, 2027 (the " <b>2017 Bonds</b> ")	FR0013247202	10:00 a.m.
Bonds issued on December 6, 2018 in an amount of €500,000,000 at the interest rate of 1,875% and due on March 6, 2026 (the " <b>2018 Bonds</b> ")	FR0013385655	10:15 a.m.
Bonds issued on June 18, 2020 in an amount of €600,000,000 at the interest rate of 1,375% and Due on June 18, 2029 (the " <b>2020 Bonds</b> ", and together with the 2012 Bonds, the 2015 Bonds, the 2017 Bonds and the 2018 Bonds, the " <b>Bonds</b> ").	FR0013518537	10:30 a.m.

Each general meeting of the holders of the Bonds is convened in order to deliberate on the following agenda and draft resolutions:

#### Agenda

1. Approval of the conversion of the Company's corporate form through adoption of the European company statute and of the Draft Terms of Conversion (as defined below).
2. Filing of the documents relating to the meeting.
3. Powers for formalities.

### **Draft resolutions**

**First resolution** (*Approval of the conversion of the corporate form of the Company through adoption of the European company statute and of the Draft Terms of Conversion (as defined below)*)

The general meeting, acting in accordance with the quorum and majority requirements for bondholders' meetings, having examined:

- the report of the Board of Directors;
- the positive opinion delivered on November 17, 2020 by the Company's Social and Economic Committee (*Comité social et économique (CSE)*) on its contemplated conversion into a European Company;
- the draft terms of the Company's conversion into a European company prepared by the Board of Directors, dated November 30, 2020 and filed with the clerk of Nanterre's Commercial Court (*greffe du Tribunal de commerce de Nanterre*) on December 8, 2020, which explain and substantiate the legal and business aspects of the Company's conversion into a European company and which indicate its consequences for the shareholders, the employees and the creditors of the Company (the "**Draft Terms of Conversion**");

after having noted and acknowledged that:

- the company meets the conditions required by the provisions of Council Regulation EC No. 2157/2001 of 8 October 2001 on the statute for a European company, and in particular those specified in Articles 2§4 and 37 of the said Regulation, and by Article L. 225-245-1 of the French Commercial Code relating to the conversion of a French *société anonyme* into a European company;
- the conversion of the Company into a European company shall neither result in the winding-up of the Company nor in the creation of a new legal entity;
- following the conversion, the Company's corporate name shall be followed by the words "*Société Européenne*" or the initials "SE";
- the Company's term, its corporate purpose and registered office shall not be modified;
- the company's share capital shall remain of the same amount and of the same number of shares with a par value of two euros each; these shall remain listed on the regulated market of Euronext in Paris;
- the length of the current financial year will not be modified as a result of the adoption of the European company form and the financial statements of this financial year will be prepared, presented and audited according to the conditions defined by the Company's bylaws under its new legal form and the provisions of the French Commercial Code relating to the European company;
- all authorizations and delegations of authority and of powers that have been granted to the Board of Directors of the Company under its current form as a *société anonyme* by any shareholders general meeting of the Company and in force on the date of the Company's registration as a European company, shall apply to the Board of Directors of the Company under its new legal form as a European company;
- each of the Company's Directors and statutory auditors shall continue to serve the Company for the remaining duration of their terms of office under the same conditions as those applying before the Company's registration as a European company;
- the contemplated conversion of the corporate form of the Company through adoption of the European company statute shall be submitted to the approval of the shareholders general meeting of the Company;

and after having duly noted that in accordance with Article 12§2 of the aforementioned Regulation, the Company shall not be registered as a European company unless the procedure relating to employee involvement, as provided for in Articles L. 2351-1 *et seq.* of the French Labor Code, has been completed:

1. decides to approve the conversion of the Company's legal form into a European company (*Societas Europaea*) with a Board of Directors, and to approve the Draft Terms of Conversion;
2. acknowledges that this conversion of the Company into a European company shall take effect upon the Company's registration as a European company with the Nanterre Commercial and Companies Registry (*Registre du commerce et des sociétés de Nanterre*), which shall take place once negotiations related to employee involvement have been completed and subject to the approval by the shareholders general meeting of the Company of the contemplated conversion of the corporate form through adoption of the European company statute.

**Second resolution** (*Filing of the documents related to the Meeting*)

The general meeting, acting in accordance with the quorum and majority requirements for bondholders' meetings, decides that the attendance sheet, the powers of the represented bondholders and the minutes of this meeting will be filed at the registered office of the Company.

### **Third resolution (Powers for formalities)**

The general meeting, acting in accordance with the quorum and majority requirements for bondholders' meetings, authorizes and grants all powers to the representative of the Company to, as the case may be, take any measures and enter into any agreements as necessary in order to implement these resolutions, and to the bearer of a copy or extracts of these minutes for the purpose of completion of any and all legal or administrative formalities and make all filings and publications required by the applicable legislation and/or by the terms and conditions of the bonds.

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### **Conditions to participate in each of the general meetings**

#### **1. Prior formalities to be carried out in order to participate in a general meeting**

Each bondholder, regardless of the number of Bonds held, has the right to participate in the general meeting of the holders of the Bonds they hold.

In accordance with Article R. 228-71 of the French Commercial Code and with the terms and conditions of each of the Bonds, the right of each bondholder to participate in the relevant general meeting will be evidenced by the registration of their Bonds in the books of an authorized account holder in the name of such bondholder:

- for the 2012 Bonds, the 2015 Bonds and the 2017 Bonds, on the date of the general meeting at 00:00 a.m. (Paris time), i.e. on March 18 at 00:00 a.m. (Paris time) on first convening or on March 29 at 00:00 a.m. (Paris time) on second convening;
- for the 2018 Bonds and the 2020 Bonds, on the second business day preceding the meeting at 00:00 a.m. (Paris time) on March 16 at 00:00 a.m. (Paris time) on first convening or on March 25 at 00:00 a.m. (Paris time) on second convening (the date thus defined being referred to as the "**Record Date**").

The bondholders are entitled to assign all or part of their Bonds at any time. However, only the Bonds recorded on the Record Date give right to the bondholders to participate to a general meeting. If a bondholder assigns their Bonds before the Record Date, the Company will invalidate or modify accordingly the vote by correspondence or the proxy of such bondholder. The relevant authorized account holder must notify such assignment to the Company and provide it with all necessary information.

#### **2. Conditions of participation in a general meeting**

Each bondholder or its proxy (under the conditions detailed below) is entitled to one vote for each Bond held or represented by it, it being specified that any bondholder entitled to more than one vote shall not be required to cast all of such votes in the same manner.

Given the current sanitary context and the related restrictions, and in accordance with the provisions of Article 4 of the Ordinance, each meeting will exceptionally be held in closed session, without the bondholders and other persons entitled to attend (other than the members of the executive committee (*bureau*) of each general meeting) being present, either physically or by telephone or audiovisual conference.

Each general meeting will be chaired by the representative of the masse, as specified in the terms and conditions of each Bond. In accordance with the provisions of Article R.225-101 of the French Commercial Code and Article 8-2 of Decree no. 2020-418 of April 10, 2020 (the "**Decree**"), two tellers (*scrutateurs*) and the secretary of each general meeting will be appointed from among the Company's employees.

In accordance with the provisions of Article 5-1, II. 1° of the Ordinance and Article 8-2 of the Decree, the Company will provide live broadcasting of each general meeting by conference call, the access number of which will be provided upon request to the Centralising Agent (as defined below). A recording of the meeting will also be available on the Company's website.

Each bondholder has the right to participate in the relevant general meeting by proxy or by correspondence.

Each bondholder may exercise this right by filling in the participation form attached to this convening notice (the "**Participation Form**") and by returning it via their account holder to the Centralising Agent (as defined below) under the following conditions:

1. To vote by correspondence, by filling in paragraph 2(a) of the Participation Form;

2. To give a proxy to the Chairman of the general meeting to act on their behalf at the general meeting, by filling in paragraph 2(b) of the Participation Form. Pursuant to Articles L. 228-62 and L. 228-63 of the French Commercial Code, certain persons are not entitled to act on behalf of the bondholders (in particular directors, auditors or employees of the Company). Furthermore, **since the general meetings will be held in closed session, the bondholders wishing to appoint a third party as a proxy are strongly encouraged to give the Chairman of the general meeting a proxy for this purpose under the conditions set out in this paragraph.**

The Participation Forms will be taken into account for the quorum and voting calculation only if these forms are:

- (i) duly filled in and signed ;
- (ii) provided with a book-entry certificate substantially in accordance with the model attached to this notice or in the form customarily used by the account holder, duly completed and signed by the relevant account holder;
- (iii) and returned by the bondholder via its account holder and **received by the Centralising Agent no later than March 15, 2021 on first convening and, in case of lack of quorum, no later than March 26, 2021 on second convening.**

The Participation Form thus taken into account remains valid for successive meetings convened with the same agenda.

Bondholders who wish to vote on the resolutions and who hold their Bonds through a financial intermediary such as a trustee, custodian or other nominee must contact the said financial intermediary and instruct it to vote on their behalf, in accordance with the procedures set forth by the said intermediary.

The Participation Forms are attached to this convening notice and are also available from the Centralising Agent (as defined below) upon request.

### **3. Quorum and adjournment**

In accordance with Articles L. 228-65 and L. 225-98 of the French Commercial Code and the terms and conditions of each of the Bonds, the bondholders' general meeting may validly deliberate on first convening only if the bondholders present or represented hold at least a fifth (1/5) of the outstanding principal amount of the Bonds. On second convening, no quorum is required.

Decisions at a general meeting shall be taken by a two-third (2/3) majority of the votes of the bondholders present or represented.

The second convening of a general meeting, in case of lack of quorum, shall be carried out in the same manner as the first convening.

### **4. Right of communication of the bondholders**

All the information and documents which must be communicated to the bondholders in accordance with the applicable legislation will be made available to the bondholders within the time limits provided for by the applicable legal and regulatory provisions (i) at the Company's registered office located at 14 - 16 boulevard Garibaldi, 92130 Issy-les-Moulineaux, France, (ii) on the Company's website ([www.edenred.com](http://www.edenred.com)) and (iii) upon request to the Centralising Agent (whose contact details are set out below).

### **Contact details of the Centralising Agent**

Société Générale Securities Services  
32, rue du champ de tir  
CS 30812  
44308 Nantes Cedex 03  
France  
+33 2 51 85 65 93  
[agobligataire.fr@socgen.com](mailto:agobligataire.fr@socgen.com)

*The Board of Directors*