

MIFID II PRODUCT GOVERNANCE / TARGET MARKET – Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Notes taking into account the five categories referred to in item 18 of the Guidelines on MiFID II product governance requirements published by ESMA dated 5 February 2018, has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU on markets in financial instruments (as amended, "**MiFID II**"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturers’ target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

PRIIPs / IMPORTANT – PROHIBITION OF SALES TO EEA AND UK RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”) or in the United Kingdom (the “**UK**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; or (ii) a customer within the meaning of Directive 2016/97/EU (the “**Insurance Distribution Directive**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in the Prospectus Regulation. Consequently, no key information document required by Regulation (EU) No 1286/2014, as amended (the “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA or in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA or in the UK may be unlawful under the PRIIPs Regulation.

Final Terms dated 24 November 2020



Teleperformance SE

Euro 3,000,000,000

Euro Medium Term Note Programme

SERIES NO: 1

TRANCHE NO: 1

Issue of Euro 500,000,000 0.250 per cent. Notes due 26 November 2027 (the "Notes")

issued by Teleperformance SE (the “Issuer”)

Legal Entity Identifier of the Issuer (LEI): 9695004GI61FHFFNRG61

BNP PARIBAS

CITIGROUP GLOBAL MARKETS LIMITED

CRÉDIT AGRICOLE CORPORATE AND INVESTMENT BANK

CREDIT INDUSTRIEL ET COMMERCIAL S.A.

HSBC FRANCE

MUFG SECURITIES (EUROPE) N.V.

SOCIÉTÉ GÉNÉRALE CORPORATE & INVESTMENT BANKING

**and
STANDARD CHARTERED BANK**

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 19 November 2020 which has received approval no. 20-560 from the *Autorité des marchés financiers* (the “AMF”) on 19 November 2020 which constitutes a base prospectus (the “**Base Prospectus**”) for the purposes of Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”). This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Base Prospectus in order to obtain all the relevant information. The Base Prospectus and the Final Terms are available for viewing on the website of the AMF (www.amf-france.org) and of Teleperformance (<https://www.teleperformanceinvestorrelations.com/>) and printed copies may be obtained from Teleperformance at 21-25 rue Balzac, 75008 Paris, France.

1	Issuer:	Teleperformance SE
2		
	(i) Series Number:	1
	(ii) Tranche Number:	1
3	Specified Currency:	Euro
4	Aggregate Nominal Amount:	
	(i) Series:	Euro 500,000,000
	(ii) Tranche:	Euro 500,000,000
5	Issue Price:	99.213% per cent. of the Aggregate Nominal Amount
6	Specified Denomination(s):	Euro 100,000
7		
	(i) Issue Date:	26 November 2020
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	26 November 2027
9	Business Day Convention:	Following Business Day Convention/unadjusted
10	Interest Basis:	0.250% per cent. Fixed Rate (<i>further particulars specified below</i>)
11	Redemption Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount.
12	Change of Interest Basis:	Not Applicable
13	Put/Call Options:	Make-Whole Redemption Option Residual Maturity Call Option Squeeze-Out Call Option Change of Control Put Option (<i>further particulars specified below</i>)
14	(i) Status of the Notes:	Unsubordinated
	(ii) Date of Board approval for issuance of Notes obtained:	12 November 2020 and decision of Mr. Olivier Rigaudy, acting as <i>Directeur général délégué</i> of Teleperformance SE dated 20 November 2020

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15	Fixed Rate Note Provisions:	Applicable
	(i) Rate of Interest:	0.250 per cent. per annum payable annually in arrear on each Interest Payment Date
	(ii) Interest Payment Date(s):	26 November in each year commencing on 26 November 2021
	(iii) Fixed Coupon Amount:	Euro 250 per Specified Denomination
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Dates:	26 November in each year
16	Floating Rate Note Provisions:	Not Applicable
17	Zero Coupon Note Provisions:	Not Applicable
18	Inflation Linked Notes - Provisions relating to CPI or HICP Linked Interest:	Not Applicable

PROVISIONS RELATING TO REDEMPTION

19	Call Option:	Not Applicable
20	Make-Whole Redemption Option:	Applicable
	(i) Notice period:	As per the Conditions
	(ii) Reference Security:	FRTR 2.750% Oct27 @123.47% (ISIN FR0011317783)
	(iii) Similar Security:	As per the Conditions
	(iv) Redemption Margin:	0.15 per cent.
	(v) Party, if any, responsible for calculating the principal and/or interest due (if not the Calculation Agent):	Not Applicable
	(vi) Reference Dealers:	As per Condition 6(c)
21	Residual Maturity Call Option:	Applicable
	(i) Call Option Date:	26 August 2027
	(ii) Notice period:	As per the Conditions
22	Put Option:	Not Applicable
23	Squeeze-Out Call Option:	Applicable
	(i) Squeeze-Out Percentage:	75 per cent.
	Squeeze-Out Redemption Amount:	Euro 100,000 per Note of Euro 100,000 Specified Denomination
24	Acquisition Event Call Option:	Not Applicable
25	Change of Control Put Option:	Applicable
26	Final Redemption Amount of each Note:	Euro 100,000 per Note of Euro 100,000 Specified Denomination

Inflation Linked Notes – Provisions relating to the Final Redemption Amount: Not Applicable

27 Early Redemption Amount

- (i) Early Redemption Amount(s) of each Note payable on redemption for taxation reasons (Condition 6(k)), for illegality (Condition 6(o)) or on event of default (Condition 9): Euro 100,000 per Note of Euro 100,000 Specified Denomination
- (ii) Redemption for taxation reasons permitted on days others than Interest Payment Dates: Yes
- (iii) Unmatured Coupons to become void upon early redemption (Materialised Notes only): Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

- 28 Form of Notes:** Dematerialised Notes
 - (i) Form of Dematerialised Notes: Bearer form (*au porteur*)
 - (ii) Registration Agent: Not Applicable
 - (iii) Temporary Global Certificate: Not Applicable
 - (iv) Applicable TEFRA exemption: Not Applicable
- 29 Exclusion of the possibility to request identification of a Noteholder as Provided by Condition 1(a):** Not Applicable
- 30 Financial Centre(s) (Condition 7(h)):** Not Applicable
- 31 Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):** No.
- 32 Details relating to Instalment Notes:** Not Applicable
- 33 Redenomination provision:** Not Applicable
- 34 Purchase in accordance with applicable French laws and regulations:** Applicable
- 35 Consolidation provisions:** The provisions in Condition 14 (b) should apply for further issues.
- 36 Masse (Condition 11):** L'Association de représentation des masses de titulaires de valeurs mobilières
Centre Jacques Ferronnière
Mailing address :
32 rue du Champ de Tir – CS 30812
44308 Nantes Cedex 3
France
www.asso-masse.com
service@asso-masse.com

The Representative will receive a remuneration of Euro 500, payable on the Issue Date for the first year and then on each anniversary date, and excluding the Maturity Date of the Notes.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of Teleperformance SE:

By: Olivier RIGAUDY
Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing and admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Euronext Paris with effect from the Issue Date.
- (ii) Estimate of total expenses related to admission to trading: Euro 5,500

2. RATINGS

- Ratings: The Notes to be issued have been rated:
Standard & Poor's Ratings Services (“S&P”): BBB-

S&P is established in the European Union and registered under Regulation (EC) No 1060/2009 (as amended)

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save as disclosed for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

4. REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS

- (i) Reasons for the offer: The net proceeds will be used for the Issuer’s general corporate purposes and the Health Advocate acquisition.
- (ii) Estimated net proceeds: Euro 494,565,000

5. YIELD

- Indication of yield: 0.364 per cent. per annum
The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield

6. OPERATIONAL INFORMATION

ISIN: FR0014000S75

Common Code: 226454357

Depositories

- (i) Euroclear France to act as Central Depository: Yes
- (ii) Common Depository for Euroclear Bank SA/NV and Clearstream Banking, S.A.: No

Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, S.A. and the relevant identification number(s):	Not Applicable
Delivery:	Delivery against payment
Names and addresses of additional Paying Agent(s) (if any):	Not Applicable

7. DISTRIBUTION

(i) Method of distribution:	Syndicated
(ii) If syndicated:	
(A) Names of Managers:	BNP Paribas Citigroup Global Markets Limited Crédit Agricole Corporate and Investment Bank Crédit Industriel et Commercial S.A. HSBC France MUFG Securities (Europe) N.V. Société Générale Standard Chartered Bank
(B) Stabilising Manager(s) if any:	Crédit Agricole Corporate and Investment Bank
(iii) If non-syndicated, name and address of Dealer:	Not Applicable
(iv) US Selling Restrictions (Categories of potential investors to which the Notes are offered):	Reg. S Compliance Category 2 applies to the Notes; TEFRA not applicable