

## **REGULATED INFORMATION**

Description of the share repurchase program submitted by the Board of Directors to the approval of the Shareholders' Meeting to be held on October 1, 2019 (1<sup>st</sup> resolution)

PARIS, September 27, 2019 – Pursuant to the provisions of Article L. 225-209 *et seq.* of the French Commercial Code, of the European Regulation (EU) No 596/2014 of the European Parliament and of the Council dated April 16, 2014 as well as the General Regulation of the French Financial Markets Authority (*Autorité des marchés financiers* or AMF), the present description aims at describing the objectives and modalities of repurchase by Teleperformance SE (the "Company") of its own shares. This program is submitted to the approval of the Ordinary Shareholders' Meeting to be held on October 1, 2019 in its 1<sup>st</sup> resolution and will replace the program authorized by the Shareholders' Meeting held on May 9, 2019 in its 16<sup>th</sup> ordinary resolution. The preliminary notice to the Shareholders' Meeting comprising the agenda and the proposed resolutions has been published in the *Bulletin des Annonces Légales Obligatoires* (BALO) dated July 31, 2019 and the convening notice in the BALO dated September 4, 2019.

### **Date of the Shareholders' Meeting called to authorize the share repurchase program**

The authorization of this repurchase program by the Company of its own shares is proposed to the Shareholders' Meeting to be held on October 1, 2019 in its 1<sup>st</sup> resolution.

### **Number of shares and percentage of the share capital held directly and indirectly**

As of September 26, 2019, the number of shares held directly or indirectly by the Company is of 340 *i.e.* 0.0006% of the share capital.

### **Allocation by objectives of the shares held by the Company**

As of September 26, 2019, all the shares held directly or indirectly by the Company are allocated to the liquidity contract. At that same date, no shares were allocated to another objective, and in particular to the coverage of performance share plans, nor for the purposes of cancellation.

### **Objectives of the repurchase program**

The present repurchase program is for the purposes of:

- stimulating the secondary market or ensure the liquidity of the Teleperformance SE share through the intermediary of an investment service provider under a liquidity contract in compliance with practices permitted by the regulations, it being specified that, in this context, the number of shares taken into account for the calculation of the abovementioned limit shall correspond to the number of shares purchased, after deduction of the number of shares resold,
- retaining the purchased shares and subsequently delivering them as consideration of an exchange or a payment in connection with potential external growth acquisitions; it being specified that shares purchased for this purpose cannot exceed 5% of the Company's share capital,
- ensuring the coverage of stock option plans and/or performance share plans (or similar plans) in favor of Group

employees and/or corporate officers, as well as all share allocations under Company or Group savings plans (or similar plans) and profit-sharing schemes and/or all other forms of share allocation to Group employees and/or corporate officers,

- ensuring the coverage of securities giving rights to the allotment of company shares pursuant to the regulations in force,
- possibly cancelling the repurchased shares, subject to the authorization granted by the Shareholders' Meeting held on May 9, 2019 in its 17<sup>th</sup> extraordinary resolution, and
- carrying out, in general, any other transactions permitted under current regulations.

### **Terms and conditions of the repurchase**

These purchases may be carried out by any means, including by means of acquisition of block of shares, and at such times as the Board of Directors shall determine, within the limits and on the terms and conditions provided for by applicable laws and regulations. The Company reserves the right to use options or derivative instruments, subject to applicable regulations. The maximum portion of the share capital that may be transferred by way of a block trade could cover the entire share repurchase program. The Board shall not, unless previously authorized by the Shareholders' Meeting, use this authorization during a period of a public offering initiated by a third party on the Company's shares, and until the end of the period of public offering.

### **Maximum proportion of share capital, maximum number and characteristics of the shares, maximum purchase price**

The maximum percentage of shares which may be repurchased under the authorization proposed to the Shareholders' Meeting to be held on October 1, 2019 is set at 10% of the total number of ordinary shares comprising the share capital (i.e., 5,858,060 shares as of the present description), it being specified that this limit shall be applied as of the date of purchase, in order to take into account of any transactions that increase or reduce the share capital occurring during the term of the program. The number of shares taken into account for the calculation of this limit shall be the number of shares purchased less than the number of shares sold during the duration of the program in connection with the liquidity objective.

Given that the Company may not hold more than 10% of its share capital, and as the number of treasury shares held as of September 26, 2019 amounted to 340 shares (i.e., 0.0006% of the share capital), the maximum number of shares that can be purchased stand at 5,857,720 shares representing 9.9994% of the share capital unless existing treasury shares are transferred or cancelled.

The maximum purchase price proposed to the Shareholders' Meeting to be held on October 1, 2019 is set at €250 per share. Therefore, the maximum amount of the transaction is set at €1,464,515,000 based on a number of shares of 58,580,600.

### **Term of the program**

In accordance with the resolution to be submitted for approval to the Shareholders' Meeting to be held on October 1, 2019, the share buy-back program will be implemented over a period of 18 months following the date of said meeting and thus expiring on March 31, 2021.

The present authorization will cancel and replace the preceding authorization granted by the Combined Shareholders' Meeting held on May 9, 2019 in its 16<sup>th</sup> ordinary resolution.

The present publication will be available on the Company's website at [www.teleperformance.com](http://www.teleperformance.com)

## **ABOUT TELEPERFORMANCE GROUP**

Teleperformance (TEP – ISIN: FR0000051807 – Reuters: ROCH.PA – Bloomberg: TEP FP), the global leader in outsourced omnichannel customer experience management, serves as a strategic partner to the world's leading companies in a wide variety of industries. Its customer care, technical support, customer acquisition, consulting & analytics, digital integrated business service solutions and other high-value specialized services ensure consistently positive customer interactions that are reliable, flexible and intelligent. The company has established the highest security and quality standards in the industry and uses proprietary deep learning technology to optimize flexibility on a global scale.

The Group's 300,000 employees, spread across nearly 80 countries, support billions of connections annually in 265 languages and enhance the customer experience with every interaction. In 2018, Teleperformance reported consolidated revenue of €4,441 million (US\$5,256 million, based on €1 = \$1.18).

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, SBF 120, S&P Europe 350 and MSCI Global Standard. They have also been included in the Euronext Vigeo Eurozone 120 index since December 2015 and the FTSE4Good Index since June 2018 with regard to the Group's performance in corporate responsibility.

For more information: [www.teleperformance.com](http://www.teleperformance.com)

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