

Annual Shareholders' Meeting of May 13, 2014

The Edenred Annual Meeting was held on May 13, 2014 and was attended by close to 200 shareholders.

During the Meeting, **Jacques Stern**, Chairman and Chief Executive Officer, presented the Group's achievements since 2010 and reaffirmed the objectives of the "Invent 2016" strategic phase. Four other Executive Committee members discussed in detail the significant financial, strategic and social responsibility events of 2013. **Loïc Jenouvrier**, Chief Financial Officer in charge of Legal Affairs, spoke about the 2013 financial results and **Antoine Dumurgier**, Executive Vice President, Strategy and Development, discussed recent innovations and acquisitions. **Laurent Delmas**, Chief Operating Officer, France, presented the recent launch of the Ticket Restaurant® card, which marks the start of the digital transition in France. This Meeting was also an opportunity for **Jeanne Renard**, Executive Vice President, Human Resources and Corporate Social Responsibility, to present the keys for the successful implementation of Edenred's strategy, which is being driven by the Group's employees, corporate culture and commitment to social responsibility.

All of the resolutions submitted to shareholders were adopted, including the payment of a 2013 dividend of €0.83 per share, with the option of reinvesting 50% of the amount in new shares¹.

In addition, shareholders **re-elected as Directors** Jacques Stern, Chairman and Chief Executive Officer of Edenred, Jean Romain Lhomme, Principal and Co-Head of Colony Capital Europe, and Gabriele Galateri di Genola, Chairman of Assicurazioni Generali S.p.A.

Shareholders also elected as a new Director **Maëlle Gavet**, who is the Russia-based Chief Executive Officer of Ozon Holdings, a Russian e-commerce company. She will bring to the Board her expertise in the fields of innovation, e-commerce, and technology, media and telecommunications (TMT). She was previously a consultant at the Boston Consulting Group, before becoming Executive Vice President, Marketing and Customer Relationship Management and later Chief Executive Officer of Ozon.ru.

The Board of Directors therefore now comprises 11 members, 73% of whom are independent.

- Jean-Paul Bailly², former Chairman of RATP and Honorary Chairman of the French Post Office (Groupe la Poste).
- Anne Bouverot², Director General of GSMA, the international association of mobile network operators.
- Philippe Citerne², Vice President of the Board of Directors of Edenred.
- Gabriele Galateri di Genola², Chairman of Assicurazioni Generali S.p.A.
- Maëlle Gavet², Chief Executive Officer of Ozon Holdings.
- Françoise Gri², Chief Executive Officer of the Pierre & Vacances – Center Parcs Group.
- Jean Romain Lhomme, Principal and Co-Head of Colony Capital Europe.
- Bertrand Meheut², Chairman of the Canal+ Group Executive Board.
- Nadra Moussalem, Principal and Co-Head of Colony Capital Europe.

¹ All of the information regarding the payment of the dividend is disclosed in a regulated filing issued in a press release on May 13, 2014.

² Independent directors.

- Roberto Oliveira de Lima², Chairman of the Board of Directors of Publicis Worldwide Brazil.
- Jacques Stern, Chairman and Chief Executive Officer of Edenred.

The full results of the resolution votes, as well as the webcast and minutes of the meeting, will shortly be available in the Finance section of the Edenred.com site.

Edenred, which invented the Ticket Restaurant® meal voucher and is the world leader in prepaid corporate services, designs and delivers solutions that improve the efficiency of organizations and enhance the purchasing power of individuals.

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** processes (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 41 countries, with more than 6,000 employees, nearly 640,000 companies and public sector clients, 1.4 million affiliated merchants and 40 million beneficiaries. In 2013, total issue volume amounted to €17.1 billion, of which almost 60% was generated in emerging markets.

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Contacts

Media relations

Anne-Sophie Sibout, Media Relations and Internal Communication Director – Phone: +33 (0)1 74 31 86 11 - anne-sophie.sibout@edenred.com

Domitille Pinta, Media Relations Manager - Phone: +33 (0)1 74 31 86 27 – domitille.pinta@edenred.com

Astrid Montfort, Press Officer - Phone: + 33 (0)1 74 31 87 42 – astrid.montfort@edenred.com

Investor relations

Virginie Monier, Financial Communication Director - Phone: + 33 (0)1 74 31 86 16 - virginie.monier@edenred.com

Aurélié Bozza, Investor Relations - Phone: + 33 (0)1 74 31 84 16 – aurelie.bozza@edenred.com

Shareholder relations

Elisabeth Pascal, Relations actionnaires - Phone (toll free number): + 33 (0) 805 652 662 - relations.actionnaires@edenred.com