

**SOLVENCY STATEMENT BY THE DIRECTORS IN RELATION TO A REDUCTION OF CAPITAL
UNDER SECTION 643 OF THE COMPANIES ACT 2006 ("CA 2006")**

DATED: 18 June 2019

Company Name: SODEXO HOLDINGS LIMITED ("the Company")

Company Number: 02987170

We, the directors named below, being all of the directors of the Company as at the date of this statement, make the following statement under section 643 of the CA 2006 for the purposes of section 642 of the CA 2006:

Having taken into account all of the Company's liabilities (including any contingent or prospective liabilities), we have formed the opinion that:

- a) as regards the Company's situation at the date of this statement, there is no ground on which the Company could then be found to be unable to pay (or otherwise discharge) its debts; and
- b) the Company will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following the date of this statement.

LAURENT PAUL JOSEPH ARNAUDO

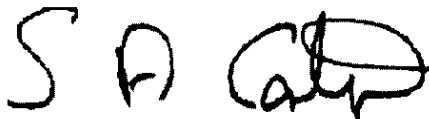
Signed:



Date: 18 June 2019

STUART ANTHONY CARTER

Signed:



Date: 18 June 2019

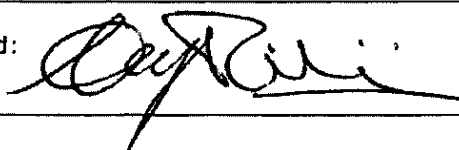
SEAN MICHAEL HALEY

Signed:

Date: 18 June 2019

ANGELO PICCIRILLO

Signed:



Date: 18 June 2019

**Presenter name and
address:**

Deloitte LLP
2 New Street Square

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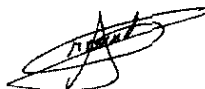
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ANGELO PICCIRILLO
Signed: _____ Date: 18 June 2019

Presenter name and address:	Deloitte LLP 2 New Street Square London EC4A 3BZ
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