

**STATEMENT BY THE DIRECTORS OF THE COMPANY IN RELATION TO A REDUCTION OF CAPITAL FOR THE PURPOSES OF SECTION 644(5) 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 644(5) of the CA 2006.

As set out in the written resolution circulated to the member(s) of the Company on 18 June 2019, the Company proposes to reduce its capital using the solvency statement procedure under section 642 of the CA 2006.

The directors named below signed the solvency statement under section 643 of the Companies Act 2006 (the "**Solvency Statement**") on 18 June 2019 and the special resolutions approving the reduction of capital (the "**Resolutions**") were passed on 18 June 2019.

For the purposes of section 644(5) of the CA 2006, we confirm that the Solvency Statement was:

1. made not more than 15 days before the date on which the Resolutions were passed; and
2. provided to the member of the Company in accordance with section 642(2) of the CA 2006.

**LAURENT PAUL JOSEPH ARNAUDO**

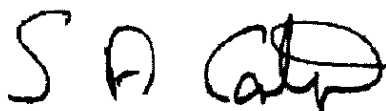
Signed:



Date: 18 June 2019

**STUART ANTHONY CARTER**

Signed:



Date: 18 June 2019

**SEAN MICHAEL HALEY**

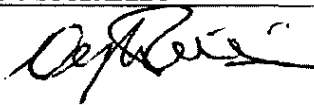
Signed:

Date: 18 June 2019



**ANGELO PICCIRILLO**

Signed:



Date: 18 June 2019

**Presenter name and  
address:**

Deloitte LLP  
2 New Street Square  
London  
EC4A 3BZ

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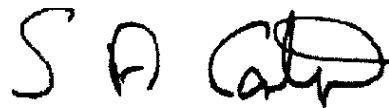
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