

B #:	12855-20
Date:	January 22, 2020
To:	All Participants
Category:	Dividends
From:	International Services
Attention:	Operations, Reorg & Dividend Managers, Partners & Cashiers
Subject:	<u>Tax Relief – Country:</u> FRANCE <u>CUSIP:</u> 833792104 <u>Company:</u> SODEXO <u>Record Date:</u> 01/31/2020 <u>Payable Date:</u> TBA <u>CA Web Instruction Deadline:</u> 02/07/2020 8:00PM ET <u>Relief at Source Documentation Deadline:</u> 02/11/2020 5:00PM ET

Participants can use DTC's Corporate Actions Web (CA Web) service to certify all or a portion of their position entitled to the applicable withholding tax rate. Participants are urged to consult TaxInfo before certifying their instructions over the CA Web.

Important: Prior to certifying tax withholding instructions, participants are urged to read, understand and comply with the information in the Legal Conditions category found on TaxInfo on the CA Web.

Questions regarding this Important Notice may be directed to GlobeTax +1 212-747-9100.

Important Legal Information: *The Depository Trust Company ("DTC") does not represent or warrant the accuracy, adequacy, timeliness, completeness or fitness for any particular purpose of the information contained in this communication, which is based in part on information obtained from third parties and not independently verified by DTC and which is provided as is. The information contained in this communication is not intended to be a substitute for obtaining tax advice from an appropriate professional advisor. In providing this communication, DTC shall not be liable for (1) any loss resulting directly or indirectly from mistakes, errors, omissions, interruptions, delays or defects in such communication, unless caused directly by gross negligence or willful misconduct on the part of DTC, and (2) any special, consequential, exemplary, incidental or punitive damages.*

To ensure compliance with Internal Revenue Service Circular 230, you are hereby notified that: (a) any discussion of federal tax issues contained or referred to herein is not intended or written to be used, and cannot be used, for the purpose of avoiding penalties that may be imposed under the Internal Revenue Code; and (b) as a matter of policy, DTC does not provide tax, legal or accounting advice and accordingly, you should consult your own tax, legal and accounting advisor before engaging in any transaction.

DTCC offers enhanced access to all important notices via a Web-based subscription service. The notification system leverages RSS Newsfeeds, providing significant benefits including real-time updates and customizable delivery. To learn more and to set up your own DTCC RSS alerts, visit http://www.dtcc.com/subscription_form.php.

Non-Confidential



SODEXO S.A. has announced a cash dividend and Citibank acts as the Depository for the Depository Receipt (“DR”) program.

Participants may use DTC’s Corporate Actions Web (“CA Web”) instructions tab to certify all or a portion of their position entitled to each applicable withholding tax rate. Use of this instruction method will permit entitlement amounts to be paid through DTC. By making submissions of such certifications the submitter warrants that it has the required authority to make them, that the party for which the submission is made is eligible therefor, and will indemnify, as applicable, Globe Tax Services, Inc., the applicable depository, the applicable custodian, and other acting, directly or indirectly, in reliance thereon, including for any inaccuracy therein.

As outlined in the Eligibility Matrix below, all qualifying holders will have the opportunity to receive their full treaty benefits on DR pay date. Holders not certified at the favorable or exempt withholding tax rates through CA Web will receive the dividend net of the full French statutory withholding tax rate of **28%** with the possibility to reclaim through the standard long form process.

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DIVIDEND EVENT DETAILS	
COUNTRY OF ISSUANCE	FRANCE
ISSUE	SODEXO S.A.
CUSIP#	833792104
UNDERLYING ISIN	FR0000121220
DEPOSITARY	CITIBANK, N.A.
DR RECORD DATE	JANUARY 31, 2020
ORD PAY DATE	FEBRUARY 3, 2020
DR PAY DATE	TBA
RATIO (DR to ORD)	5:1
ORD RATE	EUR 2.9
STATUTORY WITHHOLDING RATE	28%
	DOUBLE CLICK ICON BELOW TO DOWNLOAD: 

PLEASE NOTE:

- **ALL 6166s SUBMITTED MUST BE DATED PRIOR TO THE ORD PAY DATE**
- **U.S. MUTUAL FUNDS THAT WISH TO RECEIVE THE FAVORABLE RATE MUST PROVIDE A COPY OF THEIR 2020 8802 WITH THE ORIGINAL SUBMISSION.**
- **IRAs ARE NO LONGER ELIGIBLE FOR RELIEF AT SOURCE OR LONG FORM UNLESS 6166 REFERS TO 401(a), 401(b) OR 457**

FEES & DEADLINES

FILING METHOD	PAYMENT METHOD	SHARE MINIMUM (DRs)	CUSTODIAL FEE	TAX RELIEF FEE	MINIMUM FEE PER BENEFICIAL OWNER	FINAL SUBMISSION DEADLINE
RELIEF AT SOURCE	DTCC	NO MINIMUM	NO FEE	UP TO \$0.0075 PER DR	\$0	<p><u>CA WEB INSTRUCTIONS DEADLINE:</u> FEBRUARY 7, 2020 8:00 P.M. ET</p> <p><u>DOCUMENTATION DEADLINE AT GLOBETAX:</u> FEBRUARY 11, 2020 5:00 P.M. ET</p>
LONG FORM	CHECK OR ACH	NO MINIMUM	UP TO 50 EUR	UP TO \$0.01 PER DR	\$25.00	<p>OCTOBER 1, 2022</p> <p>RECLAIMS RECEIVED POST DEADLINE CANNOT BE ASSURED AND MAY BE SUBJECT TO A 1,000.00 EUR PER BENEFICIARY CUSTODIAL FEE WHETHER OR NOT SUCCESSFUL</p>

Representations and Indemnification from Participants and Beneficial Owners

I/We have determined that the beneficial owner(s) of the shares (individual or legal entity) is eligible for the preferential rates as stated herein and I declare that I have performed all the necessary due diligence to satisfy myself as to the accuracy of the information submitted to me by these beneficial owners.

I/ We hereby certify that I/We will indemnify Citibank, N.A., (and its agents) for any liability Citibank, N.A. may incur as a result of reliance upon information provided by such Participant in connection with a C.A. Web election, a claim for refund, or a failure to provide information requested by the Tax Authorities. Citibank, N.A. shall not be liable for failure to secure the refund. The Participant shall be liable for any loss due to foreign exchange fluctuation. The Participant agrees to immediately return to Citibank, N.A. any funds erroneously received as a result of an improper C.A. Web election or refund claim. In addition, The Participant agrees to pay any interest, additions to tax or penalties thereon. This is not tax advice. Please consult your tax advisor.


ELIGIBILITY MATRIX – RELIEF AT SOURCE

RATE DESCRIPTION	RECLAIM RATE	ELIGIBLE RESIDENTS	DOCUMENTATION REQUIRED	SIGNATURE REQUIRED
UNFAVORABLE 28%	0%	NON-TREATY COUNTRIES AND ENTITIES NOT MENTIONED AS FAVORABLE OR EXEMPT BELOW	NONE	NONE
FAVORABLE 15%	13%	U.S. CORPORATIONS*	1. APPENDIX B.1 2. APPENDIX B.2 3. APPENDIX C1 OR C2 4. APPENDIX F	1. N/A 2. N/A 3. YES – DTC PARTICIPANT 4. N/A
		U.S. PENSION FUNDS (UNDER SECTIONS 401(a), 401(b), 403(b), & 457 ONLY)	1. APPENDIX B.1 2. APPENDIX B.2 3. APPENDIX C1 OR C2 4. APPENDIX F 5. IRS FORM 6166	1. N/A 2. N/A 3. YES – DTC PARTICIPANT 4. N/A 5. N/A
		U.S. NOT-FOR-PROFIT ORGANIZATIONS (UNDER SECTION 501(c)(3) ONLY)	1. APPENDIX B.1 2. APPENDIX B.2 3. APPENDIX C1 OR C2 4. APPENDIX F 5. IRS FORM 6166	1. N/A 2. N/A 3. YES – DTC PARTICIPANT 4. N/A 5. N/A
		U.S. IRAs (UNDER SECTIONS 401(a), 401(b) & 457; EXCLUDING ROTH & ROLLOVER)	1. APPENDIX B.1 2. APPENDIX B.2 3. APPENDIX C1 OR C2 4. APPENDIX F 5. IRS FORM 6166	1. N/A 2. N/A 3. YES – DTC PARTICIPANT 4. N/A 5. N/A
		U.S. GOVERNMENT ENTITIES	1. APPENDIX B.1 2. APPENDIX B.2 3. APPENDIX C1 OR C2 4. APPENDIX F 5. IRS FORM 6166 6. IRS FORM 8802	1. N/A 2. N/A 3. YES – DTC PARTICIPANT 4. N/A 5. N/A 6. N/A
REDUCED STATUTORY RATE 12.8%	15.2%	U.S. REGULATED INVESTMENT COMPANIES (RICs) REAL ESTATE INVESTMENT TRUSTS (REITs) REAL ESTATE MORTGAGE INVESTMENT CONDUITS (REMICs)	1. APPENDIX B.1 2. APPENDIX B.2 3. APPENDIX C1 OR C2 4. APPENDIX F 5. IRS FORM 6166 6. IRS FORM 8802	1. N/A 2. N/A 3. YES – DTC PARTICIPANT 4. N/A 5. N/A 6. N/A
		CANADIAN CORPORATIONS	1. APPENDIX B.1 2. APPENDIX B.2 3. APPENDIX D1 OR D2 4. 5000 – EN FORM	1. N/A 2. N/A 3. YES – DTC PARTICIPANT 4. YES – DTC PARTICIPANT
REDUCED STATUTORY RATE 12.8%	15.2%	U.S. INDIVIDUALS*	1. APPENDIX B.1 2. APPENDIX B.2 3. APPENDIX C2 4. APPENDIX F	1. N/A 2. N/A 3. YES – DTC PARTICIPANT 4. N/A
		NON-RESIDENT INDIVIDUALS (EXCLUDING U.S.)	1. APPENDIX B.1 2. APPENDIX B.2 3. APPENDIX D2 4. APPENDIX F 5. 5000 – EN FORM	1. N/A 2. N/A 3. YES – DTC PARTICIPANT 4. N/A 5. YES – DTC PARTICIPANT
EXEMPT 0%	28%	CANADIAN PENSIONS	1. APPENDIX B.1 2. APPENDIX B.3 3. APPENDIX D1 OR D2 4. APPENDIX E1 OR E2 5. APPENDIX F 6. 5000 – EN FORM	1. N/A 2. N/A 3. YES – DTC PARTICIPANT 4. YES – BO 5. N/A 6. YES – DTC PARTICIPANT

Note: All documents listed in [BLUE font](#) are generated by GlobeTax's ESP website after submission of beneficial owner data
***An IRS 6166 form is not required for U.S. individuals and corporations, however, the French Tax Authorities reserve the right to request one**

DESCRIPTION OF VARIOUS DOCUMENTATION	
DOCUMENT NAME	DESCRIPTION
APPENDIX B.1	DTC Participant Information
APPENDIX B.2	Summary of all entity types elected
APPENDIX B.3	Summary of all Canadian pensions elected
IRS FORM 6166	Issued by the Internal revenue service, stating the name and tax payer identification number of the beneficial owner https://www.irs.gov/individuals/international-taxpayers/form-6166-certification-of-u-s-tax-residency
IRS FORM 8802	Application for United States residency certification
APPENDIX C1 OR C2 (ANNEX III)	- Signature and stamp (medallion or other) of the DTC participant - Appendix C1 preferred
APPENDIX D1 OR D2 (ANNEX IV)	- Signature and stamp (medallion or other) of the DTC participant - Appendix D1 preferred
APPENDIX E1 OR E2 (ANNEX I OR II)	- An attestation must be filled for each beneficiary - Must be certified by the Canadian Revenue Agency - Appendix E1 preferred
5000-EN FORM	- Submit the “ FOR USE BY THE FRENCH TAX AUTHORITY ” version only; indicated in upper left hand corner of the form - Section III <ul style="list-style-type: none"> o Date, signature & stamp (medallion or other) of the DTC participant - Section IV <ul style="list-style-type: none"> o To be certified by Canadian Revenue Agency - the form can be obtained below: https://www.impots.gouv.fr/portail/files/formulaires/5000-sd/2017/5000-sd_1874.pdf
APPENDIX F	- An ASCII (American Standard Code for Information Interchange) computer disk file or a Microsoft Excel file is required for non-ESP users - Exhibit I lists the formatting rules

CONTACT DETAILS	
PRIMARY CONTACT	BRAE CREECH
DOMESTIC PHONE (U.S.)	800-628-4646
DOMESTIC FAX (U.S.)	800-633-4646
INTERNATIONAL PHONE	1-212-747-9100
INTERNATIONAL FAX	1-212-747-0029
GROUP EMAIL	FRANCEESP@GLOBETAX.COM
COMPANY	GLOBETAX SERVICES INC.
STREET ADDRESS	ONE NEW YORK PLAZA, 34 TH FLOOR
CITY/STATE/ZIP	NEW YORK, NY 10004
ADDITIONAL CONTACTS	RENEE HEERALALL



powered by **GLOBETAX**

Citibank offers ESP powered by GlobeTax, an electronic withholding tax submission system. This system allows for the secure and simplified transfer of beneficial owner level data from the Participant to GlobeTax and creates applicable documentation on the Participants behalf.

Submit the data online through the web site below, print out the document on letterhead, sign, and mail to Citibank / GlobeTax, along with the necessary required documents.

These claims should be submitted through the following website. (Requires a one-time registration)

<https://ESP.GlobeTax.com>

Please contact support@globetax.com at 212-747-9100 if you have any questions about this process.

FREQUENTLY ASKED QUESTIONS (FAQs)

AT SOURCE QUESTIONS

Who do I send the relief at source documentation to?	Everything is to be submitted to GlobeTax.
What happens if I do not send in the documentation and/or submit a file whose share position totals more than my CA Web elections?	This will result in a chargeback for the amount of shares not supported by the documentation. The favorable or exempt shares elected will be adjusted to your unfavorable position and result in a debit to your DTC Participant account. Submitting share amounts exceeding your CA Web elections may result in a chargeback of the total election.
Why are forms 8802 being requested for U.S. Regulated Investment Companies (RICs), Real Estate Investment Trusts REITs) and Real Estate Mortgage Investment Conduits (REMICs)?	The IRS 6166 form does not differentiate between corporations and Regulated Investment Companies (RICs), Real Estate Investment Trusts REITs) and Real Estate Mortgage Investment Conduits (REMICs). In order for the French Tax Authorities to validate entities, these forms are being requested.
Are Canadian mutual funds eligible for reclaim through the relief at source process?	No. Only through the standard long form process.
Are partnerships/LLCs eligible for reclaim the relief at source process?	No. Only through the standard long form process.
Why would the French Tax Authorities request an IRS 6166 form for individuals or corporations if it is not required?	If they have any doubts regarding the status of the beneficial owner, they are entitled to validate their suspicion by requesting the 6166.
How long does it take to receive payment with the relief at source process?	On DR pay date.
Are U.S. trust accounts eligible for the relief at source process?	No. Only through the standard long form process
Do U.S. individuals have to provide a 6166 in order to qualify for a new 12.8%?	No. However, the French Tax Authorities reserve the right to request one.
What if I fail to provide a COR or a Certified form 5000 to support elections for the reduced statutory rate (12.8%)?	All shares elected at the statutory rate 12.8% will be moved to the unfavorable 28% tax bracket without the required supporting documentation.
Is the relief at source process free of charge?	No. This tax relief at source assistance service is wholly voluntary and discretionary and outside the terms and conditions of any applicable deposit agreement. Citibank, N.A. undertakes no duty or obligation to provide this service, and may reject or decline any or all proposed electing Participants or holders in its sole discretion. Fees will be charged for this service of up to \$0.0075 per depositary receipt with no minimum, and any other charges, fees or expenses payable by or due to Citibank, N.A. or their agents, including the custodian or to tax authorities or regulators. Fees paid to Citibank, N.A. may be shared with their agents and affiliates.

GENERAL QUESTIONS

How long do beneficial owners have to file for reclaim on this dividend?	Generally, two years from the end of the year in which the ordinary dividend was paid, however it may depend on the residency of the beneficial owner.
Is there any way to reclaim the funds I was charged back for?	Yes. The standard long form process. Please refer to the depositary contact details section of this notice for assistance.
Is this dividend available on ESP powered by GlobeTax?	Yes, all required documents can be created using ESP powered by GlobeTax but they must still be forwarded to GlobeTax.

Will GlobeTax accept claims filed directly to them by beneficial owners?	GlobeTax only accepts claims filed by the DTC Participant who was holding the securities through DTC and only to the extent that DTC has reported these holdings to us as valid record date holdings. Beneficial owners are required to file their claims through the custody chain to the DTC Participant of record. All claims not received directly from the DTC Participant will be returned to the beneficial owner.
LONG FORM PROCESS QUESTIONS	
Where can I obtain information on the standard long form process?	GlobeTax administers the long form process. Please refer to the depository contact details section of this notice for assistance.
When do I need to use Exhibit II (cover letter) at the end of this notice?	Only for the standard long form process & if you are not submitting via ESP.
How long does it take to receive payment on standard long form process?	Generally 6 months to 1 year.
Does the form 5000 have to be sign, stamped and dated?	Yes , Box III on the form 5000 has to be signed, stamped and contain the date & place.
Is this long form process free of charge?	No . This tax reclaim assistance service is wholly voluntary and discretionary and outside the terms and conditions of any applicable deposit agreement. Citibank, N.A. undertakes no duty or obligation to provide this service, and may reject or decline any or all proposed electing Participants or holders in its sole discretion. Fees will be charged for this assistance service of up to \$0.01 per depository receipt with a minimum of \$25.00 and a custodial charge up to 50 euros. Reclaims received post deadline cannot be assured and may be subject to a 1,000 euros per beneficiary custodial fee and any other charges, fees or expenses payable by or due to Citibank, N.A. or their agents, including the custodian or authorities. In addition, charges may apply to any long form claims rejected or not accepted by the custodian. Fees paid to Citibank, N.A. may be shared with their agents and affiliates.

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FORMS AND ATTACHMENTS

**Double click on respective icon to view attachment.*

APPENDIX B, C, D, & E <i>**For Non-ESP users ONLY</i>	APPENDIX F <i>**For Non-ESP users ONLY</i>	EXHIBIT I <i>**For Non-ESP users ONLY</i>	EXHIBIT II <i>**For Non-ESP users ONLY</i>
 APPENDICES.pdf	 APPENDIX F.xlsx	 EXHIBIT I.pdf	 EXHIBIT II.pdf