NOTICE OF MEETING

2025 Combined Shareholders' Meeting

Wednesday May 21, 2025, 3 p.m. (Paris Time)
Cloud Business Center,
10 bis, rue du Quatre Septembre,
75002 Paris, France

Teleperformance SE

CONTENT

WWW.TP.COM

The present notice is available on the TP website

Message from the Chairman of the Board and the Chief Executive Officer

MOULAY HAFID ELALAMY

DANIEL JULIEN

Madam, Sir, Dear Shareholders,

We are pleased to address you in the context of your Shareholders' Meeting which will be held on May 21, 2025, to approve, among other things, the financial statements for the financial year ended December 31, 2024.

2024 was a very eventful year for the Group.

We achieved our financial goals for the year and are confident in accelerating our development in 2025. The group has demonstrated strong momentum with accelerated revenue growth throughout the year, an increase in its operating margin, and record cash flow generation exceeding €1 billion.

We are convinced that **AI is an opportunity for the group** to accelerate its growth and reinvent the customer experience. TP's relevant strategy is hybrid, combining artificial intelligence and the emotional intelligence (EI) of our employees. Together, we have decided on an aggressive new action plan in AI to develop new solutions covering areas such as automated assistance, digital transformation consulting, and AI model training. To this end, we aim to create a new ecosystem with AI partners, based on a win-win model. The goal is to gain market share and establish a new positioning as a global player in business process management in an evolving environment.

In 2024, we continued to invest in AI to successfully drive our transformation and prepare for the future. Thus, a specific program "EI/AI expert" was given to more than 60,000 employees and managers as part of the global plan to strengthen skills in artificial intelligence and emotional intelligence. Additionally, more than 200 new AI projects were launched with tangible efficiency results benefiting our clients.

The group's energy is powerful and expresses strong development potential. The executive management is exceptionally committed, and digital transformation is embraced daily.

The ambition and projects we have for the Group come with a new flag, reflecting the strong recognition of the group by its clients and partners: **Teleperformance becomes TP**. We would like to thank all our employees for their talent and commitment, our shareholders for their support, and our clients for their trust so far.

Today, we are opening a new chapter of growth and transformation for the group with strengthened governance, new expertise, and a new action plan to achieve our ambitious medium-term goals.

We are therefore pleased to invite you to the annual shareholders' meeting on Wednesday, May 21, 2025, at 3 pm (Paris Time) at the Cloud Business Center, located at 10 bis rue du Quatre Septembre in Paris (75002), France.

You will have the opportunity to follow your Meeting live or on-demand, on the Teleperformance website (www.tp.com) and to:

- vote by mail;
- give proxy to any person of your choice or to the Chairman of the Meeting;
- vote online, in a simple, quick, and secure way.

On behalf of the Board of Directors, we would like to thank you for your trust, loyalty, and the attention you will undoubtedly give to the proposed resolutions submitted to your vote.

01. TP in 2024

Mission

Teleperformance (“TP”) helps organizations manage and enhance their relationships with their customers/citizens, leveraging the best available technologies and human resources while streamlining their business operations.

Activities

TP is a global leader in digital business services. The Group implements strategies to optimize and digitally transform customer experience and business processes in order to make interactions “simpler, faster, safer and more efficient”.

Distinctive EI/AI approach

TP uses emotional intelligence and artificial intelligence to deliver an exceptional customer experience.

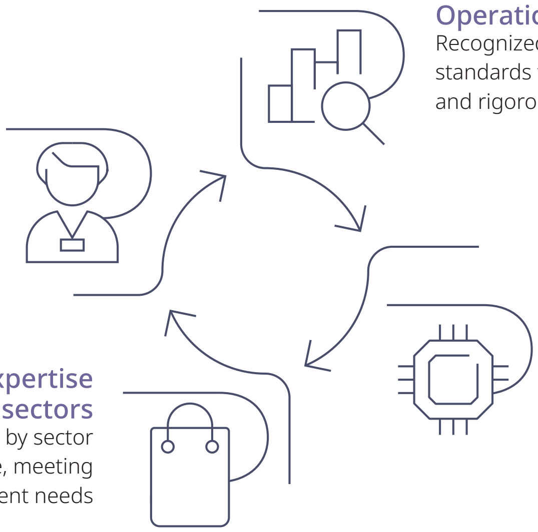
EMOTIONAL INTELLIGENCE (EI)

- Strengthening consumer trust and loyalty: empathy, personalization, complex quests
- Enhancing the customer experience: active listening, flexibility, conflict resolution

ARTIFICIAL INTELLIGENCE (AI)

- 24/7 availability
- Handling of simple requests
- Automated responses and recommendations
- Analytics

The Group’s four pillars



Operational excellence
Recognized operational standards thanks to know-how and rigorous methodologies

High touch
Teams of experts deployed worldwide

High tech
AI-based application suite to increase efficiency and new services

Domain Expertise and client sectors
In-depth expertise by sector and service line, meeting local and global client needs

An integrated range of services for a diversified portfolio of clients

INTEGRATED SERVICES OFFERING

- Front-office services including customer care, technical support and customer acquisition/loyalty
- Back and middle-office services dedicated to corporate functions, including operational consulting for business processes, data labeling and machine learning
- Specialized, high value-added services: online interpreting including sign language, visa application management, accounts receivable management, health advocacy and recruitment process outsourcing

MAIN CLIENT VERTICALS

- Automotive
- Banking, financial services and insurance
- Energy
- Government
- Healthcare
- Retail and e-commerce
- Social media, entertainment and gaming
- Technology
- Telecommunications
- Travel, hospitality and transportation

Global and responsible leadership

Present in nearly 100 countries, TP manages programs in around 300 languages and dialects in 170 markets via a unique model combining emotional intelligence and artificial intelligence.

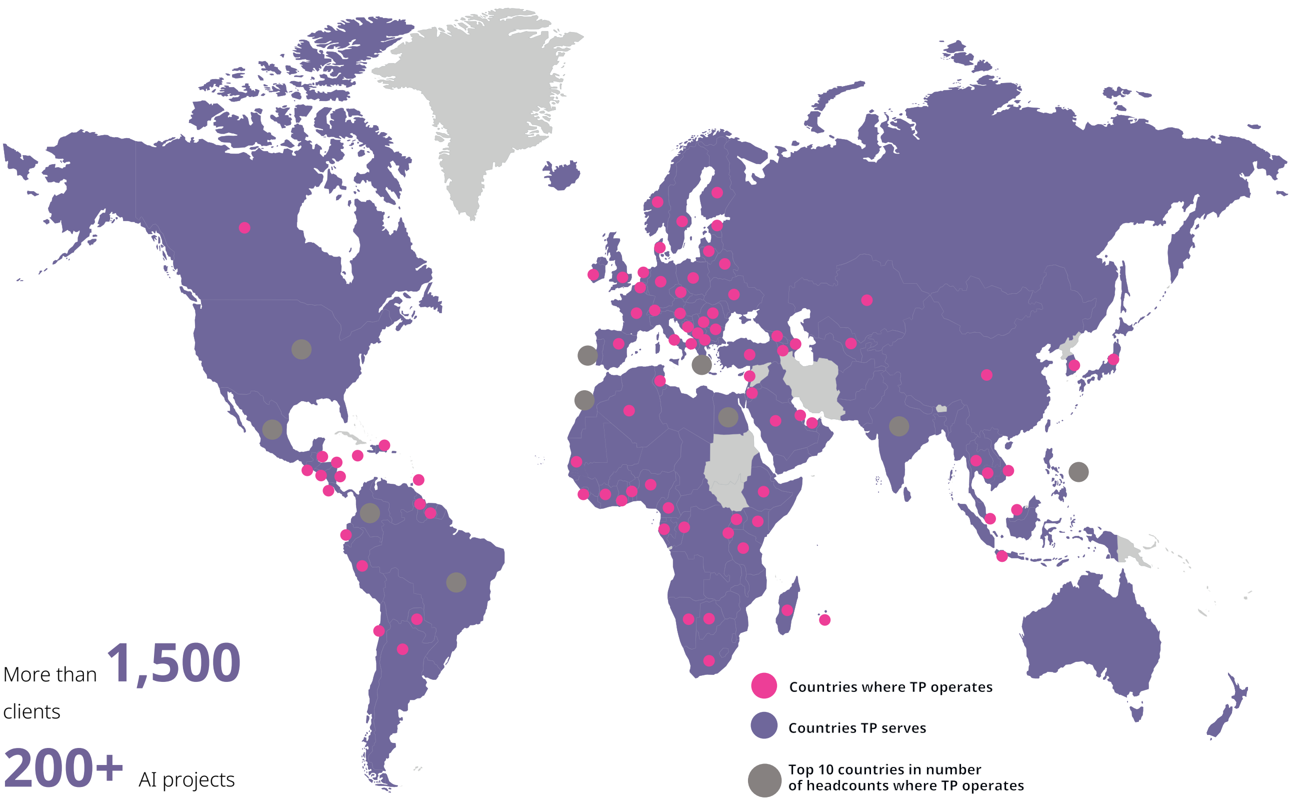
TP intends to pursue its strategy of value creation through integrated, sustainable and profitable growth, beneficial for all its partners, clients, shareholders and employees, and by combining organic growth and targeted acquisitions. Development is based on a long-term vision.

The Group's ambition is to accelerate its transformation to become an undisputed global leader in business services specialized in digital solutions.

€10bn+ in revenue

69 countries certified by *Great Place to Work*® covering more than

97% of employees



More than **1,500** clients

200+ AI projects launched

Three strong commitments for social responsibility

A preferred employer
strongly committed to employee well-being, safety and diversity

A trusted partner
notably adopting the highest ethical standards

A force of good
by developing environmentally friendly practices and contributing to local communities

2024 Highlights

Developing the use of artificial intelligence is a strategic priority for the Group in terms of both technology and people. AI deployment creates opportunities to improve operational efficiency, increase employee value-added and develop new services.
With the change of governance implemented in 2024, the Group aims to accelerate its sustainable transformation and become the preferred partner of its clients, thanks to its EI/AI approach based on the highest market standards.

Deploying artificial intelligence, a source of opportunities for TP

In 2024, the Group invested heavily in the development of artificial intelligence to improve customer service, increase efficiency and empower teams.

TP MICROSERVICES : AN INTEGRATED OFFERING OF AI-POWERED APPLICATIONS

TP Microservices is the Group's new suite of plug-in, cloud-based AI solutions. These services enable Group clients to integrate advanced AI capabilities into their existing IT systems.
They are inserted as plugins enabling clients to access enhanced functionalities.

INNOVATIVE PARTNERSHIP WITH KORE.AI

TP has signed a partnership with Kore.ai, a world leader in enterprise conversational and generative AI platform technology, to transform customer engagement through advanced AI solutions.
The new partnership is part of a development strategy implemented alongside leading players in artificial intelligence, including ServiceNow, the leader in digital workflow management, and Microsoft.

TP INFINITY: NEW CONSULTING OFFER FOR DIGITAL SOLUTIONS

TP launched TP Infinity, its digital services arm, in 2024 to address growing client demand for an integrated approach to CX transformation.

TPinfinity
Pushing boundaries

200+ new AI projects

60,000+
"EI/AI" training programs completed

Governance : two key appointments

In August 2024, the Board of Directors decided to appoint Moulay Hafid Elalamy as Chairman of the TP Board of Directors and Thomas Mackenbrock as Deputy CEO.

Since taking office on October 1, 2024, Thomas Mackenbrock has been working closely with Daniel Julien, who will continue to serve as CEO and whom he will succeed.

New governance structure designed to meet three objectives:

- Separate the roles of Chairman of the Board of Directors and CEO.
- Strengthen TP DNA, particularly in terms of entrepreneurial and business development culture.
- Reinforce senior management and implement a succession plan.

TP strengthens Specialized Services through the strategic acquisition of ZP Better Together

TP announced, on November 26, 2024, the acquisition of ZP Better Together, a fast-growing leader in providing language solutions and technology platforms to the deaf and hard of hearing community in the United States.

This acquisition is in line with the Group's development strategy to further strengthen its Specialized Services division. The new entity combining LanguageLine Solutions and ZP Better Together will offer an enhanced service portfolio coupled with innovative technology solutions, thereby serving a broader client base and generating potential revenue synergies.

Renewed commitment to Corporate Social Responsibility

WORLD'S BEST WORKPLACES™

For the 4th consecutive year, TP has been included among the 25 best employers in the World's Best Workplaces™ ranking by Fortune magazine and Great Place to Work®, placed 7th in the prestigious ranking.

This certification covers 69 countries and 97% of the workforce.

LISTENING TO EMPLOYEES

In 2024, the Group appointed a Global Social Auditor to conduct more than 250 confidential roundtables at over 60 facilities worldwide, coming into direct contact with over 2,200 employees.

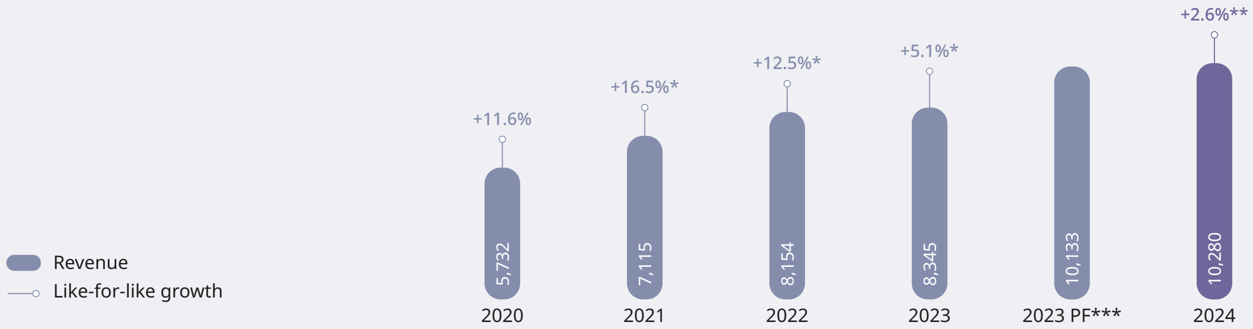
These roundtables help identify any shortcomings that could adversely affect employees, guaranteeing ethical practices and respect for human rights.

Value-creating business model

Profitable growth

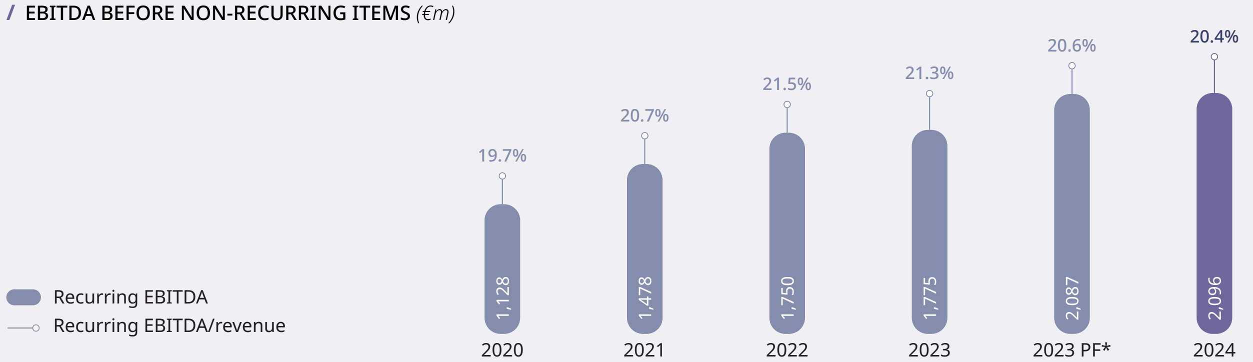
Solid financial performance indicators

/ REVENUE *(€m)*



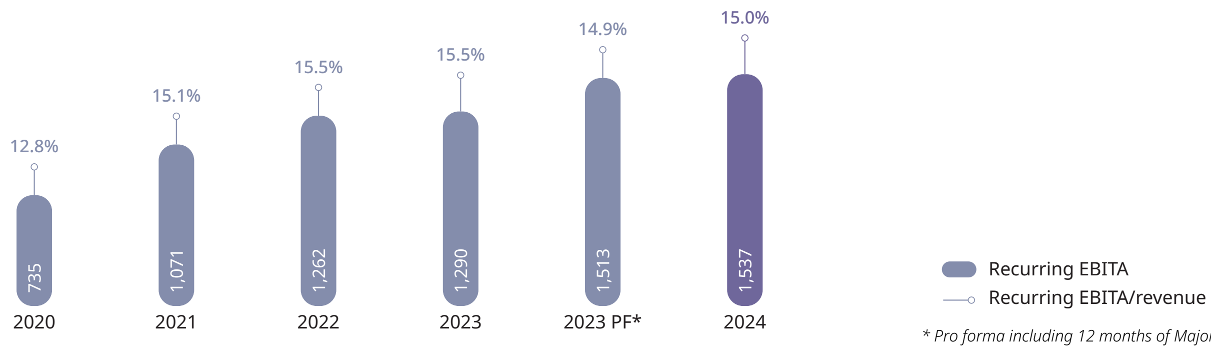
* *Like-for-like growth excluding Covid contracts.*
** *Pro forma growth, at constant exchange rates including 12 months of Majorel in 2023.*
*** *Pro forma including 12 months of Majorel in 2023.*

/ EBITDA BEFORE NON-RECURRING ITEMS *(€m)*



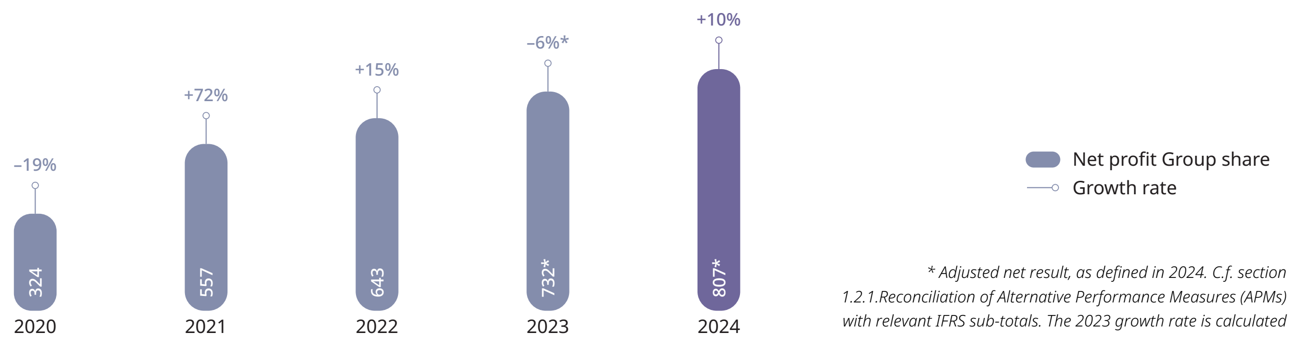
* *Pro forma including 12 months of Majorel in 2023.*

/ EBITA BEFORE NON-RECURRING ITEMS *(€m)*



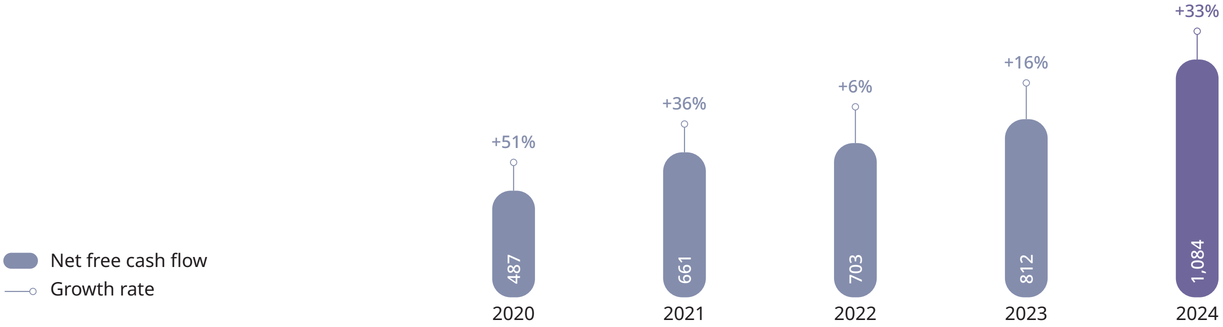
* *Pro forma including 12 months of Majorel in 2023.*

/ NET PROFIT GROUP SHARE *(€m)*

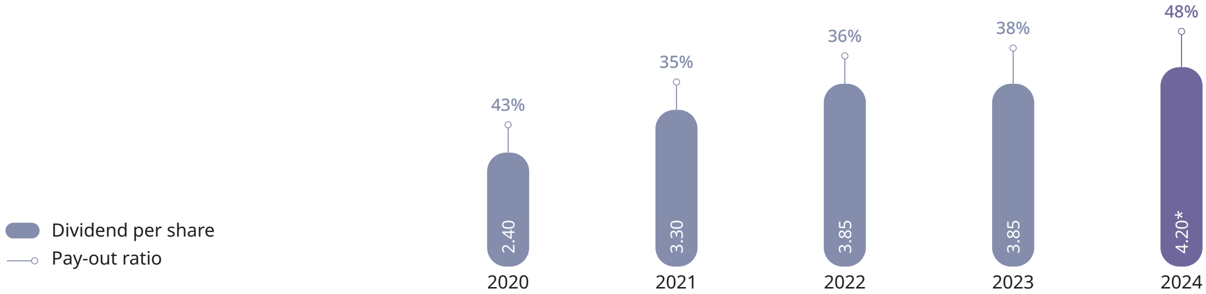


* *Adjusted net result, as defined in 2024. C.f. section 1.2.1.Reconciliation of Alternative Performance Measures (APMs) with relevant IFRS sub-totals. The 2023 growth rate is calculated on the basis of reported data.*

/ NET FREE CASH FLOW *(€m)*



/ DIVIDEND PER SHARE *(€)*



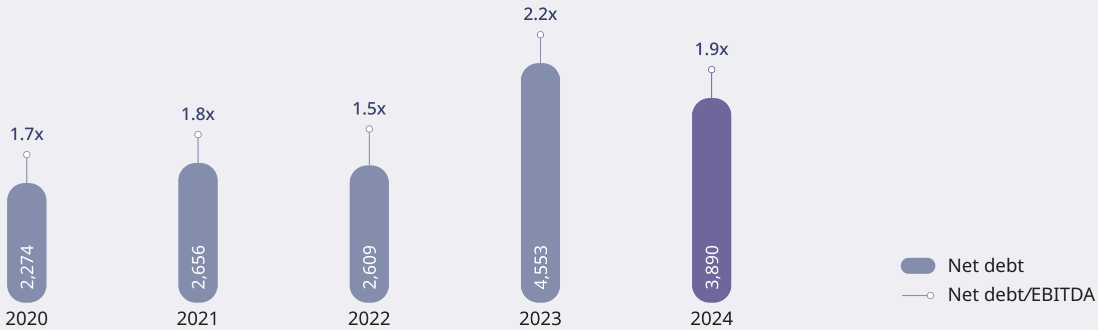
* *Subject to shareholder approval at the Annual Meeting on May 21, 2025.*

Solid financial structure

/ S&P DEBT RATING *(€m)*

BBB Investment grade with a stable outlook (since November 2021)

/ NET DEBT *(€m)*

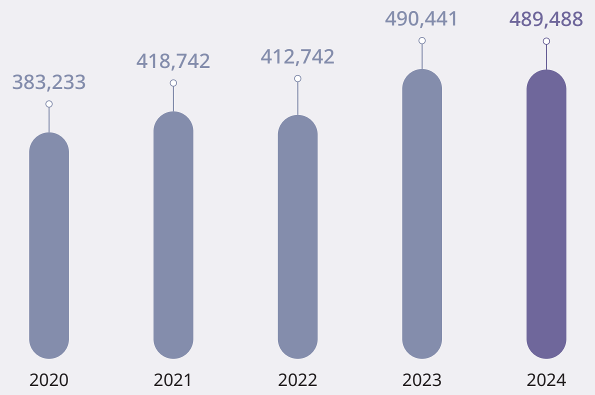


Sustainable and responsible growth

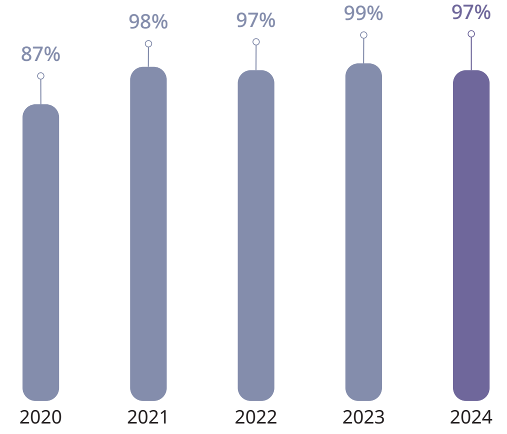
Strong non-financial performance indicators

Job-creating growth worldwide amid an environment of excellence and well-being

/ CHANGES IN WORKFORCE SINCE 2020

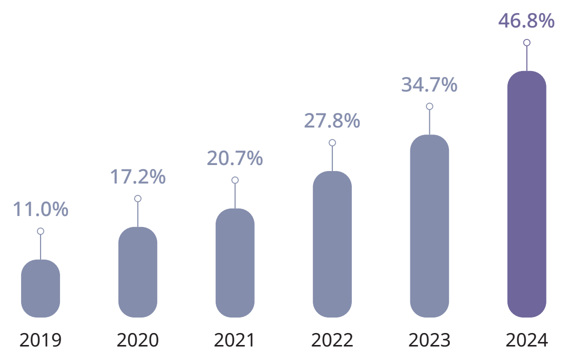


/ PERCENTAGE OF EMPLOYEES WORKING IN A GREAT PLACE TO WORK® CERTIFIED SUBSIDIARY SINCE 2020



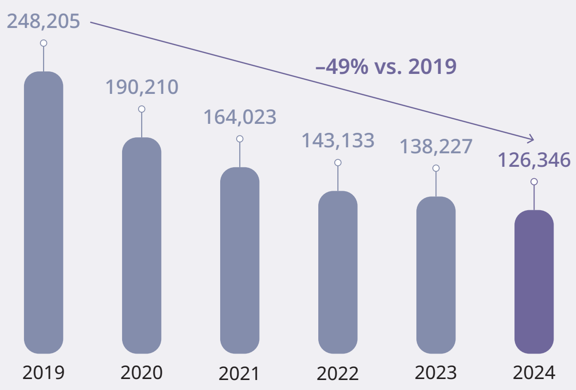
Environmentally friendly growth with challenging targets

/ USE OF RENEWABLE ENERGIES*
(% of total electricity consumption)



** Data from 2019-2023 do not include Majorel.*

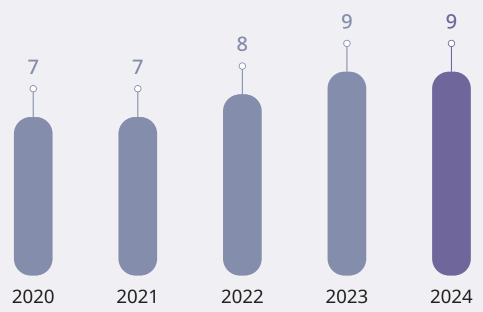
/ CARBON FOOTPRINT*
(Scopes 1 and 2, tCO_2)



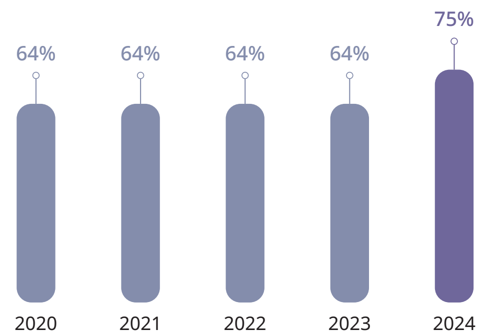
** Including Majorel.*

Strengthened governance to drive Group growth and transformation

/ NATIONALITIES REPRESENTED ON THE BOARD OF DIRECTORS SINCE 2020



/ INDEPENDENT DIRECTORS ON THE BOARD OF DIRECTORS SINCE 2020
(% of total number of directors)*



** Excluding directors representing employees.*

An ambitious climate strategy

Climate change is one of the most pressing challenges of our time, affecting all aspects of life on Earth from natural ecosystems to human societies. To meet its climate objectives, TP has developed an ambitious roadmap for mitigating and adapting to climate.

To achieve its objectives, the Group has developed initiatives across the whole operational cycle and involving its entire ecosystem

OUR COMMITMENTS

SCIENCE-BASED TARGETS

Medium-term 2030 carbon emission reduction targets validated across all 3 scopes and aligned with the 1.5°C trajectory.

RENEWABLE ENERGY

Target raised to increase the share of renewable energy to at least 50% by 2026 (from 30% previously) and 80% by 2030.

How do we to reduce our impact?

Energy efficiency

Energy management systems

Green criteria for buildings

Green IT equipment

Renewable energy

Green electricity tariffs

Energy Attribute Certificates (EAC)

Solar panels

Digital transformation

Emissions reduction through digital solutions

TP Cloud Campus (teleworking solution)

Migration to the cloud

E-waste management

Extending equipment lifespan, repairing, donating and recycling electronic waste

How do we engage our stakeholders?

Employee awareness and engagement

Training

Volunteer campaigns

Client and supplier partners

How do we contribute to the restoration?

Global Partnership

with *One Tree Planted*, over 520,000 trees planted

Biodiversity conservation campaigns

World Cleanup day

(world day for cleaning up the planet)

HOW DO WE TRACK AND REPORT OUR IMPACTS?

Integrated Report, GRI

Task Force on Climate-Related Financial Disclosures | TCFD

Carbon Disclosure Project | CDP

Alignment with ISO 14001

APPROVAL OF NEW CARBON EMISSION TARGETS BY SCIENCE-BASED TARGETS INITIATIVE (SBTI)

TP's new emission reduction targets align with the SBTi framework for limiting the rise in global temperatures to 1.5°C above pre-industrial levels, while prior targets were aligned with the less aggressive 2°C trajectory.

Reduce absolute Scope 1 and 2 greenhouse gas emissions by 56.7% by 2030

Reduce absolute Scope 3 greenhouse gas emissions by 27.5% by 2030

SCIENCE BASED TARGETS
DRIVING AMBITIOUS CORPORATE CLIMATE ACTION

02. Agenda of the Meeting

As an ordinary shareholders’ meeting

1. Approval of the statutory financial statements for the year ended December 31, 2024,
2. Approval of the consolidated financial statements for the year ended December 31, 2024,
3. Appropriation of 2024 results – Determination of dividend amount and payment date,
4. Approval of the regulated agreement entered into between Teleperformance SE, Teleperformance Global BPO (UK) Ltd and Mr. Bhupender Singh,
5. Approval of the regulated agreement entered into between Teleperformance SE and Mr. Thomas Mackenbrock,
6. Approval of the information referred to in paragraph I of Article L. 22-10-9 of the French Commercial Code for all of the Company’s corporate officers,
7. Approval of the fixed, variable and exceptional elements comprising the total remuneration and the benefits of all kind paid in the 2024 financial year or granted in respect of the 2024 financial year to Mr. Daniel Julien, Chairman and Chief Executive Officer until August 28, 2024 and Chief Executive Officer since that date,
8. Acknowledgement and approval, where necessary, of the absence of any remuneration element (fixed, variable or exceptional) and of any benefit of all kind paid in the 2024 financial year or granted in respect of the 2024 financial year to Mr. Moulay Hafid Elalamy, Chairman of the Board of Directors since August 28, 2024,
9. Approval of the fixed, variable and exceptional elements comprising the total remuneration and the benefits of all kind paid in the 2024 financial year or granted in respect of the 2024 financial year to Mr. Bhupender Singh, Deputy Chief Executive Officer until August 28, 2024,
10. Approval of the fixed, variable and exceptional elements comprising the total remuneration and the benefits of all kind paid in the 2024 financial year or granted in respect of the 2024 financial year to Mr. Thomas Mackenbrock, Deputy Chief Executive Officer since October 1, 2024,
11. Approval of the fixed, variable and exceptional elements comprising the total remuneration and the benefits of all kind paid in the 2024 financial year or granted in respect of the 2024 financial year to Mr. Olivier Rigaudy, Deputy Chief Executive Officer in charge of finance,
12. Approval of the remuneration policy for Directors,
13. Approval of the remuneration policy for the Chairman of the Board of Directors,
14. Approval of the remuneration policy for the Chief Executive Officer,
15. Approval of the remuneration policy for the Deputy Chief Executive Officer,
16. Approval of the remuneration policy for the Deputy Chief Executive Officer in charge of finance,
17. Renewal of the term of office of Ms. Pauline Ginestié as a director,
18. Renewal of the term of office of Mr. Nan Niu as a director,
19. Appointment of Mr. Mehdi Ghissassi, as a director, to replace Ms. Shelly Gupta,
20. Appointment of Ms. Vera Songwe, as a director, to replace Ms. Carole Toniutti,
21. Non-renewal of the term of office and non-replacement of Mr. Jean Guez as a director,
22. Authorization to be given to the Board of Directors to allow the Company to repurchase its own shares pursuant to the provisions of Article L. 22-10-62 of the French Commercial Code, duration of the authorization, purposes, conditions, cap, non-exercise during public offerings,
23. Amendment of the levels of achievement of the internal financial performance criteria set under the 230726TP Performance Shares Plan dated July 26, 2023,

As an extraordinary shareholders' meeting

24. Authorization to be given to the Board of Directors to cancel the shares repurchased by the Company pursuant to the provisions of Article L. 22-10-62 of the French Commercial Code, duration of the authorization, cap,
25. Delegation of authority to be given to the Board of Directors to increase the share capital by capitalization of reserves, profits and/or premiums, duration of the delegation, maximum nominal amount of share capital increases, treatment of fractional shares,
26. Delegation of authority to be given to the Board of Directors for the issue of ordinary shares and/or securities giving access to the capital (of the Company or of a subsidiary) and/or to debt instruments, with application of the preferential subscription rights for shareholders, duration of the delegation, maximum nominal amount of capital increases, option to offer the unsubscribed securities to the public, non-exercise during public offerings,
27. Delegation of authority to be given to the Board of Directors for the issue of ordinary shares and/or securities giving access to the capital (of the Company or of a subsidiary) and/or to debt instruments, without preferential subscription rights for shareholders, with the option to confer a priority right, by public offering (except offers referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code) and/or as consideration for securities transferred under a public exchange offer, duration of the delegation, maximum nominal amount of capital increases, issue price, option to limit the issue to the amount of subscriptions or to distribute unsubscribed securities, non-exercise during public offerings,
28. Delegation of authority to be given to the Board of Directors for the issue of ordinary shares and/or securities giving access to the capital (of the Company or of a subsidiary) and/or to debt instruments, without preferential subscription rights for shareholders by an offer referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code, duration of the delegation, maximum nominal amount of capital increases, issue price, option to limit the issue to the amount of subscriptions or to distribute unsubscribed securities, non-exercise during public offerings,
29. Authorization to increase the amount of capital increases under the 26th, 27th and 28th resolutions within the limit of their caps and within the limit of 15% of the initial issuance, non-exercise during public offerings,
30. Delegation of authority to be given to the Board of Directors to increase the share capital by issuing ordinary shares and/or securities giving access to the capital, in order to pay for contributions in kind of shares or securities giving access to the capital, duration of the delegation, non-exercise during public offerings,
31. Delegation of authority to be given to the Board of Directors to increase the share capital by issuing ordinary shares and/or securities giving access to the capital, without preferential subscription rights for shareholders, in favor of members of a company savings plan pursuant to the provisions of Articles L. 3332-18 et seq. of the French Labor Code, duration of the delegation, maximum nominal amount of capital increases, issue price, possibility to allocate free shares in accordance with Article L. 3332-21 of the French Labor Code,
32. Authorization to be granted to the Board of Directors to grant, under no consideration, existing shares and/or shares to be issued to employees and/or certain corporate officers of the Company or of affiliated companies or economic interest groups, waiver by the shareholders of their preferential subscription rights, duration of the authorization, cap, term of vesting period in particular in the event of disability,
33. Update of Article 15 of the Articles of association with the provisions of Article L. 22-10-8 of the French Commercial Code,
34. Amendment of paragraphs 6 and 7 of Article 16 of the Articles of association concerning the use of a means of telecommunication at meetings of the Board of Directors,
35. Update of Article 22 of the Articles of association with the provisions of Article L. 821-45 of the French Commercial Code (former Article L. 823-3-1 of the French Commercial Code),
36. Update of Article 25.1 of the Articles of association with the provisions of Article R. 22-10-28 of the French Commercial Code,
37. Powers for formalities.

03. How to participate in the shareholders' meeting?

Your meeting will be held on **Wednesday May 21, 2025 at 3 p.m. (Paris time)** at Cloud Business Center, 10 bis rue du Quatre Septembre, 75002 Paris, France.

In accordance with applicable legal and regulatory provisions:

- the Meeting will be broadcast live, in its entirety, via the following link: https://www.tp.com section "General meetings";
- all documents that must be made available to shareholders in relation to shareholders' meetings, shall be available at the registered office of Teleperformance SE at 21-25 Rue Balzac, 75008 Paris, France, as from the date of the Meeting notice date and, for documents required under Article R.22-10-23 of the French Commercial Code (including the text of resolutions proposed by the Board of Directors to the shareholders' meeting), on the Company's website at the following address: http://www.tp.com, section "General meetings", no later than the twenty-first day preceding the Meeting, *i.e.* April 29, 2025 or sent upon request addressed to Uptevia.

Preliminary formalities

All shareholders, regardless of the number of shares they own, are entitled to participate in this Meeting:

- by attending the Meeting in person;
- by voting by post or through the Internet;
- by being represented or granting a proxy to the Chairman of the Meeting, or to any individual or legal entity of their choice in accordance with Articles L.225-106 and L22-10-39 of the French Commercial Code.

Shareholders who wish to attend the Shareholders' Meeting, be represented or vote by post, are required to provide proof that the shares are registered in their name or that of the registered intermediary acting on their behalf pursuant to Article R.22-10-28 of the French Commercial Code, by the second business day preceding the Meeting at midnight Paris time (*i.e.* Monday May 19, 2025, 0:00 am, Paris time):

- For registered shareholders, by registration of their shares in the registered share accounts held for the Company by UPTEVIA (Service Assemblées Générales - Cœur Défense, 90-110 Esplanade du Général de Gaulle - 92931 Paris la Défense Cedex, France);
- For the holders of bearer shares, by registration of their shares registered in their name or in that of the registered intermediary acting on their behalf as stated in their investment account held by their approved intermediary bank or financial agent.

Such registration of bearer shares must be confirmed by a certificate of participation issued by the approved intermediary, if applicable, by electronic means in the conditions set forth by Article R. 225-61 of the French Commercial Code, thereby producing evidence of their capacity as shareholders.

The certificate of participation issued by the approved intermediary must be attached to the remote or proxy voting form ("Single voting form"), or to the request for an admission card, and sent by the approved intermediary to UPTEVIA, Service Assemblées Générales - Cœur Défense, 90-110 esplanade du Général de Gaulle, 92931 Paris La Défense Cedex, France, or presented the day of the Meeting for shareholders who have not received their admission card.

Only those shareholders producing evidence of their shareholder status by May 19, 2025, 0:00 am (Paris time), under the terms specified in Article R.22-10-28 of the French Commercial Code as stated above, will be allowed to participate in this Shareholders' Meeting.

It is hereby specified that any shareholder who has already expressed his/her vote, sent a proxy or requested an admission card or a certificate of participation (Article R.22-10-28 of the French Commercial Code):

- may no longer opt for another form of participating in the Meeting;
- may sell all or part of their shares.

However, if the transfer of ownership occurs before Monday May 19, 2025 0:00 a.m. (Paris time), the Company consequently invalids or amends, as appropriate, the remotely exercised vote, the proxy, the admission card or the certificate of participation. For this purpose, the authorized intermediary holding the account shall notify the Company or its agent of said transfer of ownership and send all necessary information. No transfer of ownership completed after Monday May 19, 2025 0:00 a.m. (Paris time), regardless of the method used, shall be notified by the approved intermediary or recorded by the Company, notwithstanding any agreement to the contrary.

Attending the meeting in person

Request of an admission card

by electronic means	by post
FOR REGISTERED SHAREHOLDERS	
For holders of pure registered shares: they should log on to their shareholder space at https://www.investors.uptevia.com/ using their usual access codes and, once logged on, follow the on-screen instructions to access the VOTACCESS voting site and request an admission card. For holders of administered registered shares: they must log on to the VoteAG website at https://www.voteag.com/ using the temporary codes provided on the Single voting form or on the electronic convening notice. Once on the site's home page, they must follow the on-screen instructions to access the VOTACCESS site and request an admission card.	Registered shareholders should fill in the Single voting form, attached to the convening notice they will receive, specifying that they wish to attend the meeting and obtain an admission card and then send it back dated and signed, using the enclosed prepaid envelope.
FOR HOLDERS OF BEARER SHARES	
The shareholders are responsible for establishing whether their financial intermediary is connected to the VOTACCESS website and, if so, whether such access is subject to specific conditions or terms of use. If the shareholders' financial intermediary is connected to the VOTACCESS website, they must log on to their approved intermediary's website with their usual login details. Then, they should follow the instructions appearing on the screen to access the VOTACCESS website and request an admission card.	Holders of bearer shares must ask the approved intermediary responsible for their share account that an admission card be sent to them.
CONDITIONS	
The VOTACCESS website will open beginning on April 16, 2025. In all cases, online admission card requests must be made **no later than the day preceding the meeting, *i.e.* May 20, 2025 at 3 p.m. (Paris time),** in order to be taken into account. In order to prevent overloading of the VOTACCESS website, it is recommended that shareholders not wait until the day preceding the meeting to request an admission card.	Requests for admission cards by post should be received by Uptevia, **no later than three days before the meeting,** according to the modalities indicated above.

Shareholders who have not received their admission card within the two business days preceding the meeting are invited to:

- for registered shareholders, to present themselves on the day of the meeting, directly at the counters specifically set aside for this purpose, with proof of identity;
- for holders of bearer shares, to present themselves on the day of the meeting with their certificate of participation, obtained from the approved intermediary and dated no later than May 19, 2025, 0:00 a.m. (Paris time).

Voting by correspondence or by proxy

In order to facilitate your participation and the taking into account of your vote, you are invited to use the VOTACCESS platform which will open beginning on April 16, 2025 and until the day preceding the meeting, *i.e.* May 20, 2025 at 3 p.m. (Paris time). In order to prevent overloading of the VOTACCESS website, it is recommended that shareholders not wait until the day preceding the meeting to enter their participation instructions.

You can also vote by correspondence, by using the Single voting form attached to the notice of convening, to the electronic convening or downloadable on the Company's website (www.tp.com) under section Investors/General meetings.

This voting form allows you to:

- vote by correspondence (by shading, if applicable, the resolutions that you do not approve or for which you wish to abstain);
- give proxy to the Chairman of the meeting (this person will issue a favorable vote to approve the proposed resolutions presented or agreed upon by the Board of Directors and a vote against otherwise);
- give proxy to any individual or legal entity of your choice.

Vote by correspondence or by proxy

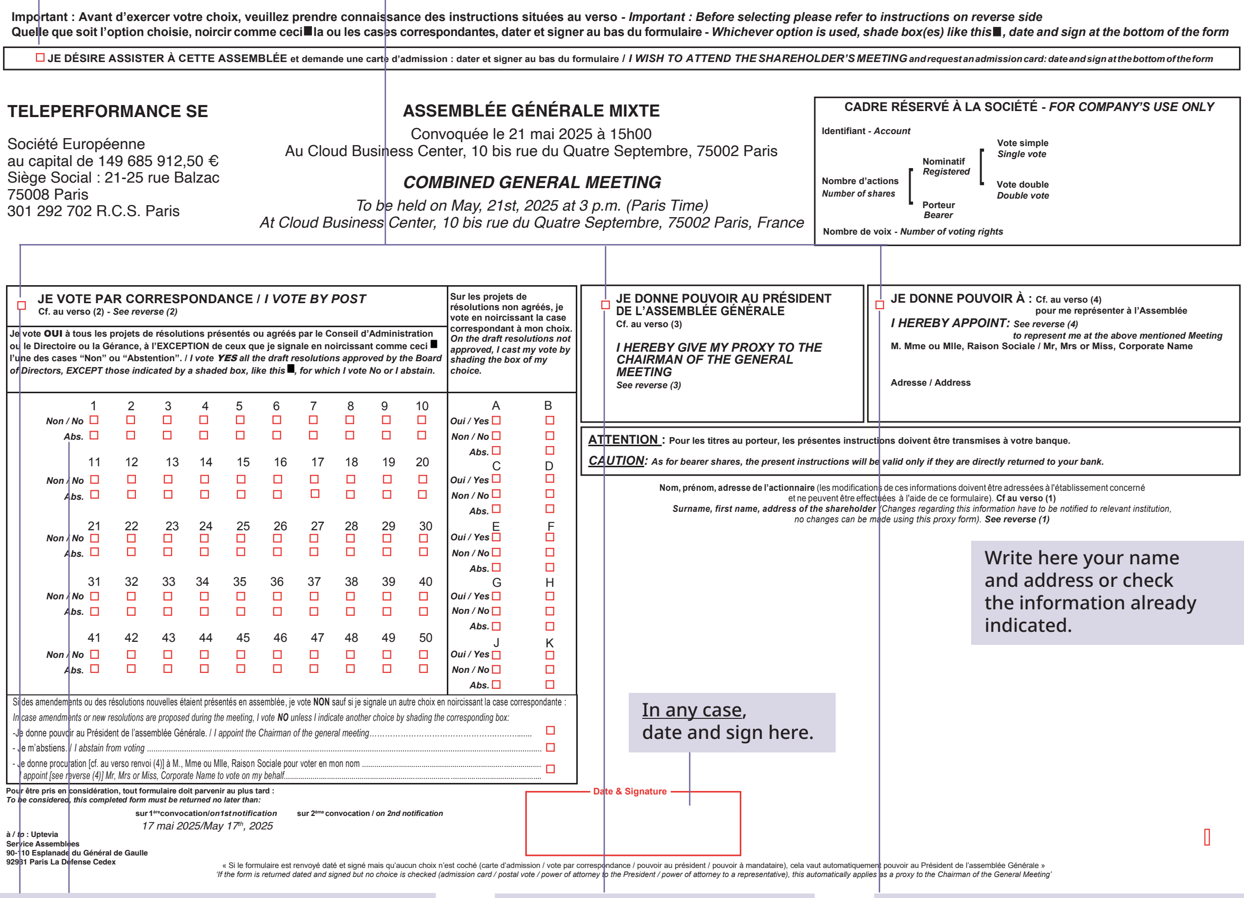
by electronic means	by post
FOR REGISTERED SHAREHOLDERS	
For holders of pure registered shares: they should log on to their shareholder space at https://www.investors.uptevia.com/ using their usual access codes and, once logged on, follow the on-screen instructions to access the VOTACCESS voting site and vote or appoint or revoke a proxy. For holders of administered registered shares: they must log on to the VoteAG website at https://www.voteag.com/ using the temporary codes provided on the Single voting form or on the electronic convening notice. Once on the site's home page, they must follow the on-screen instructions to access the VOTACCESS site and vote or appoint or revoke a proxy.	They shall complete the Single voting form, enclosed with the notice of meeting, and return it, dated and signed, using the prepaid envelope enclosed with the convening notice. Single voting forms are automatically sent by post to shareholders with direct registered or administered accounts.
FOR HOLDERS OF BEARER SHARES	
The shareholders are responsible for establishing whether their financial intermediary is connected to the VOTACCESS website and, if so, whether such access is subject to specific conditions or terms of use. If the shareholders' financial intermediary is connected to the VOTACCESS website, they must log on to their approved intermediary's website with their usual login details. Then, they should follow the instructions appearing on the screen to access the VOTACCESS website and vote or appoint or revoke a proxy. If the shareholder's approved intermediary is not connected to the VOTACCESS website, it is specified that the notification of the appointment or revocation of a proxy may also be performed by electronic means pursuant to the provisions of article R. 22-10-24 of the French Commercial Code, by sending an email to the following address: ct-mandataires-assemblees@uptevia.com. This email must include a scanned copy of the duly completed and signed Single voting form as an attachment. Holders of bearer shares must also attach the certificate of participation issued by their approved intermediary. Only notifications of appointment or revocation of proxies duly signed, completed, received and confirmed by the day preceding the meeting, *i.e.* by May 20, 2025, 3 p.m. (Paris time), will be taken into account.	They should request the Single voting form from their financial intermediary, who manages their share account, and return it to them, dated and signed. This intermediary will forward it to Uptevia, together with a certificate of participation. For holders of bearer shares, Single voting forms will be sent by Uptevia – Service Assemblées Générales – Cœur Défense, 90-110 Esplanade du Général de Gaulle – 92931 Paris la Défense Cedex, France no later than six days before the date of the meeting.
CONDITIONS	
The VOTACCESS website will open beginning on April 16, 2025. **The possibility to vote online before the shareholders' Meeting will end the day preceding the meeting, *i.e.* May 20, 2025 at 3 p.m. (Paris time).** However, in order to prevent overloading of the VOTACCESS website, it is recommended that shareholders not wait until the day preceding the meeting to submit their votes.	To be taken into account, single voting forms by post must be received by Uptevia **at least three days before the meeting, *i.e.* by May 17, 2025,** in accordance with the above-mentioned conditions. It is specified that, for any proxy without indication of a proxy name, the Chairman of the meeting will vote in favor of the adoption of the draft resolutions presented and/or approved by the Board of Directors, and against all other draft resolutions.

How to fill in the form?

You wish to attend the Meeting and vote in person: check this box and date and sign at the form bottom.

You cannot or do not wish to attend the Meeting in person: select one of the three available options.

Your shares are bearer shares: you must return the form to your custodian.



Important : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - *Important : Before selecting please refer to instructions on reverse side*
Quelle que soit l'option choisie, noircir comme ceci ■ la ou les cases correspondantes, dater et signer au bas du formulaire - *Whichever option is used, shade box(es) like this ■, date and sign at the bottom of the form*

☐ **JE DÉSIRE ASSISTER À CETTE ASSEMBLÉE** et demande une carte d'admission : dater et signer au bas du formulaire / *I WISH TO ATTEND THE SHAREHOLDER'S MEETING and request an admission card: date and sign at the bottom of the form*

TELEPERFORMANCE SE

Société Européenne
au capital de 149 685 912,50 €
Siège Social : 21-25 rue Balzac
75008 Paris
301 292 702 R.C.S. Paris

ASSEMBLÉE GÉNÉRALE MIXTE
Convoquée le 21 mai 2025 à 15h00
Au Cloud Business Center, 10 bis rue du Quatre Septembre, 75002 Paris

COMBINED GENERAL MEETING
To be held on May, 21st, 2025 at 3 p.m. (Paris Time)
At Cloud Business Center, 10 bis rue du Quatre Septembre, 75002 Paris, France

CADRE RÉSERVÉ À LA SOCIÉTÉ - *FOR COMPANY'S USE ONLY*
Identifiant - *Account*
Nombre d'actions - *Number of shares*: Nominatif - *Registered* (Vote simple - *Single vote*; Vote double - *Double vote*); Porteur - *Bearer*
Nombre de voix - *Number of voting rights*

☐ **JE VOTE PAR CORRESPONDANCE / *I VOTE BY POST***
Cf. au verso (2) - *See reverse (2)*

Je vote **OUI** à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci ■ l'une des cases "Non" ou "Abstention". / *I vote **YES** all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box, like this ■, for which I vote No or I abstain.*

Sur les projets de résolutions non agréés, je vote en noircissant la case correspondant à mon choix. *On the draft resolutions not approved, I cast my vote by shading the box of my choice.*

Resolutions 1 to 50: Non / No ☐ Abs. ☐

Resolutions A, B, C, D, E, F, G, H, J, K: Oui / Yes ☐ Non / No ☐ Abs. ☐

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée, je vote **NON** sauf si je signale un autre choix en noircissant la case correspondante :
*In case amendments or new resolutions are proposed during the meeting, I vote **NO** unless I indicate another choice by shading the corresponding box:*
- Je donne pouvoir au Président de l'assemblée Générale. / *I appoint the Chairman of the general meeting* ☐
- Je m'abstiens. / *I abstain from voting* ☐
- Je donne procuration [cf. au verso renvoi (4)] à M., Mme ou Mlle, Raison Sociale pour voter en mon nom / *I appoint [see reverse (4)] Mr, Mrs or Miss, Corporate Name to vote on my behalf* ☐

☐ **JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE**
Cf. au verso (3)
I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
See reverse (3)

☐ **JE DONNE POUVOIR À :** Cf. au verso (4) pour me représenter à l'Assemblée
I HEREBY APPOINT: *See reverse (4) to represent me at the above mentioned Meeting*
M. Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name
Adresse / Address

ATTENTION : Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.
CAUTION: *As for bearer shares, the present instructions will be valid only if they are directly returned to your bank.*

Nom, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). **Cf au verso (1)**
Surname, first name, address of the shareholder *(Changes regarding this information have to be notified to relevant institution, no changes can be made using this proxy form).* ***See reverse (1)***

Pour être pris en considération, tout formulaire doit parvenir au plus tard :
To be considered, this completed form must be returned no later than:
sur 1ère convocation / *on 1st notification*: *17 mai 2025/May 17th, 2025*
sur 2ème convocation / *on 2nd notification*

à / *to* : Uptevia
Service Assemblées
90-110 Esplanade du Général de Gaulle
92931 Paris La Défense Cedex

Date & Signature

« Si le formulaire est renvoyé daté et signé mais qu'aucun choix n'est coché (carte d'admission / vote par correspondance / pouvoir au président / pouvoir à mandataire), cela vaut automatiquement pouvoir au Président de l'assemblée Générale »
'If the form is returned dated and signed but no choice is checked (admission card / postal vote / power of attorney to the President / power of attorney to a representative), this automatically applies as a proxy to the Chairman of the General Meeting'

Write here your name and address or check the information already indicated.

In any case,
date and sign here.

1. **You wish to vote by post**
Check the box here **AND only indicate, if applicable, your negative vote or your abstention**, on each resolution by shading **the corresponding box, date and sign** at the form bottom.

2. **You wish to give your proxy to the Chairman of the Meeting**
Check the box here and **date and sign** at the form bottom.

3. **You wish to give your proxy to a designated representative**
Check the box here, write the name and address of this person and **date and sign** at the form bottom.

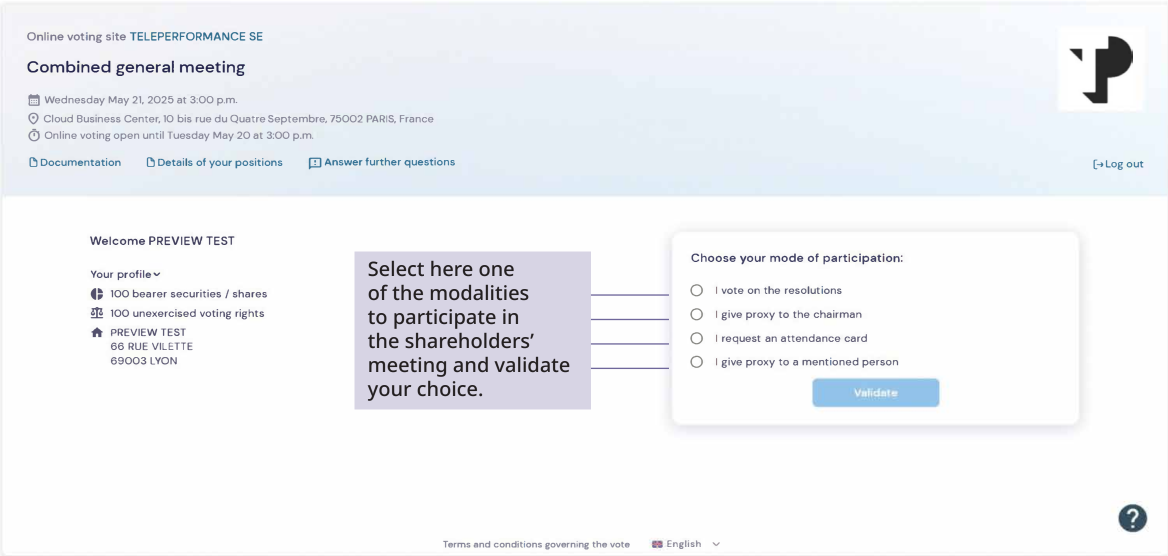
Regardless of the voting modality selected, the completed and signed form must be returned as soon as possible:

If you hold registered shares to:

UPTEVIA
Service Assemblées Générales
90-110 Esplanade du Général de Gaulle
92931 Paris La Défense Cedex, France

If you hold bearer shares to the intermediary who manages your share account.

Navigating on VOTACCESS



04. Activities in 2024

A. Summary of the activities in 2024

Financial highlights

	2024	2023	2023[3]
(in millions of euros)	€1 = US$1.08	Pro forma	€1 = US$1.08
REVENUE	**10,280**	**10,133**	**8,345**
As reported	*+23.2%*	-	-
Pro forma[1]	*+2.6%*	-	--
EBITDA BEFORE NON-RECURRING ITEMS	**2,096**	**2,087**	**1,775**
% OF REVENUE	**20.4%**	**20.6%**	**21.3%**
EBITA BEFORE NON-RECURRING ITEMS	**1,537**	**1,513**	**1,290**
% OF REVENUE	**15.0%**	**14.9%**	**15.5%**
EBIT	1,082	-	998
Net profit – Group share	523	-	592
DILUTED EARNINGS PER SHARE *(IN EUROS)*	**8.71**	**-**	**10.01**
Adjusted net profit – Group share[2]	807	-	732
Diluted adjusted earnings per share *(in euros)*	13.44	-	12.39
Dividend per share *(in euros)*	**4.20**	**-**	**3.85**
NET FREE CASH FLOW	**1,084**	**-**	**812**

(1) 2023 pro forma at constant exchange rates including Majorel.
(2) As defined in the Appendix (see Alternative Performance Measures).
(3) Restated following the measurement of the assets and liabilities of Majorel.

Consolidated revenue

Fourth-quarter 2024 revenue amounted to €2,684 million, a year-on-year increase of +4.0%[1] on a pro forma basis. On a reported basis, growth was +12.0%. The difference between reported and pro forma growth primarily stemmed from the consolidation of Majorel since November 1, 2023. Growth for the period also includes a slightly positive currency effect, as declines in the Egyptian pound and the Brazilian real against the euro were offset by gains in the US dollar and pound sterling, as well a stronger Turkish lira[2] and Argentine peso[2]

Building on the +2.1% gain over the first nine months, pro forma growth continued to accelerate in the fourth quarter, in line with the Group's 2024 objectives. In addition to more favorable comparatives, this performance reflects improved momentum in Core Services (+3.8% in the fourth quarter on a pro forma basis, versus +0.6% for the first nine months of the year), led by the public services and social media verticals.

2024 revenue amounted to €10,280 million, representing a year-on-year increase of +23.2% as reported and of +2.6% pro forma[1]. The difference between reported and pro forma growth primarily stemmed from the consolidation of Majorel since November 1, 2023. The unfavorable currency effect, which reduced reported revenue by €110 million, mainly reflected the declines against the euro in the Egyptian pound, the Turkish lira, the Brazilian real, the Nigerian naira and the Argentine peso, which offset the rise in the Colombian peso, primarily in the first half, and a stronger pound sterling.

(1) 2023 pro forma at constant exchange rates including Majorel.
(2) Calculation of the currency effect specific to countries classified as hyperinflationary.

Revenue by activity

(in millions of euros)	2024	2023	% change As reported	% change Pro forma[1]
Core Services	**8,791**	**6,982**	***+25.9%***	***+1.4%***
Americas	4,182	3,933	*+6.3%*	*-0.8%*
Europe, MEA & Asia-Pacific	4,609	3,049	*+51.1%*	*+3.5%*
Specialized Services	**1,489**	**1,363**	***+9.3%***	***+10.1%***
TOTAL	**10,280**	**8,345**	***+23.2%***	***+2.6%***

(in millions of euros)	Q4 2024	Q4 2023	% change As reported	% change Pro forma[1]
Core Services	**2,311**	**2,042**	***+13.2%***	***+3.8%***
Americas	1,089	1,046	*+4.1%*	*+0.1%*
Europe, MEA & Asia-Pacific	1,222	996	*+22.7%*	*+7.3%*
Specialized Services	**373**	**354**	***+5.5%***	***+5.2%***
TOTAL	**2,684**	**2,396**	***+12.0%***	***+4.0%***

(1) 2023 pro forma at constant exchange rates including Majorel.

Core Services

Core Services revenue amounted to €2,311 million in the fourth quarter of 2024, up +13.2% year-on-year as reported and +3.8% on a pro forma basis. The difference primarily stemmed from the consolidation of Majorel since November 1, 2023. The currency effect was slightly positive, as the declines against the euro in the Egyptian pound, Brazilian real and Colombian peso were offset by gains in the US dollar and British pound, as well as a stronger Turkish lira[1] and Argentine peso [1].

The continued acceleration in pro forma growth throughout the year, as expected, reflects the ongoing improvement in business momentum across all regions, particularly in Europe and Asia-Pacific. The public services, social media and, to a lesser extent, consumer goods verticals saw growth accelerate in the fourth quarter.

Core Services revenue amounted to €8,791 million for the full year. On a reported basis, revenue was up +25.9%. On a pro forma basis, growth was a slight +1.4%. The unfavorable currency effect was mainly due to the declines against the euro in the Egyptian pound, the Turkish lira, the Brazilian real and the Argentine peso, which offset the gain in the Colombian peso, primarily in the first half, and a stronger British pound.

Accelerated growth in business over the year in a volatile economic environment reflects the diversity of TP's client and service lines portfolio, as well as its ability to innovate in response to client expectations.

Growth was particularly strong throughout the year in India, the Asia-Pacific and the United Kingdom, the multilingual hubs in Europe, and Sub-Saharan Africa. The automotive, public services and financial services verticals were among the most vibrant. Back-office/BPO services and technology solutions performed well.

Building on the steady momentum generated late in the year, the volume of contract wins and sales team expansion in 2024, Core Services activities are expected to grow at a faster pace in 2025 compared with 2024, particularly in the second half of the year.

Americas

In the fourth quarter, revenue for the Americas region amounted to €1,089 million, up +4.1% on a reported basis. On a pro forma basis, revenue in the region was relatively stable (+0.1%), an improvement on the first nine months of 2024 (-1.1%).

The region's encouraging momentum over the quarter was led by Latin America. Regarding the industry verticals, social media, e-commerce, public services and consumer goods saw growth accelerate over the quarter.

For full-year 2024, revenue came to €4,182 million, up +6.3% compared with 2023 on a reported basis. On a pro forma basis, revenue was down -0.8%. The currency effect was negative mainly due to the decline against the euro in the Brazilian real and the Argentine peso.

The development of offshore solutions continued apace over the year, particularly in India. Operations there benefited from the shift in demand from nearshore operations in Latin America, where some local currencies rose against the US dollar.

The regional growth contribution of industry verticals was driven in particular by strong momentum both in financial services, with the ramp-up of significant new contracts in the first part of the year, and in automotive. However, this momentum was offset by softer demand in the social media, travel (logistics), telecoms and insurance verticals.

(1) Calculation of the currency effect specific to countries classified as hyperinflationary.

Europe, MEA & Asia-Pacific

In the fourth quarter, revenue for the region amounted to €1,222 million, up +22.7% as reported and +7.3% on a pro forma basis, a sharp acceleration compared with the first nine months of 2024 (+2.2%). The faster pace of growth was mainly driven by the Asia-Pacific region and the United Kingdom, particularly with the start-up of new contracts in public services.

Revenue for the full year came to €4,609 million, up +51.1% on a reported basis and +3.5% pro forma. The difference primarily stemmed from the consolidation of Majorel since November 1, 2023. The currency effect was negative mainly due to the decline against the euro in the Egyptian pound and the Turkish lira[1].

Asia-Pacific delivered the region's best growth performance throughout the year, underpinned in particular by the swift ramp-up of contracts in the social media, online entertainment and gaming, and travel and hospitality sectors.

Multilingual activities, which are the primary contributors to the region's revenue stream, particularly in Greece and Portugal, enjoyed satisfactory growth over the year. The travel and hospitality, retail and e-commerce, technology, automotive, healthcare and insurance verticals delivered the strongest growth.

Activities in Sub-Saharan Africa, particularly South Africa, continued to grow at a very brisk pace.

Specialized Services

In the fourth quarter, revenue from Specialized Services amounted to €373 million, up +5.5% on a reported basis. On a pro forma basis, growth was 5.2%. However, growth was affected during the quarter by the initial impact of the non-renewal of a significant visa application management contract (TLScontact). Adjusted for this impact, growth in Specialized Services would have been over +10% in the fourth quarter.

Full-year 2024 revenue amounted to €1,489 million, up +10.1% on a pro forma basis compared with the prior year, and up +9.3% as reported.

Sustained revenue growth was driven by LanguageLine Solutions' high value-added interpreting business.

Cross company selling synergies are accelerating as satisfied clients realize the varied solutions across the Specialized Services companies.

Growth in Specialized Services in 2025 will be shaped by:

- continued strong momentum in LanguageLine Solutions' interpreting business;
- the consolidation of ZP activities from February 1, 2025;
- the impact of the non-renewal of a significant visa application management contract;
- accelerated organic growth expected in the second half.

2024 results

EBITDA before non-recurring items amounted to €2,096 million in 2024, compared with €1,775 million in the prior year.

EBITA before non-recurring items was €1,537 million as reported, for a margin of 15.0%, compared with €1,513 million on a pro forma basis, for a margin of 14.9% in 2023. At constant exchange rates, *i.e.,* excluding the translation effect, the pro forma EBITA margin would have been 14.7% in 2023, representing an implied margin increase of +30 bps in 2024 compared to 2023.

The Group benefited from the positive impact on the margin of the cost synergies plan related to the acquisition of Majorel as well as a favorable mix effect resulting from sustained growth in high-margin specialized services activities. These impacts were nevertheless largely offset by negative exchange rate effects, including translation and transaction effects, as well as investments in new sales forces.

By activity, the change in EBITA margin before non-recurring items breaks down as follows:

- Core Services: margin of 12.4% in 2024 compared to 12.6% on a pro forma basis in 2023;
- Specialized Services: margin of 30.0%, maintained at a high level.

(1) Calculation of the currency effect specific to countries classified as hyperinflationary.

Earnings by activity

EBITA before non-recurring items *(in millions of euros)*	2024	2023 Pro forma[1]	2023 As reported
Core Services	**1,091**	**1,104**	**881**
% OF REVENUE	**12.4%**	**12.6%**	**12.6%**
Americas	518	565	-
% OF REVENUE	12.4%	13.4%	-
Europe, MEA & Asia-Pacific	515	440	-
% OF REVENUE	11.2%	9.7%	-
Holding companies	58	99	-
Specialized Services	**446**	**409**	**409**
% OF REVENUE	**30.0%**	**30.0%**	**30.0%**
TOTAL EBITA BEFORE NON-RECURRING ITEMS	**1,537**	**1,513**	**1,290**
% OF REVENUE	15.0%	14.9%	15.5%

(1) 2023 pro forma including Majorel.

Core Services

Core Services delivered EBITA before non-recurring items of €1,091 million and a margin of 12.4% in 2024, compared with €1,104 million and 12.6% in 2023 on a pro forma basis. The change in the pro forma margin reflects contrasting developments by region:

1) margin down in the Americas region, due in particular to negative exchange rate, translation and transaction effects on the margin for business in Latin America and significant investments in sales forces in the United States;
2) margin up in the EMEA & Asia-Pacific region, thanks especially to the €94 million positive impact of the cost synergies plan related to the acquisition of Majorel, despite the negative exchange rate effect resulting from the declines in certain currencies such as the Egyptian pound and the Nigerian naira.

The year-on-year drop in pro forma EBITA from the holding companies, to €58 million from €99 million in 2023, was caused by such factors as the cost of integrating and aligning Majorel's IT and digital systems with the Group's organization and the acquisition of additional corporate resources.

Americas

In the Americas region, EBITA before non-recurring items totaled €518 million in 2024 compared with a pro forma €565 million for 2023. Profitability was down on a pro forma basis with a margin of 12.4% compared to 13.4% last year. The Group enjoyed the sustained, profitable expansion of offshore activities in India.

However, exchange rate effects weighed on the region's margin, namely:

1) a negative translation effect due in particular to the declines in the Brazilian real and the Argentine peso against the euro;
2) a negative transaction effect from nearshore activities in Latin America following gains in local currencies against the US dollar, mainly in Colombia.

In addition, investments to boost sales forces in North America also weighed on the Group's margin.

Europe, MEA & Asia-Pacific

The EMEA & Asia-Pacific region generated EBITA before non-recurring items of €515 million in 2024, compared with €440 million on a pro forma basis for 2023. EBITA margin, on a pro forma basis, increased to 11.2% from 9.7% in 2023.

These good results were underpinned by the effects of the cost synergies plan related to the acquisition of Majorel, the robust growth in Asia-Pacific business and the firm performance of multilingual hub solutions in Europe. However, translation effects related in particular to changes in the Egyptian pound against the euro weighed on the region's margin.

Specialized Services

EBITA before non-recurring items from Specialized Services amounted to €446 million in 2024 compared with €409 million on a pro forma basis in 2023. Pro forma EBITA margin held firm at 30.0%.

As expected, LanguageLine Solutions' operating margin showed a solid improvement from 2023, when it was impacted by a shortage of interpreters in the United States at a time of strong client demand. LanguageLine Solutions' business model remains robust and based on sustained structural growth in demand, entirely home-based interpreters, unrivaled technological capabilities and a very assertive marketing process.

Other income statement items[1]

EBIT amounted to €1,082 million, versus €998 million in 2023. It included in particular:

- amortization of acquisition-related intangible assets in an amount of €220 million;
- €91 million in accounting expenses relating to performance share plans;
- €112 million in synergy generation costs related to the acquisition of Majorel and cost of reorganization of the TP French activities.

The financial result represented a net expense of €213 million, versus €178 million one year earlier. The growth in finance costs reflected the increase in net debt in 2023 to finance the Majorel acquisition at year-end and the impact of rising interest rates on the variable portion of debt. However, foreign exchange gains positively impacted the financial result. Given the current environment, the 3.85% interest rate on financial liabilities is still favorable for the Group.

Income tax expense came to €346 million, corresponding to an effective tax rate of 39.8%, versus 27.8% in 2023. The increase in the effective rate reflects in particular the non-deductibility of the costs of reorganizing TP activities in France and the significant increase in goodwill impairment. It should be noted that income tax paid was relatively stable, at €366 million in 2024 compared with €349 million in 2023, despite the significant scope effect related to the consolidation of Majorel since November 1, 2023.

Net profit – Group share totaled €523 million, versus €592 million in 2023, while diluted earnings per share came to €8.71 in 2024, versus €10.01 in the prior year.

Adjusted net profit – Group share[2] totaled €807 million, up +10.2% from €732 million one year earlier, while diluted earnings per share came to €13.44 in 2024, versus €12.39 in 2023.

Cash flows and financial structure

Net free cash flow after lease expenses, interest and tax paid amounted to €1,084 million, versus €812 million the year before, representing an improvement of +33.5%.

The change in consolidated working capital requirement was an inflow of €103 million, compared with an inflow of €24 million in 2023.

Net capital expenditure amounted to €214 million, i.e., 2.1% of revenue, versus €212 million i.e., 2.5% in 2023. The decline was attributable both to the ongoing optimization of the Group's work-from-home and on-site operating capacity and to the deployment of the cloud-based virtual desktop infrastructure across the operating base.

After the payment of €231 million in dividends and deployment of a €184 million share buyback program, net debt stood at €3,890 million at December 31, 2024, down from €4,558 million at December 31, 2023 thanks to the strong net free cash flow generated over the period.

2024 highlights

Best Employer certifications: 69 countries certified, representing 97% of Group employees

TP has made the well-being of its employees a key priority worldwide. Operations in 69 countries were certified in July 2024 as "Best Employers" by the Great Place to Work® Institute. 97% of TP employees worldwide work in an organization certified as a Great Place to Work®.

High value-added Specialized Services strengthened with the strategic acquisition of ZP

TP has strengthened its high added-value Specialized Services with the acquisition of ZP, a fast-growing market leader in language services for the deaf and hard of hearing community in the United States. The acquisition was announced on November 26, 2024 and the transaction was completed on February 5, 2025. The company will be consolidated by the Group from February 1, 2025. The company is targeting sales of US$230 million in 2024.

Continued Investment in AI

The global skills enhancement plan for artificial intelligence and emotional intelligence has been launched, with 60,000+ EI & AI training programs for managers completed in 2024. In addition, TP had 200+ new AI projects deployed in 2024.

(1) The 2023 results have been restated after the balance sheet date for the impact of the final remeasurement of assets and liabilities related to the acquisition of Majorel (see adjustment table in the Appendix).
(2) Adjusted as defined in the Appendix (see Alternative Performance Measures).

A stronger governance structure

The governance has been strengthened with the announcment on August 28, 2024 of the appointment of Moulay Hafid Elalamy as Chairman of the Board and Thomas Mackenbrock as Deputy Chief Executive Officer, alongside Daniel Julien, Chief Executive Officer. The succession planning process with Thomas Mackenbrock set to become the Group's next Chief Executive Officer following a timeline established by a dedicated ad hoc committee, is progressing in perfect harmony. The change in governance will facilitate the implementation of the new growth strategy aiming at accelerating AI development and reinventing customer experience.

Return to shareholders

TP met its commitment to return capital to shareholders over the year:

- payment of €231 million in dividends for the 2023 financial year;
- execution of the €500 million share buyback program launched in August 2023, with €184 million in 2024.

A robust balance sheet

Standard & Poor's recently confirmed TP's "BBB" Investment grade rating with a stable outlook – the best rating received in the sector. This rating enabled TP to successfully complete a €500 million bond issue in January 2025, paying a coupon of 4.25% and maturing in 2030.

Outlook for 2025

The Group's annual financial objectives are as follows:

- accelerated like-for-like revenue growth of between +3% and +5%, excluding the impact of the non-renewal of a significant contract in the visa application management business representing around one point of growth. Unadjusted for this contract, like for like growth objective is between +2% and +4%;
- growth will mainly be driven by business expansion in the second half of the year with expected ramp up of new contracts;
- increase in the EBITA margin before non-recurring items between 0 and +10 basis points.

The Group is targeting sustained strong net free cash flow generation throughout the year and continued deleveraging.

Appendices

Appendix 1 – Quarterly and half-yearly revenue by activity

			% change	
(in millions of euros)	Q4 2024	Q4 2023	As reported	Pro forma[1]
Core Services	**2,311**	**2,042**	***+13.2%***	***+3.8%***
Americas	1,089	1,046	*+4.1%*	*+0.1%*
Europe, MEA & Asia-Pacific	1,222	996	*+22.7%*	*+7.3%*
Specialized Services	**373**	**354**	***+5.5%***	***+5.2%***
TOTAL	**2,684**	**2,396**	***+12.0%***	***+4.0%***

			% change	
(in millions of euros)	Q3 2024	Q3 2023	As reported	Pro forma[1]
Core Services	**2,140**	**1,643**	***+30.3%***	***+1.6%***
Americas	1,008	952	*+5.9%*	*+0.3%*
Europe, MEA & Asia-Pacific	1,132	691	*+63.8%*	*+2.8%*
Specialized Services	**380**	**346**	***+9.8%***	***+11.6%***
TOTAL	**2,520**	**1,989**	***+26.7%***	***+3.0%***

			% change	
(in millions of euros)	Q2 2024	Q2 2023	As reported	Pro forma[1]
Core Services	**2,155**	**1,612**	***+33.7%***	***+1.1%***
Americas	1,039	949	*+9.5%*	*-0.3%*
Europe, MEA & Asia-Pacific	1,116	663	*+68.2%*	*+2.4%*
Specialized Services	**379**	**342**	***+10.8%***	***+10.4%***
TOTAL	**2,534**	**1,954**	***+29.7%***	***+2.4%***

			% change	
(in millions of euros)	Q1 2024	Q1 2023	As reported	Pro forma[1]
Core Services	**2,184**	**1,685**	***+29.7%***	***-0.9%***
Americas	1,046	986	*+6.1%*	*-3.1%*
Europe, MEA & Asia-Pacific	1,138	699	*+62.9%*	*+1.3%*
Specialized Services	**358**	**321**	***+11.3%***	***+13.7%***
TOTAL	**2,542**	**2,006**	***+26.7%***	***+0.9%***

(1) 2023 pro forma at constant exchange rates including Majorel.

Appendix 2

Quarterly breakdown of 2023 revenue (pro forma)

(in millions of euros)	Q1 2023	Q2 2023	H1 2023	Q3 2023	9M 2023	Q4 2023	2023
TP	2,006	1,954	**3,960**	1,989	**5,949**	2,053[(1)]	**8,002**
Majorel	541	527	**1,068**	536	**1,604**	526	**2,131**
TOTAL PRO FORMA	**2,547**	**2,481**	**5,028**	**2,525**	**7,553**	**2,579**	**10,133**

(1) TP Q4 2023 reported revenue = €2,396 million, including two months of Majorel's operations.

Quarterly breakdown of 2023 revenue by activity (pro forma)

(in millions of euros)	Q1 2023	Q2 2023	H1 2023	Q3 2023	9M 2023	Q4 2023	2023
Core Services	**2,225**	**2,139**	**4,365**	**2,179**	**6,544**	**2,226**	**8,770**
Americas	1,075	1,034	2,109	1,043	3,153	1,080	4,232
Europe, MEA & Asia-Pacific	1,150	1,105	2,256	1,135	3,391	1,146	4,538
Specialized Services	**321**	**342**	**663**	**346**	**1,009**	**354**	**1,363**
TOTAL PRO FORMA	**2,547**	**2,481**	**5,028**	**2,525**	**7,553**	**2,579**	**10,133**

Appendix 3 – Simplified Consolidated Financial Statements

Consolidated income statement

(in millions of euros)	2024	2023[(1)]
Revenues	**10,280**	**8,345**
Other revenues	8	9
Personnel	-6,901	-5,604
External expenses	-1,364	-948
Taxes other than income taxes	-40	-27
Depreciation, amortization and related impairment losses	-293	-266
Amortization of intangible assets acquired as part of a business combination	-220	-154
Depreciation of right-of-use assets (personnel-related)	-17	-18
Depreciation of right-of-use assets	-249	-201
Impairment loss on goodwill	-29	-4
Share-based payments	-91	-105
Other operating income and expenses	-3	-29
Share of profit or loss of equity-accounted investees	1	
Operating profit	**1,082**	**998**
Income from cash and cash equivalents	29	21
Gross financing costs	-214	-126
Interest on lease liabilities	-61	-48
Net financing costs	**-246**	**-153**
Other financial income and expenses	33	-25
Financial result	**-213**	**-178**
Profit before taxes	**869**	**820**
Income tax	-346	-228
Net profit	**523**	**592**
Net profit – Group share	**523**	**592**
Net profit attributable to non-controlling interests		
Earnings per share (in euros)	8.76	10.09
Diluted earnings per share (in euros)	8.71	10.01

(1) Restated following the finalization of the measurement of the assets and liabilities of Majorel.

Restatement of the 2023 income statement following the finalization of the measurement of the assets and liabilities of Majorel

Extract of the 2023 consolidated income statement *(in €M)*	Reported	Adjustement	Adjusted
Amortization of intangible assets acquired as part of a business combination	-141	-13	-154
OPERATING PROFIT	**1,011**	**-13**	**998**
PROFIT BEFORE TAXES	**833**	**-13**	**820**
Income taxes	-231	3	-228
NET PROFIT	**602**	**-10**	**592**
NET PROFIT - GROUP SHARE	**602**	**-10**	**592**
Earnings per shares (in euros)	10.27	-0.17	10.09
Diluted earnings per shares (in euros)	10.18	-0.17	10.01

Consolidated balance sheet

/ ASSETS

(in millions of euros)	12/31/2024	12/31/2023(1)
NON-CURRENT ASSETS		
Goodwill	4,567	4,436
Other intangible assets	2,162	2,314
Right-of-use assets	725	767
Property, plant and equipment	617	687
Loan hedging instruments	5	3
Other financial assets	108	107
Equity-accounted investees	6	5
Deferred tax assets	130	145
Total non-current assets	**8,320**	**8,464**
CURRENT ASSETS		
Current income tax receivable	110	117
Accounts receivable - Trade	2,200	2,130
Other current assets	307	360
Loan hedging instruments		4
Other financial assets	79	111
Cash and cash equivalents	1,058	882
Total current assets	**3,754**	**3,604**
TOTAL ASSETS	**12,074**	**12,068**

(1) Restated following the finalization of the measurement of the assets and liabilities of Majorel.

/ EQUITY AND LIABILITIES

(in millions of euros)	12/31/2024	12/31/2023[1]
EQUITY		
Share capital	150	159
Share premium	683	1,098
Translation reserve	75	-117
Other reserves	3,648	3,078
Equity attributable to owners of the Company	**4,556**	**4,218**
Non-controlling interests		6
Total equity	**4,556**	**4,224**
NON-CURRENT LIABILITIES		
Post-employment benefits	80	78
Lease liabilities	580	608
Loan hedging instruments		10
Other financial liabilities	3,007	3,821
Deferred tax liabilities	489	561
Total non-current liabilities	**4,156**	**5,078**
CURRENT LIABILITIES		
Provisions	170	114
Current income tax	231	200
Accounts payable - Trade	333	324
Other current liabilities	1,262	1,121
Lease liabilities	216	228
Loan hedging instruments	3	
Other financial liabilities	1,147	779
Total current liabilities	**3,362**	**2,766**
TOTAL EQUITY AND LIABILITIES	**12,074**	**12,068**

(1) Restated following the finalization of the measurement of the assets and liabilities of Majorel.

Consolidated statement of cash-flows

(in millions of euros)	2024	2023[1]
CASH FLOWS FROM OPERATING ACTIVITIES		
Net profit - Group share	523	592
Net profit attributable to non-controlling interests	-	-
Income tax expense	346	228
Net financial interest expense	199	104
Interest expense on lease liabilities	61	47
Non-cash items of income and expense	947	729
Income tax paid	-366	-349
Internally generated funds from operations	**1,710**	**1,351**
Change in working capital requirements	**103**	**24**
Net cash flow from operating activities	**1,813**	**1,375**
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of intangible assets and property, plant and equipment	-219	-233
Loans granted	-15	-6
Acquisition of subsidiaries, net of cash and cash equivalents acquired	-7	-2,373
Proceeds from disposals of intangible assets and property, plant and equipment	5	21
Loans repaid	15	4
Net cash flow from investing activities	**-221**	**-2,587**
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase in parent company share capital		581
Acquisition net of disposal of treasury shares	-184	-366
Change in ownership interest in controlled entities	-34	-16
Dividends paid to parent company shareholders	-231	-227
Financial interest paid	-204	-88
Lease payments	-311	-261
Increase in financial liabilities	2,256	5,779
Repayment of financial liabilities	-2,695	-4,083
Net cash flow from financing activities	**-1,403**	**1,319**
Change in cash and cash equivalents	**189**	**107**
Effect of exchange rates on cash held, and reclassifications	**-7**	**-53**
NET CASH AT JANUARY 1	**867**	**813**
NET CASH AT DECEMBER 31	**1,049**	**867**

(1) Restated following the finalization of the measurement of the assets and liabilities of Majorel.

Appendix 4 – Currency exposure – Risk from translation

	2024		2023	
Revenue	€M	%	€M	%
Euro	3,338	33%	2,029	24%
US dollar	3,137	31%	3,201	38%
Indian rupee	638	6%	561	7%
Colombian peso	580	6%	516	6%
Pound sterling	565	6%	491	6%
Brazilian real	236	2%	239	3%
Egyptian pound	207	2%	148	2%
Yuan	207	2%	119	2%
Turkish Lira	146	1%	92	1%
Canadian dollar	133	1%	75	1%
Mexican peso	130	1%	117	1%
Other	963	9%	757	9%
TOTAL	**10,280**	**100%**	**8,345**	**100%**

Appendix 5 – Glossary – Alternative performance measures

Change in like-for-like revenue

Change in revenue at constant exchange rates and scope of consolidation = [current year revenue – last year revenue at current year rates – revenue from acquisitions at current year rates]/last year revenue at current year rates.

(in millions of euros)	
2023 revenue	**8,345**
Majorel	1,788
2023 revenue pro forma	**10,133**
Currency effect	-110
2023 revenue pro forma at constant exchange rates	10,023
Like-for-like growth	257
Change in scope	-
2024 REVENUE	**10,280**

Pro forma revenue

The pro forma revenue reflects the impact from the acquisition of 100% control of Majorel by TP on the revenue of TP for the year ended December 31, 2023, as if the transaction took place on January 1, 2023.

Change in pro forma revenue (or pro forma growth)

Change in revenue at constant exchange rates and scope of consolidation, as if the acquisition of 100% control of Majorel by TP took place on January 1, 2023 = [2024 revenue – 2023 pro forma revenue at 2024 exchange rates]/2023 pro forma revenue at 2024 exchange rates.

EBITDA before non-recurring items or current EBITDA (Earnings before Interest, Taxes, Depreciation and Amortization)

Operating profit before depreciation and amortization + depreciation of right-of-use of leased assets + amortization of intangible assets acquired as part of a business combination + goodwill impairment charges + non-recurring items.

(in millions of euros)	2024	2023[1]
Operating profit	**1,082**	**998**
Depreciation and amortization	293	266
Depreciation of right-of-use of leased assets	249	201
Depreciation of right-of-use of leased assets – personnel related	17	18
Amortization of intangible assets acquired as part of a business combination	220	154
Goodwill impairment	29	4
Share-based payments	91	105
Other operating income and expenses	3	29
EBITDA BEFORE NON-RECURRING ITEMS	**1,984**	**1,775**
Synergy implementation costs linked to the acquisition of Majorel and reorganization cost of French activities	112	-
EBITDA BEFORE NON-RECURRING ITEMS EXCLUDING SYNERGY GENERATION COSTS	**2,096**	**1,775**

(1) Restated following the final measurement of the assets and liabilities of Majorel.

EBITA before non-recurring items or current EBITA (Earnings before Interest, Taxes and Amortizations)

Operating profit before amortization of intangible assets acquired as part of a business combination + goodwill impairment charges + non-recurring items.

(in millions of euros)	2024	2023[1]
Operating profit	**1,082**	**998**
Amortization of intangible assets acquired as part of a business combination	220	154
Goodwill impairment	29	4
Share-based payments	91	105
Other operating income and expenses	3	29
EBITA BEFORE NON-RECURRING ITEMS	**1,425**	**1,290**
Synergy generation costs linked to the acquisition of Majorel and reorganization cost of French activities	112	-
EBITA BEFORE NON-RECURRING ITEMS EXCLUDING SYNERGY GENERATION COSTS	**1,537**	**1,290**

(1) *Restated following the final measurement of the assets and liabilities of Majorel.*

Non-recurring items

Principally comprises restructuring costs, incentive share award plan expense, costs of closure of subsidiary companies, transaction costs for the acquisition of companies, and all other expenses that are unusual by reason of their nature or amount.

Diluted earnings per share (net profit attributable to shareholders divided by the number of diluted shares and adjusted)

Diluted earnings per share is determined by adjusting the net profit attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding by the effects of all potentially diluting ordinary shares. These include incentive share awards granted to employees when the required performance conditions have been met at the end of the financial year.

Adjusted net profit – Group share

Net profit – Group share + amortization of intangible assets acquired as part of a business combination + goodwill impairment + other operating income and expenses + Synergy generation costs linked to the acquisition of Majorel and reorganization cost of French activities + Tax linked to the adjusted deductible expenses.

(in millions of euros)	2024	2023[1]
Net profit – Group share	**523**	**592**
Amortization of intangible assets acquired as part of a business combination	220	154
Goodwill impairment	29	4
Other operating income and expenses	3	29
Synergy generation costs linked to the acquisition of Majorel and reorganization cost of French activities	112	-
Tax linked to the adjusted deductible expenses[2]	-80	-47
ADJUSTED NET PROFIT – GROUP SHARE	**807**	**732**

(1) *Restated following the final measurement of the assets and liabilities of Majorel.*

(2) *Tax linked to the adjusted deductible expenses (other operating income and expenses, synergy generation costs linked to the acquisition of Majorel and reorganization cost of French activities) based on the tax rate applicable in France i.e., 25.83%*

Net free cash flow

Cash flow generated by the business – acquisitions of intangible assets and property, plant and equipment net of disposals – lease payments – financial income/expenses.

(in millions of euros)	2024	2023
Net cash flow from operating activities	**1,813**	**1,375**
Acquisition of intangible assets and property, plant and equipment	-219	-233
Proceeds from disposals of intangible assets and property, plant and equipment	5	21
Loan granted	-15	-6
Loan repaid	15	4
Lease payments	-311	-261
Financial interest paid	-204	-88
NET CASH FLOW FROM FINANCING ACTIVITIES	**1,084**	**812**

Net debt

Current and non-current financial liabilities – cash and cash equivalents

(in millions of euros)	12.31.2024	12.31.2023[1]
Non-current liabilities[2]		
Financial liabilities	3,007	3,821
Current liabilities[2]		
Financial liabilities	1,147	779
Lease liabilities (IFRS 16)	796	836
Loan hedging instruments	-2	3
Cash and cash equivalents	1,058	882
NET DEBT	**3,890**	**4,557**

(1) Restated following the final measurement of the assets and liabilities of Majorel.

(2) Excluding lease liabilities (IFRS 16).

B. Statutory financial statements for the last five years

	2020	2021	2022	2023	2024
I SHARE CAPITAL AT YEAR-END					
Share capital *(in euros)*	146,826,500	146,844,000	147,802,105	158,607,635	149,685,912
Number of shares issued	58,730,600	58,737,600	59,120,842	63,443,054	59,874,365
Maximum number of potential shares:					
• by exercise of subscription rights	-	-	-	-	-
• by grant of performance shares	881,126	1,385,399	1,533,835	1,640,062	1,780,677
II TRANSACTION INFORMATION *(in euros)*					
Revenues, excluding VAT	139,452,933	173,119,665	217,862,866	217,361,829	271,200,303
Net income, excluding income taxes, depreciation and amortization, and provisions	247,661,617	191,758,432	343,620,873	1,770,252,330	290,249,256
Income taxes	7,960,912	7,662,807	6,692,256	10,334,007	17,743,066
Net income, after income taxes, depreciation and amortization, and provisions	129,423,852	165,380,882	258,219,644	1,703,859,754	148,996,304
Dividends distributed	140,953,440	193,834,080	227,615,242	244,255,758	251,472,333
III TRANSACTION INFORMATION PER SHARE *(in euros)*					
Net income, after income taxes, but excluding depreciation and amortization, and provisions	4.08	3.13	5.70	27.74	4.55
Net income, after income taxes, depreciation and amortization, and provisions	2.20	2.82	4.37	26.86	2.49
Dividend distributed	2.40	3.30	3.85	3.85	4.20[1]
IV PERSONNEL					
Number of salaried personnel	42	40	43	50	49
Total remuneration *(in euros)*	4,694,484	5,247,122	5,720,664	7,353,661	10,564,771
Total amount of employee fringe benefits (social security, personnel benefits) *(in euros)*	3,025,936	5,451,949	2,673,673	2,040,089	3,261,179

(1) To be proposed to the AGM to be held on May 21, 2025.

C. Stock Market Quotation

Listing references

Teleperformance SE shares (ISIN Code: FR0000051807, symbol: TEP, Reuters: TEPRF.PA, Bloomberg: TEP FP) have been listed on the Paris Stock Exchange (Euronext Paris, Compartment A) since January 18, 2007. They are eligible for the deferred settlement service *(service de règlement différé* or SRD) and for stock savings plans *(plan d'épargne en actions).*

The Euronext Index Scientific Council has decided to include Teleperformance in the CAC 40 index in June 2020. This decision distinguishes the success of a journey started over 45 years ago.

Teleperformance SE shares are also included in the following indexes:

- CAC Large 60;
- CAC All Tradable;
- STOXX Europe 600;
- MSCI Global Standard; and
- S&P Europe 350.

They were also included in the Euronext Tech Leaders index at its launch in 2022, which includes more than 100 leading and high-growth European technology companies.

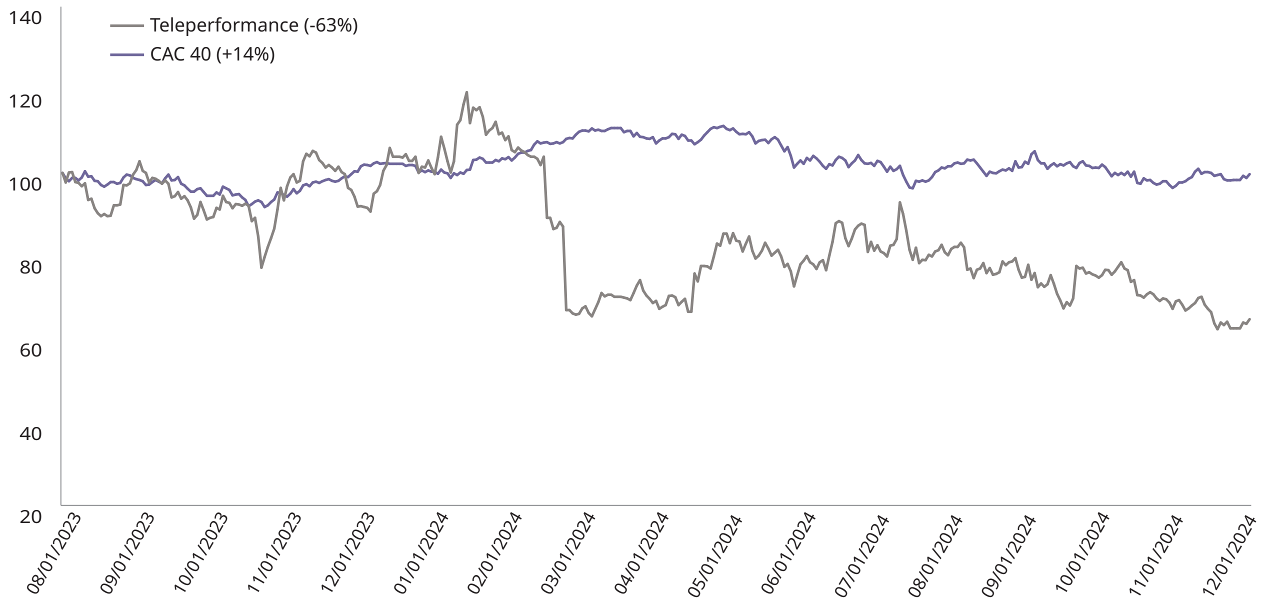
Teleperformance SE shares have been included in the Industrial Goods and Services (5020) and the Professional Business Support Services (50205020) according to the ICB European classification.

In relation to social and environmental responsibility and corporate governance matters, Teleperformance SE shares have been included in the CAC 40 ESG index, the Paris stock exchange's benchmark index for CSR, in September 2022. The selection is based on the French SRI Label and the principles of the United Nations Global Compact, to which TP has been a signatory since 2011. This recognition reflects TP's strong commitment to the well-being of its employees, to diversity and inclusion, and to the climate.

The shares have also been included in the following reference indices:

- Euronext Vigeo Euro 120 index since 2015;
- MSCI Europe ESG Leaders index since 2019;
- FTSE4Good index since 2018;
- Solactive Europe Corporate Social Reponisbility index, formerly Ethibel Sustainability Excellence Europe index, since 2019; and
- S&P Global 1200 ESG index since 2017.

Changes in the Company's adjusted share price over 18 months, as compared to the CAC 40 index *(base 100 as of August 1, 2023)*



05. Governance

Composition of the Board of Directors, the Committees and the Executive management

The Board of Directors

An experienced and mostly independent Board of Directors to set the Group's strategic orientations

Chairman

Moulay Hafid Elalamy

Chief Executive Officer

Daniel Julien

2 directors representing the employees

Véronique de Jocas

Evangelos Papadopoulos

Varun Bery

Alain Boulet

Brigitte Daubry

Pauline Ginestié(1)

Jean Guez(1)

Shelly Gupta(1)

Kevin Niu(1)

Christobel Selecky

Angela Maria Sierra-Moreno

Carole Toniutti(1)

Independent director.

(1) *Term of office expiring in 2025.*

The activity and the works of the Board of Directors and its Committees in 2024 are described in section 4.1.2.3 of the 2024 Universal Registration Document.

1
Independent Chair

2
directors representing the employees

75%
of independent directors(1)

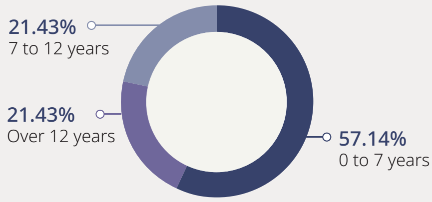
50%
of women(2)

60
years of average age

9
nationalities represented
Canada China Colombia
United States France Greece
India Morocco
United Kingdom

64%
of binational or non-French directors

Board seniority



(1) *Excluding directors representing the employees in accordance with the AFEP-MEDEF code (§10.3).*

(2) *Excluding directors representing the employees in accordance with article L.225-27-1 of the French Commercial Code.*

/ LIST OF DIRECTORS IN OFFICE

	Personal information				Experience	Position within the Board			
	Age	Gender	Nationality	Number of shares	Number of directorships in listed companies(1)	Date of first appointment	End of term of office(2)	Seniority	Member of a Committee
CHAIRMAN OF THE BOARD									
Moulay Hafid Elalamy *Independent director*	65	M		200	0	BM 03/06/2024	2027 GM	1 y 1 m	RAC
EXECUTIVE OFFICER									
Daniel Julien *Chief Executive Officer*	72	M		1,246,980	0	05/31/2011	2027 GM	35 y (3)	–
INDEPENDENT DIRECTORS									
Varun Bery	66	M		400	0	04/13/2023	2026 GM	2 y	–
Brigitte Daubry	61	W		10,765	0	BM 03/06/2024	2027 GM	1 y 1 m	–
Pauline Ginestié	54	W		900	0	04/28/2016	2025 GM	8 y 11 m	ARCC
Shelly Gupta	51	W		300	0	04/14/2022	2025 GM	2 y 11 m	CSRC
Kevin Niu	40	M		200	0	BM 07/26/2023	2025 GM	1 y 8 m	RAC
Christobel Selecky	70	W		250	1	05/07/2014	2026 GM	10 y 11 m	RAC (C)
Angela Maria Sierra-Moreno	70	W		456	0	05/07/2014	2026 GM	10 y 11 m	CSRC (C)
Carole Toniutti	54	W		368	0	04/14/2022	2025 GM	2 y 11 m	ARCC (C)
NON-INDEPENDENT DIRECTORS									
Alain Boulet	75	M		600	0	05/31/2011	2026 GM	13 y 10 m	ARCC
Jean Guez	79	M		1,000	0	01/29/2010	2025 GM	15 y 2 m	–
DIRECTORS REPRESENTING THE EMPLOYEES									
Véronique de Jocas	42	W		2,251	0	09/09/2020	2026	4 y 7 m	RAC
Evangelos Papadopoulos	42	M		0	0	11/02/2020	2026	4 y 5 m	CSRC

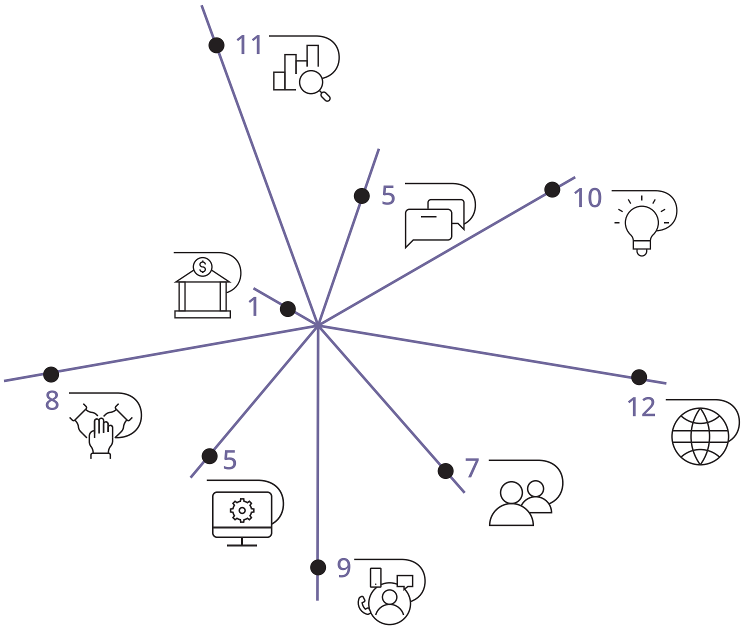
(1) In companies other than the Company.

(2) It is specified that the Company has adopted a system of staggering of terms, which explains why expiry dates vary.

(3) It is reminded that Mr. Daniel Julien is the historical founder of the Group. The initial date of appointment indicated corresponds to the date of change of governance adopted by the shareholders' meeting.

RAC: Remuneration and Appointments Committee. ARCC: Audit, Risk and Compliance Committee. CSRC: CSR Committee. C: Committee Chair. BM: Board Meeting. GM: General Meeting.

/ MATRIX OF DIRECTORS' SKILLS AND EXPERTISE



1 to 12: number of directors with the skills and expertise.

Finance
Expertise and/or experience of corporate finance, audit and control processes, risks management and insurance, accounting, mergers and acquisitions and banking sector.

Communication/Marketing and Sales
Expertise and/or experience of the communication, marketing and sales professions.

Management experience in international companies/entrepreneurship
Experience in general management of entities or groups with an international footprint and setting up of new businesses.

International experiences
Experience acquired within international groups.

Expertise in terms of sustainability
Expertise and/or experience in social, environmental and corporate matters.

Knowledge of the Teleperformance business sector
Experience in the client relations sector and knowledge of the Group's operations.

Digital – Technologies
Expertise and knowledge in terms of new technologies and digital innovation of companies and tools.

Knowledge of key clients and sectors
Expertise and/or experience in Teleperformance's clients' business sectors (health, banking, telecommunications, etc.).

Public institutions
Expertise and/or experience in terms of public institutions.

The Committees of the Board in 2024

The Remuneration and Appointments Committee

Christobel Selecky
Chair, independent

Moulay Hafid Elalamy**
Member, independent

Véronique de Jocas
Member, director representing the employees

Kevin Niu
Member, independent

1 Independent chair

100% of independent directors*

1 director representing the employees

0 executive officer

Excluding directors representing the employees in accordance with the AFEP-MEDEF code (§10.3).

** *In the context of the separation of the functions of chairman of the board of directors and chief executive officer, the non-executive chairman can be a member of the appointments committee (§18.3 of the AFEP-MEDEF code).*

The Audit, Risk and Compliance Committee

Carole Toniutti
Chair, independent

Alain Boulet
Member

Pauline Ginestié
Member, independent

1 Independent chair

67% A majority of independant directors

0 Executive officer

3 Members having specific financial, accounting and statutory audit skills*

* *Those skills, required to perform their duty of due diligence and to accomplish their duties, are characterized by their professional experience, which they have acquired in senior management positions in companies, banks, or working for an audit firm or in the capacity of chartered accountant or statutory auditor, as described in section 4.1.2.1 of the universal registration document for 2024.*

The CSR Committee

Angela Maria Sierra-Moreno
Chair, independent

Shelly Gupta
Member, independent

Evangelos Papadopoulos
Member, director representing the employees

1 Independent chair

100% of independent members*

* *Excluding directors representing the employees in accordance with the AFEP-MEDEF code (§10.3).*

The Management Committee

Composition of the Management Committee

10 members of the Executive Committee

Daniel Julien
Chief Executive Officer

Thomas Mackenbrock
Deputy Chief Executive Officer

Olivier Rigaudy
Deputy Chief Executive Officer and Global Chief Financial Officer

João Cardoso
Chief Innovation and Digital Officer

Luciana Cemerka
Chief Marketing Officer

Miranda Collard
Global Chief Client Officer

Éric Dupuy
Global Chief Business Development Officer

Agustin Grisanti
Chief Operating Officer of Core Services

Scott Klein
Chief Executive Officer of Specialized Services

Teri O'Brien
Global Chief Legal and Compliance Officer

☐ *Member of the CEO Office.*

+ **45** key Group managers → Human capital, research and development, security, technologies, operations, transformation, business development, finance, marketing, legal, CSR, Specialized Services

38% of women

14 nationalities

51 years of average age

11 years of seniority

Comprehensive composition of the Management Committee available on the Group website: www.tp.com – section "Leadership".

Proposals to the shareholders' meeting on the Board of Directors' composition

The Board of Directors, upon recommendation of the Remuneration and Appointments Committee, decided to propose to the shareholders' meeting to be held on May 21, 2025:

- the renewal of the terms of office as directors of Ms. Pauline Ginestié and Mr. Kevin Niu for three years,
- the appointment of Mr. Mehdi Ghissassi and Ms. Vera Songwe as directors in replacement of Ms. Shelly Gupta and Ms. Carole Toniutti for a period of three years, and,
- the non-renewal and non-replacement of Mr. Jean Guez as a director.

These propositions of renewals and appointments will strengthen and consolidate the skills present within the Board and its committees, helping in the alignment of expertise with the Group's development trajectory. Those different profiles will not only contribute to the process of renewing, particularly in terms of age, the Board but will also provide a valuable perspective on the Company's strategic challenges and its evolution in an environment undergoing constant transformation.

Directors, whose renewals or the appointment are proposed, meet the recommendations of the AFEP-MEDEF code with regard to the number of terms of office held. They therefore benefit from the availability necessary to be involved, and continue to be involved, in the works of the Board and its Committees.

With regards to the independence status, it is reminded that the Board of Directors applies all the criteria defined by the AFEP-MEDEF code. In connection with the proposed renewals and the review of candidates for the position of director, the Remuneration and Appointments Committee considered that Ms. Ginestié and Mr. Niu continued to meet all the conditions required to ensure their independence allowing them to be qualified as independent in accordance with these criteria. With regards to Ms. Songwe and Mr. Ghissassi, they were also qualified as independent.

Consequently, if the shareholders' meeting approves all the propositions submitted:

- **the Board's independence rate**, this quality being defined according to all the criteria of the AFEP-MEDEF code and retained by the Company, will be **at 82%**.(1)

  The Company will thus continue to comply with the recommendations of this code concerning the **proportion of independent directors** on the Board and its committees;
- **the balanced gender representation within the Board** will continue to comply with the applicable legal provisions, with 5 women and 6 men;
- **a strong internationalization at the Board will be maintained** with ten nationalities represented;
- **a strong expertise and knowledge** of the Group, its business and specificities necessary for the good functioning of the Board will also be **maintained.**

After the meeting(2)

1
Independent Chair

2
directors representing the employe

82%
of independent directors (1)

45%
of women(2)

58
years of average age

10
nationalities represented
Cameroon Canada China Colombia
France Greece India Morocco
United Kingdom United States

64%
of binational or non-French directors

(1) Excluding directors representing the employees in accordance with the AFEP-MEDEF code (§10.3).
(2) Excluding directors representing the employees in accordance with article L.225-27-1 of the French Commercial Code.

(1) Excluding directors representing the employees in accordance with the AFEP-MEDEF code (§ 10.3).
(2) Subject to the approval by the Shareholders' Meeting of resolutions 17 to 21.

Information related to directors whose renewal or appointment is proposed

Renewal of the term of office as a director proposed under the 17th resolution

Skills

Pauline Ginestié

Independent Director
Member of the Audit, Risk and Compliance Committee

54 years old

Nationalities
French and British

Number of shares held
900

Attendance rate over the last 3 years
97%

Expertise and experience

Born on December 30, 1970, Pauline Ginestié holds an MBA from the Columbia Business School of Columbia University in New York, a diploma in Economics and Finance from Sciences-Po Paris and a Masters degree in English Literature from the Paris-X University. She started her career as an auditor with Pricewaterhouse Coopers in Paris. In 1999, she joined NetValue USA as product and project manager, before moving to Register.com in 2001.

She became a freelance digital business consultant in 2002 and developed an interest in user experience, leading to a Master of Sciences in Human Computer Interaction/Ergonomics from university College London. She then joined Foviance, a user experience consultancy, before going freelance in 2012 as a customer experience consultant. More recently she has been building on her knowledge of human behaviour to develop an executive and leadership coaching practice. She obtained her "Transformational coach" diploma from Animas in 2021.

Ms. Pauline Ginestié was appointed a director at the shareholders' meeting held on April 28, 2016.

Current directorships

Teleperformance Group
None

Other (non-listed companies)
- director of Vivar Global ltd. (UK)

Directorships expired within the last five years

Teleperformance Group
None

Other
- Director of PCAS (France)

Renewal of the term of office as a director proposed under the 18th resolution

Skills

Kevin Niu

Independent Director
Member of the Remuneration and Appointments Committee

40 years old

Nationality
Canadian

Number of shares held
200

Attendance rate since his cooptation
100%

Expertise and experience

Born on September 12, 1984, Dr. Kevin Niu holds a Bachelor of Science Degree in electrical engineering from the university of Illinois at Urbana-Champaign with the highest honor. He pursued his master's degree and Ph.D. studies in applied physics from Harvard University, focused on nanophotonic devices and fabrication with applications in optical and quantum information.

Dr. Niu is the founder and CEO of Urus Entertainment, a company in the development stage to create a unique avatar experience adoptable by the mass market. He is the principal driving force to expand the concept of avatar-integrated content on mobile phones and is currently leading the development of consumer-facing technologies using AI algorithms to create avatars with market-leading quality.

As a hobby project in college, he co-produced and co-presented the feature film "People Mountain People Sea", which earned a Silver Lion award at the 68th International Film Festival. Dr. Niu is a co-founder and Chief Business Advisor with Astro-Nomical Entertainment, which initiated the Emmy-nominated Netflix series "A Tale Dark & Grimm". His interest in entertainment also led him to co-produce the Tony Award-nominated play "Of Mice and Men", earning a Drama Desk Award, setting a new box office record at the Longacre Theater. He is a member of the Producers Guild of America.

Dr. Kevin Niu was co-opted to the Board of Directors of the Company on July 26, 2023 and this cooptation was ratified by the shareholders' meeting to be held on May 23, 2024.

Current directorships

Teleperformance Group
None

Other (non-listed companies)

- Chairman of Urus Entertainment, Inc. (USA)

Directorships expired within the last five years

Teleperformance Group
None

Other
None

Appointment as a director proposed under the 19th resolution

Skills

Mehdi Ghissassi

42 years old

Nationalities
Moroccan, French and British

Number of shares held
0

Expertise and experience

Born on April 24, 1982, Mr. Medhi Ghissassi earned a double Master of Science degree in Engineering with majors in Computer Science and Applied Mathematics from both École Polytechnique Paris and École Nationale des Ponts et Chaussées. He also holds a Master of Science in International Affairs from Sciences Po Paris and an MBA from Columbia Business School.

Mr. Ghissassi is a prominent figure in AI product management. He joined Google in 2012, where he helped develop new products for the enterprise market, particularly Google Cloud, as well as products for emerging markets in Africa and Southeast Asia.

From 2016 to 2024, he served as Head of Applied AI Product Incubation and later as Director of Product Management at Google DeepMind and Google Brain. He has extensive experience in building AI products and has worked closely with engineering and cross-functional teams to translate cutting-edge AI research into globally used products that reach billions of users.

Mr. Ghissassi is currently the Chief Product Officer at AI71, an Abu Dhabi-based artificial intelligence company.

He also serves as an independent member of the supervisory board of Société Générale Maroc.

Current directorships

Teleperformance Group
None

Other (non-listed companies)
- Member of the supervisory board of Société Générale Maroc

Directorships expired within the last five years

Teleperformance Group
None

Other
None

Appointment as a director proposed under the 20th resolution

Skills

Vera Songwe

56 years old

Nationality
Cameroonian

Number of shares held
0

Expertise et expérience

Born on August 31, 1968, Ms. Vera Songwe holds a bachelor's degree in economics and political science from the University of Michigan, a diploma of advanced studies in economics and political science, a master's degree in law and economics and a PH.D. in mathematical economics from the Catholic University of Louvain. She is a non-resident Senior fellow at the Brookings Institution.

With more than 25 years of professional experience, Ms. Songwe has contributed to the creation of companies, as well as to the development, research and implementation of policies particularly in macro-stability and banking and financial innovation. She has extensive analytical and practical experience in emerging markets and developing countries. Over the last two years she has focused her work on monetary policy, prudential regulation, and the cost of capital for emerging market economies. She spent a year and a half at the Bank for International Settlements as a senior advisor to the Financial Stability Institute.

Recognized for her work on climate finance she co-chairs the Independent High Level Expert Group (IHLEG) on Finance for Climate Action and has worked with the last four COP presidencies, Egypt, UAE, Azerbaidjan and Brazil to chart the finance agenda. She has also supported the India and Brazil G20 presidencies contributing policy advice to improve the Impact of Multilateral Development Banks as well as policies to unlock capital flows to emerging market economies.

Vera Songwe was the first woman in 60 years to run the United Nations Economic Commission for Africa (ECA) as a United Nations Under Secretary General. In this role she provided macroeconomic and structural policy advice to governments while working to attract private sector investment to the continent. She was one of the champions behind the adoption by African Heads of States of the African Continental Free Trade Agreement, landmark development and integration legislation. The ECA under her leadership also developed the first digital Strategy for Africa adopted by the African Union leadership.

Prior joining the UN Ms. Songwe held several senior roles at the World Bank and International Finance Corporation (IFC). At the World Bank she worked for over a decade on East Asia and the Pacific including spending four years in the Philippines as the lead economist. As Regional Director for West and Central Africa for the IFC she financed renewable energy projects across the region, supported massive improvements in the doing business environments in the region and contributed to the fast rise in PPP and Independent Power Producer projects across the regions.

As an entrepreneur, Vera Songwe founded three business ventures, including a women's impact fund incubated by Standard Bank, a cybersecurity school in association with IBM, and an emerging markets repo facility in collaboration with the Bank of New York Mellon.

Ms. Songwe is a member of several advisory boards, including the Mastercard Africa Catalytic Impact Fund (ACIF), the GFANZ Africa Board, and the Mo Ibrahim Board.

Current directorships

Teleperformance Group	Other
None.	None.

Directorships expired within the last five years

Teleperformance Group	Other
None.	None.

06. Resolutions proposed by the Board of Directors

As an ordinary shareholders' meeting

FIRST RESOLUTION

Approval of the statutory financial statements for the year ended December 31, 2024

The shareholders' meeting, having met the quorum and majority requirements for ordinary shareholders' meetings, having considered the reports of the Board of Directors and of the statutory auditors for the year ended December 31, 2024, approves the statutory financial statements as presented to them, which show a profit of €148,996,304.20 as well as the transactions recorded in said financial statements and summarized in said reports.

SECOND RESOLUTION

Approval of the consolidated financial statements for the year ended December 31, 2024

The shareholders' meeting, having met the quorum and majority requirements for ordinary shareholders' meetings, having considered the reports of the Board of Directors and of the statutory auditors on the consolidated financial statements for the year ended December 31, 2024, approves said financial statements as presented to them, which show a profit (Group share) of €523 million, as well as the transactions recorded in said financial statements and summarized in said reports.

THIRD RESOLUTION

Appropriation of 2024 results – Determination of dividend amount and payment date

The shareholders' meeting, having met the quorum and majority requirements for ordinary shareholders' meetings, hereby resolves, upon recommendation of the Board of Directors, to appropriate the profit for the financial year ended December 31, 2024 of an amount of €148,996,304.20, as follows:

ORIGIN	
Profit for the year:	€148,996,304.20
Plus Retained Earnings, *i.e.:*	€1,506,906,745.97
Representing a distributable profit of:	€1,655,903,050.17
ALLOCATION	
Distributed to the shareholders by way of dividends for:	€251,472,333.00
Allocated to the "Retained Earnings" account for:	€1,404,430,717.17
The "Retained Earnings" account is thus increased to:	€1,404,430,717.17

The shareholders' meeting notes that the gross dividend per share is set at €4.2.

When paid to individuals having their tax residence in France, the dividend is subject either to a single flat-rate levy on the gross dividend at a flat rate of 12.8% (article 200 A, 1. A and B of the French General Tax Code), or, at the taxpayer's express, irrevocable and global option, to an income tax on a progressive scale after, in particular, a 40% tax credit (articles 200 A, 2. and 158 of the French General Tax Code). The dividend is also subject to social security contributions at a rate of 17.2%.

The ex-dividend date is set on May 26, 2025 and this dividend will be paid on May 28, 2025.

In the event of a difference in the number of shares entitled to dividends compared to the 59,874,365 shares comprising the share capital as of February 27, 2025, the total dividend amount will be adjusted accordingly and the amount appropriated to the Retained Earnings account will be calculated on the basis of dividends actually paid.

Pursuant to article 243 *bis* of the French General Tax Code, the shareholders' meeting acknowledges that the following dividends and incomes were distributed in respect of the previous three financial years:

Financial year	Income eligible for deduction		Income not eligible for deduction
	Dividends	Other income distributed	
2021	€193,834,000.00[1] *i.e.* €3.30 per share[2]	-	-
2022	€227,615,241.70[1] *i.e.* €3.30 per share	-	-
2023	€244,255,757.90[1], *i.e.* €3.85 per share	-	-

(1) *Including the amount of unpaid dividends corresponding to treasury shares allocated to Retained Earnings.*

(2) *Including the distribution of an additional amount of €6,886,610.14 deducted from the "other reserves" item of the "other reserves" account.*

FOURTH RESOLUTION

Approval of the regulated agreement entered into between Teleperformance SE, Teleperformance Global BPO (UK) Limited and Mr. Bhupender Singh

The shareholders' meeting, having met quorum and majority requirements for ordinary shareholders' meetings, having considered the report of the board of directors and the special report of the statutory auditors on regulated agreements set forth by articles L. 225-38 *et seq.* of the French Commercial Code as presented to them, approves the regulated agreement authorized by the Board of Directors of August 28, 2024, entered into between Teleperformance SE, Teleperformance Global BPO (UK) Limited and Mr. Bhupender Singh, as mentioned in said special report.

FIFTH RESOLUTION

Approval of the regulated agreement entered into between Teleperformance SE and Mr. Thomas Mackenbrock

The shareholders' meeting, having met quorum and majority requirements for ordinary shareholders' meetings, having considered the report of the board of directors and the special report of the statutory auditors on regulated agreements set forth by articles L. 225-38 *et seq.* of the French Commercial Code as presented to them, approves the regulated agreement authorized by the Board of Directors of August 28, 2024, entered into between Teleperformance SE and Mr. Thomas Mackenbrock mentioned in said special report.

SIXTH RESOLUTION

Approval of the information referred to in paragraph I of Article L. 22-10-9 of the French Commercial Code for all of the Company's corporate officers

The shareholders' meeting, having met the quorum and majority requirements for ordinary shareholders' meetings and pursuant to the provisions of article L. 22-10-34 I of the French Commercial Code, approves the information referred to in article L. 22-10-9 I of the French Commercial Code for all of the Company's directors and executive officers, as presented in the corporate governance report included in the Universal Registration Document for the year ended December 31, 2024, chapter 4, sections 4.2.1 and 4.2.2.

SEVENTH RESOLUTION

Approval of the fixed, variable and exceptional elements comprising the total remuneration and the benefits of all kind paid in the 2024 financial year or granted in respect of the 2024 financial year to Mr. Daniel Julien, Chairman and Chief Executive Officer until August 28, 2024 and Chief Executive Officer since that date

The shareholders' meeting, having met the quorum and majority requirements for ordinary shareholders' meetings and pursuant to the provisions of article L. 22-10-34 II of the French Commercial Code, approves the fixed, variable and exceptional elements comprising the total remuneration and the benefits of all kind paid in the 2024 financial year or granted in connection with the 2024 financial year, to Mr. Daniel Julien, Chairman and Chief Executive Officer until August 28, 2024 and Chief Executive Officer since that date, as presented in the corporate governance report included in the Universal Registration Document for the year ended December 31, 2024, chapter 4, sections 4.2.1, 4.2.2.2.1 and 4.2.2.2.2 A.

EIGHTH RESOLUTION

Acknowledgement and approval, where necessary, of the absence of any remuneration element (fixed, variable or exceptional) and of any benefit of all kind paid in the 2024 financial year or granted in respect of the 2024 financial year to Mr. Moulay Hafid Elalamy, Chairman of the Board of Directors since August 28, 2024

The shareholders' meeting, having met the quorum and majority requirements for ordinary shareholders' meetings and pursuant to the provisions of article L. 22-10-34 II of the French Commercial Code, acknowledges and approves, where necessary, the absence (i) of any remuneration element (fixed, variable or exceptional) and (ii) of any benefit of all kind paid in the 2024 financial year or granted in connection with the 2024 financial year, to Mr. Moulay Hafid Elalamy, in respect of his term of office as Chairman of the Board of Directors for the period from August 28, 2024 (effective date of this term of office) to December 31, 2024, in accordance with the indications mentioned in the corporate governance report included in the Universal Registration Document for the year ended December 31, 2024, chapter 4, sections 4.2.1 and 4.2.2.1.

NINTH RESOLUTION

Approval of the fixed, variable and exceptional elements comprising the total remuneration and the benefits of all kind paid in the 2024 financial year or granted in respect of the 2024 financial year to Mr. Bhupender Singh, Deputy Chief Executive Officer until August 28, 2024

The shareholders' meeting, having met the quorum and majority requirements for ordinary shareholders' meetings and pursuant to the provisions of article L. 22-10-34 II of the French Commercial Code, approves the fixed, variable and exceptional elements comprising the total remuneration and the benefits of all kind paid in the 2024 financial year or granted in connection with the 2024 financial year, to Mr. Bhupender Singh, in respect of his term of office as Deputy Chief Executive Officer for the period from January 1, 2024 to August 28, 2024, as presented in the corporate governance report included in the Universal Registration Document for the year ended December 31, 2024, chapter 4, sections 4.2.1, 4.2.2.2.1 and 4.2.2.2.2 B.

TENTH RESOLUTION

Approval of the fixed, variable and exceptional elements comprising the total remuneration and the benefits of all kind paid in the 2024 financial year or granted in respect of the 2024 financial year to Mr. Thomas Mackenbrock, Deputy Chief Executive Officer as from October 1, 2024

The shareholders' meeting, having met the quorum and majority requirements for ordinary shareholders' meetings and pursuant to the provisions of article L. 22-10-34 II of the French Commercial Code, approves the fixed, variable and exceptional elements comprising the total remuneration and the benefits of all kind paid in the 2024 financial year or granted in connection with the 2024 financial year, to Mr. Thomas Mackenbrock, in respect of his term of office as Deputy Chief Executive Officer for the period from October 1, 2024 to December 31, 2024, as presented in the corporate governance report included in the Universal Registration Document for the year ended December 31, 2024, chapter 4, sections 4.2.1, 4.2.2.2.1 and 4.2.2.2.2 C.

ELEVENTH RESOLUTION

Approval of the fixed, variable and exceptional elements comprising the total remuneration and the benefits of all kind paid in the 2024 financial year or granted in respect of the 2024 financial year to Mr. Olivier Rigaudy, Deputy Chief Executive Officer in charge of finance

The shareholders' meeting, having met the quorum and majority requirements for ordinary shareholders' meetings and pursuant to the provisions of article L. 22-10-34 II of the French Commercial Code, approves the fixed, variable and exceptional elements comprising the total remuneration and the benefits of all kind paid in the 2024 financial year or granted in connection with the 2024 financial year, to Mr. Olivier Rigaudy, in respect of his term of office as Deputy Chief Executive Officer in charge of finance, as presented in the corporate governance report included in the Universal Registration Document for the year ended December 31, 2024, chapter 4, sections 4.2.1, 4.2.2.2.1 and 4.2.2.2.2 D.

TWELFTH RESOLUTION

Approval of the remuneration policy for Directors

The shareholders' meeting, having met the quorum and majority requirements for ordinary shareholders' meetings and pursuant to the provisions of article L. 22-10-8 of the French Commercial Code, approves the remuneration policy for Directors as presented in the corporate governance report included in the Universal Registration Document for the year ended December 31, 2024, chapter 4, sections 4.2.1, 4.2.3.1 and 4.2.3.2.

THIRTEENTH RESOLUTION

Approval of the remuneration policy for the Chairman of the Board of Directors

The shareholders' meeting, having met the quorum and majority requirements for ordinary shareholders' meetings and pursuant to the provisions of article L. 22-10-8 of the French Commercial Code, approves the remuneration policy for the Chairman of the Board of Directors, as presented in the corporate governance report included in the Universal Registration Document for the year ended December 31, 2024, chapter 4, sections 4.2.1, 4.2.3.1 and 4.2.3.3.

FOURTEENTH RESOLUTION

Approval of the remuneration policy for the Chief Executive Officer

The shareholders' meeting, having met the quorum and majority requirements for ordinary shareholders' meetings and pursuant to the provisions of article L. 22-10-8 of the French Commercial Code, approves the remuneration policy for the Chief Executive Officer, as presented in the corporate governance report included in the Universal Registration Document for the year ended December 31, 2024, chapter 4, sections 4.2.1, 4.2.3.1 and 4.2.3.4.1.

FIFTEENTH RESOLUTION

Approval of the remuneration policy for the Deputy Chief Executive Officer

The shareholders' meeting, having met the quorum and majority requirements for ordinary shareholders' meetings and pursuant to the provisions of article L. 22-10-8 of the French Commercial Code, approves the remuneration policy for the Deputy Chief Executive Officer, as presented in the corporate governance report included in the Universal Registration Document for the year ended December 31, 2024, chapter 4, sections 4.2.1, 4.2.3.1 and 4.2.3.4.2.

SIXTEENTH RESOLUTION

Approval of the remuneration policy for the Deputy Chief Executive Officer in charge of finance

The shareholders' meeting, having met the quorum and majority requirements for ordinary shareholders' meetings and pursuant to the provisions of article L. 22-10-8 of the French Commercial Code, approves the remuneration policy for the Deputy Chief Executive Officer in charge of finance, as presented in the corporate governance report included in the Universal Registration Document for the year ended December 31, 2024, chapter 4, sections 4.2.1, 4.2.3.1 and 4.2.3.4.3.

SEVENTEENTH RESOLUTION

Renewal of the term of office of Ms. Pauline Ginestié as a director

The shareholders' meeting, having met the quorum and majority requirements for ordinary shareholders' meetings, noting that the term of office of Ms. Pauline Ginestié as a director expires on the date hereof, decides to renew her term of office for a three-year term, which will expire at the close of the shareholders' meeting to be held in 2028 to approve the financial statements for the previous financial year.

EIGHTEENTH RESOLUTION

Renewal of the term of office of Mr. Nan Niu as a director

The shareholders' meeting, having met the quorum and majority requirements for ordinary shareholders' meetings, noting that the term of office of Mr. Nan Niu as a director expires on the date hereof, decides to renew his term of office for a three-year term, which will expire at the close of the shareholders' meeting to be held in 2028 to approve the financial statements for the previous financial year.

NINETEENTH RESOLUTION

Appointment of Mr. Mehdi Ghissassi, as a director, to replace Ms. Shelly Gupta

The shareholders' meeting, having met the quorum and majority requirements for ordinary shareholders' meetings, resolves to appoint Mr. Mehdi Ghissassi, as a director to replace Ms. Shelly Gupta whose term of office expires on the date hereof, for a three-year term, which will expire at the close of the shareholders' meeting to be held in 2028 to approve the financial statements for the previous financial year.

TWENTIETH RESOLUTION

Appointment of Ms. Vera Songwe, as a director, to replace Ms. Carole Toniutti

The shareholders' meeting, having met the quorum and majority requirements for ordinary shareholders' meetings, resolves to appoint Ms. Vera Songwe, as a director to replace Ms. Carole Toniutti whose term of office expires on the date hereof, for a three-year term, which will expire at the close of the shareholders' meeting to be held in 2028 to approve the financial statements for the previous financial year.

TWENTY-FIRST RESOLUTION

Non-renewal and non-replacement of Mr. Jean Guez as a director

The shareholders' meeting, having met the quorum and majority requirements for ordinary shareholders' meetings, noting that the term of office of Mr. Jean Guez as a director expires on the date hereof, decides not to renew his term of office, nor to replace him as a director.

TWENTY-SECOND RESOLUTION

Authorization to be given to the Board of Directors to allow the Company to repurchase its own shares pursuant to the provisions of article L. 22 10-62 of the French Commercial Code, duration of the authorization, purposes, conditions, cap, non exercise during public offerings

The shareholders' meeting, having met the quorum and majority requirements for ordinary shareholders' meetings, and having considered the report of the Board of Directors, authorizes the Board of Directors, for a period of 18 months, pursuant to the provisions of articles L. 22-10-62 *et seq.* and L. 225-210 *et seq.* of the French Commercial Code, to purchase Company shares, on one or more occasions, at such times as it shall determine, within the limit of 10% of the number of shares comprising the share capital as of the day of the present meeting, adjusted, where applicable, to take account of any capital increases or reductions carried out during the repurchase program.

This authorization cancels and supersedes the authorization granted to the Board of Directors by the shareholders' meeting held on May 23, 2024 in its 21st ordinary resolution.

Company shares may be repurchased for the purposes of:

- stimulating the secondary market or ensuring 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 bought, after deduction of the number of shares resold;
- retaining the purchased shares and subsequently delivering them as consideration of an exchange or as payment in connection with potential mergers, demergers, contributions or 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, including economic interests groups and affiliated companies, 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, including economic interests groups and affiliated companies;
- ensuring the coverage of securities giving rights to the allotment of Company shares pursuant to the regulations in force;
- possibly cancelling the repurchased shares, pursuant to the authorization granted or to be granted by the Extraordinary shareholders' meeting; and
- carrying out, in general, any other transactions permitted under current regulations.

These purchases may be carried out by any means, including by means of acquisition of blocks of shares, and at such times as the Board of Directors shall determine. The Company reserves the right to use options or derivative instruments, subject to applicable regulations.

The Board of Directors 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.

The maximum purchase price is set at €250 per share. In the event of equity transactions, including stock splits, reverse stock splits and allocation of shares under no consideration to shareholders, the aforementioned amount will be adjusted in the same proportions (multiplier equal to the ratio between the number of shares comprising the share capital before the transaction and said number of shares after the transaction).

The maximum amount of the transaction is set at €1,496,859,000.

The shareholders' meeting hereby grants all powers to the Board of Directors, with the ability to further delegate, to carry out these transactions, to set the terms and conditions thereof, to carry out, where applicable, any adjustments related to transactions involving the Company's share capital, to enter into any agreements and to complete all formalities and statements and, generally, to do all that is required for the implementation of the present authorization.

TWENTY-THIRD RESOLUTION

Approval of the amendment of the levels of achievement of the internal financial criteria of performance related to the acquisition of the performance shares granted under the 230726TP Performance Shares Plan dated July 26, 2023

The shareholders' meeting, having considered the report of the Board of Directors:

- takes note of the amendment contemplated by the Board of Directors, relating to the levels of achievement of the organic growth criteria for consolidated revenue and free cash flow levels adopted, as part of the performance share plan 230726TP, by the Board of Directors on July 26 2023, as presented in the Universal Registration Document for the year ended December 31, 2024, chapter 6, section 6.2.6.3;
- notes that this amendment is intended to be implemented by the Board of Directors after this meeting for all the beneficiaries of the above-mentioned plan;
- approves, to the extent necessary, the above-mentioned amendment and its application to the executive beneficiaries of Teleperformance SE.

As an extraordinary shareholders' meeting

TWENTY-FOURTH RESOLUTION

Authorization to be given to the Board of Directors to cancel the shares repurchased by the Company pursuant to the provisions of article L. 22-10-62 of the French Commercial Code, duration of the authorization, cap

The shareholders' meeting, having met the quorum and majority requirements for extraordinary shareholders' meetings, pursuant to the provisions of article L. 22-10-62 of the French Commercial Code, having considered the reports of the Board of Directors and of the statutory auditors:

1) authorizes the Board of Directors, with the authority to sub-delegate, to cancel, on its own decisions, on one or several occasions, all or part of the shares that the Company holds or may hold further to repurchases carried out pursuant to article L. 22-10-62 of the French Commercial Code, subject to the limit of 10% of the share capital calculated on the day of the cancellation decision, after deducting the shares that may have been cancelled during the 24 previous months, and to reduce the share capital accordingly in accordance with applicable legal and regulatory provisions;
2) sets at 26 months, as of the date of this meeting, the term of validity of the present authorization, and notes that this authorization cancels, as from this date, and, where applicable, for the outstanding part, any previous authorization having the same purpose;
3) grants full powers to the Board of Directors, with the ability to further delegate under the conditions set by law, for the purposes of carrying out the required transactions further to such cancellations and subsequent share capital reductions, amending the articles of association accordingly and completing all necessary formalities.

TWENTY-FIFTH RESOLUTION

Delegation of authority to be given to the Board of Directors to increase the share capital by capitalization of reserves, profits and/or premiums, maximum nominal amount of share capital increases, treatment of fractional shares

The shareholders' meeting, having met the quorum and majority requirements for ordinary shareholders' meetings, having considered the report of the Board of Directors and pursuant to the provisions of articles L. 225-129-2, L. 225-130 et L. 22-10-50 of the French Commercial Code:

1) delegates its powers to the Board of Directors, with the ability to further delegate under the conditions set by law, for the purpose of increasing the share capital, on one or more occasions, at the times it shall determine and under the terms and conditions it shall deem fit, by capitalization of reserves, profits, premiums or other amounts that may be capitalized, by issuing or granting bonus shares or by increasing the nominal value of existing ordinary shares, or by a combination of these two methods;
2) hereby resolves that the value of the capital increases that can be carried out pursuant to the present resolution shall not exceed a nominal value of €142 million, excluding the nominal amount necessary to preserve, as required by law and, where applicable, by contractual stipulations providing for other cases of adjustment, the rights of right holders or of bearers of securities giving access to the Company's share capital.

   This cap is independent of all caps set out in the other resolutions of the present meeting;
3) resolves that, should the Board of Directors use this authority, pursuant to the provisions of articles L. 225-130 and L. 22-10-50 of the French Commercial Code, in the event of a share capital increase in the form of bonus shares allocations, the rights constituting fractional shares shall neither be negotiable nor transferable and that the corresponding shares shall be sold, the proceeds of the sale being allocated to the rights holders within the time limit specified by applicable regulations;
4) sets at 26 months, as of the date of this meeting, the term of validity of the present delegation, and notes that this delegation cancels, as from this date, and, where applicable, for the outstanding part, any previous delegation having the same purpose;
5) grants full powers to the Board of Directors, with the ability to further delegate under the conditions set by law, to implement this delegation pursuant to legal provisions, and more generally taking all steps to carry out all necessary formalities for proper completion of each share capital increase, acknowledging completion thereof, deducting all amounts required to maintain the statutory reserve at one tenth of the new capital after every share capital increase and amending the articles of association accordingly.

TWENTY-SIXTH RESOLUTION

Delegation of authority to be given to the Board of Directors for the issue of ordinary shares and/or securities giving access to the capital (of the Company or of a subsidiary) and/or to debt instruments, with application of the preferential subscription rights for shareholders, duration of the delegation, maximum nominal amount of capital increase, option to offer the unsubscribed securities to the public, non-exercise during public offerings

The shareholders' meeting, having met the quorum and majority requirements for extraordinary shareholders' meetings, having considered the report of the Board of Directors and the special report of the statutory auditors, and pursuant to the provisions of the French Commercial Code, in particular, to its articles L. 225-129-2, L. 228-92 and L. 225-132 *et seq.:*

1) delegates its authority to the Board of Directors, with the ability to further delegate under the conditions set by law, for the purposes of carrying out capital increases, in France or abroad, free of charge or for consideration, on one or several occasions, in proportions and at times that it shall determine, either in euros or in foreign currencies, or in any other monetary unit established by reference to a basket of currencies, with application of the preferential subscription rights of shareholders; of:
   - ordinary shares,
   - and/or securities giving access to capital and/or debt instruments.

   In accordance with article L. 228-93 of the French Commercial Code, securities to be issued could give access to ordinary shares to be issued by any company in which the Company holds directly or indirectly more than half of the share capital (a "subsidiary").
2) resolves that the maximum nominal amount of ordinary shares that may be issued, whether immediately or in the future, pursuant to this delegation of powers shall not exceed €50 million (*i.e.,* on an indicative basis 33.4% of the share capital as of December 31, 2024), it being specified that (i) will be added to this cap, if applicable, the nominal amount of the capital increase required to preserve as required by law and, where applicable, by contractual stipulations providing for other

preservation modalities, the rights of right holders or of bearers of securities giving access to the Company's capital and (ii) that this cap represents the overall nominal cap for share capital increases that may be carried out under the present authorization and the authorizations granted in 27th, 28th and 30th resolutions of this meeting and that the total nominal amount of the share capital increases carried out under these resolutions is deductible from this overall cap (excluding any nominal amount of the capital increase required to preserve as required by law and, where applicable, by contractual stipulations providing for other preservation modalities, the rights of right holders or of bearers of securities giving access to the capital).

The nominal amount of debt instruments on the Company that may be issued pursuant to this delegation shall not exceed €1,500 million. The maximum nominal amount of the debt instruments that may be issued pursuant to the 27th and 28th resolutions of this meeting will be deducted from this amount;

3) hereby resolves that the shareholders may, in accordance with applicable legal provisions, exercise their preferential subscription right on an irrevocable basis with respect to ordinary shares and securities that may be issued pursuant to this delegation, and that the Board of Directors may confer on shareholders a preferential subscription right on a revocable basis that they may exercise in proportion to the subscription rights they hold and, in any case, within the limit of their requests;
4) hereby resolves, in accordance with applicable legal provisions, that if the irrevocable subscription and, where applicable, the revocable subscriptions, have not absorbed the entire issue as referred to in 1) above, the Board of Directors may choose, and in such order as it shall determine, to apply the following options:
   - limit the amount of the issue to the amount of subscriptions, within the limits prescribed by the regulations,
   - freely allocate all or part of the unsubscribed securities,
   - offer to the public all or part of the unsubscribed securities;
5) hereby resolves that issues of Company share warrants may be carried out by way of a subscription offer, as well as by way of bonus allocation to existing shareholders, it being specified that the Board of Directors shall have the ability to decide that allocation rights constituting fractional shares shall not be negotiable and that the corresponding securities shall be sold;
6) resolves that the Board of Directors shall, within the limits set above, be vested with the necessary powers, with the ability to further delegate under the conditions set by law, particularly for the purposes of setting the terms for the issue(s), determining the form, nature and characteristics of securities giving access to the capital, setting the issue prices and the methods for paying up shares and any other securities to be issued and where applicable, recording the completion of consecutive capital increases, amending the articles of Association accordingly, taking, if necessary, all measures to preserve the rights of holders of securities giving access to the capital, charging, on its sole initiative, the costs of capital increases to the premiums relating thereto and drawing from such premiums the amounts required to bring the statutory reserve to one-tenth of the new share capital after each capital increase and generally, completing all necessary measures, entering into all agreements and carrying out all formalities to properly complete the intended issues;
7) resolves that the Board of Directors shall not, unless previously authorized by the shareholders' meeting, use this delegation of powers 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;
8) sets at 26 months, as of the date of this meeting, the term of validity of this delegation and duly notes that this delegation cancels, as from this date, and, where applicable, for the outstanding part, any previous delegation for the same purpose.

TWENTY-SEVENTH RESOLUTION

Delegation of authority to be given to the Board of Directors for the issue of ordinary shares and/or securities giving access to the capital (of the Company or of a subsidiary) and/or debt instruments, without preferential subscription rights for shareholders, with the option to confer a priority right, by public offering (except offers referred to in paragraph 1 of article L. 411-2 of the French Monetary and Financial Code) and/or as consideration for securities transferred under a public exchange offer, duration of the delegation, maximum nominal amount of capital increases, issue price, option to limit the issue to the amount of subscriptions or to distribute unsubscribed securities, non-exercise during public offerings

The shareholders' meeting, having met the quorum and majority requirements for extraordinary shareholders' meetings, having considered the report of the Board of Directors and the special report of the statutory auditors, and pursuant to the provisions of the French Commercial Code, in particular its articles L. 225-129-2, L. 225-136, L. 22-10-51, L. 22-10-54 and L. 228-92:

1) delegates its authority to the Board of Directors, with the ability to further delegate under the conditions set by law, for the purpose of carrying out, in France or abroad, the issue, on one or more occasions, in such proportions and at such times as it shall determine, by way of public offering except for offers referred to in paragraph 1 of article L. 411-2 of the French Monetary and Financial Code, either in euros or in foreign currencies, or in any other monetary unit established by reference to a basket of currencies, of:
   - ordinary shares,
   - and/or securities giving access to capital and/or debt instruments.

   In accordance with article L. 228-93 of the French Commercial Code, securities to be issued could give access to ordinary shares to be issued by any company in which the Company holds directly or indirectly more than half of the share capital (a "subsidiary").

   These securities may be issued in consideration for securities transferred to the Company under a public exchange offer for securities meeting the terms set forth by article L. 22-10-54 of the French Commercial Code;
2) hereby resolves that the maximum nominal amount of ordinary shares that may be issued, whether immediately or in the future, pursuant to this delegation, shall not exceed €14.5 million (*i.e.* on an indicative basis, 9.69% of the share capital as of December 31, 2024) it being specified (i) that will be added to this cap, if applicable, the nominal amount of the capital increase required to preserve as required by law and, where applicable, by contractual stipulations providing for other preservation modalities, the rights of right holders or of bearers of securities giving access to the Company's capital; (ii) that this cap represents the overall nominal sub-cap on which will be deducted any share capital increase carried out under the 28th and 30th resolutions of this meeting (excluding any nominal amount of the capital increase required to preserve as required by law and, where applicable, by contractual stipulations providing for other preservation modalities, the rights of right

holders or of bearers of securities giving access to the capital); and (iii) that this overall nominal sub-cap will be deductible from the overall cap for share capital increases of €50 million set by the 26th resolution of this meeting or, if applicable, from the overall cap set by a resolution of the same nature which could replace said resolution during the term of validity of this delegation of authority.

The nominal amount of the debt instruments on the Company that may be issued pursuant to this delegation shall not exceed €1,500 million. This amount shall be deducted from the cap on the nominal amount of debt instruments provided for in the 26th resolution of this meeting;

3) resolves to waive the preferential subscription right of shareholders on ordinary shares and securities giving access to the capital and/or to debt instruments covered by this resolution, while giving the Board of Directors the option to confer on shareholders a priority right of a minimum of 3 trading days covering the entire issue by way of a public offering pursuant to this resolution that shall be implemented by the Board of Directors in accordance with the law;
4) resolves that the amount to which the company is or will be entitled for each of the ordinary shares issued under this delegation of authority, after taking into account, where free-standing share warrants are issued, of the issue price of such warrants, shall be at least equal to the weighted average of the last three trading sessions on the regulated market of Euronext Paris preceding the start of the offer, after adjusting, if necessary, this amount to take account of the difference in entitlement date, possibly reduced by a maximum discount of 10%;
5) resolves that, in the event of securities being issued in consideration for securities transferred to the company under a public exchange offering, the Board of Directors shall, under the terms of article L. 22-10-54 of the French Commercial Code and within the foregoing limits, be vested with the necessary powers to draw up the list of securities contributed to the exchange, set the conditions for the issue, the exchange parity and, where applicable, any additional amount payable in cash, and shall determine the terms and procedures for the issue;
6) resolves that, if the subscriptions have not absorbed the entire issue as referred to in 1) above, the Board of Directors may opt as follows, to:
   - limit the amount of the issue to the amount subscribed, where applicable within the limits specified by the regulations,
   - freely allocate all or part of the unsubscribed securities;
7) resolves that the Board of Directors shall, within the limits set above, be vested with the necessary powers, with the ability to further delegate under the conditions set by law, particularly for the purposes of setting the terms of the issue(s), determining the form, nature and characteristics of the securities to be created giving access to the capital, setting the issue prices and the methods for paying up the shares and any other securities to be issued where applicable, recording the completion of the consecutive capital increases, amending the articles of association accordingly, taking, if necessary, all measures to preserve the rights of holders of securities giving access to the capital, the holders of options to subscribe or purchase shares, of rights to bonus shares, charging, on its sole initiative, the costs of capital increases against the premiums relating thereto and withdrawing from such premiums the amounts necessary to bring the statutory reserve to one-tenth of the new share capital after each capital increase and generally, completing all necessary measures, entering into all agreements and carrying out all formalities to properly complete the intended issues;
8) resolves that the Board of Directors shall not, unless previously authorized by the shareholders' meeting, use this delegation of powers 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;
9) sets at 26 months, as of the date of this meeting, the term of validity of this delegation and notes that this delegation cancels, as from this date, and, where applicable, for the outstanding part, any previous delegation for the same purpose.

TWENTY-EIGHTH RESOLUTION

Delegation of authority to be given to the Board of Directors for the issue of ordinary shares and/or securities giving access to the capital (of the Company or of a subsidiary) and/or debt instruments, without preferential subscription rights for shareholders by an offer referred to in paragraph 1 of article L. 411-2 of the French Monetary and Financial Code, duration of the delegation, maximum nominal amount of capital increases, issue price, option to limit the issue to the amount of subscriptions or to distribute unsubscribed securities, non-exercise during public offerings

The shareholders' meeting, having met the quorum and majority requirements for extraordinary shareholders' meetings, having considered the report of the Board of Directors and the special report of the statutory auditors, and pursuant to the provisions of the French Commercial Code, in particular, its articles L. 225-129-2, L. 225-136 and L. 228-92:

1) delegates its authority to the Board of Directors, with the ability to further delegate under the conditions set by law, for the purpose of carrying out, in France or abroad, the issue, on one or more occasions, in such proportions and at such times as it shall determine, by an offer referred to in paragraph 1 of article L. 411-2 of the French Monetary and Financial code, either in euros or in foreign currencies, or in any other monetary unit established by reference to a basket of currencies, of:
   - ordinary shares,
   - and/or securities giving access to capital and/or debt instruments.

   In accordance with article L. 228-93 of the French Commercial Code, securities to be issued could give access to the ordinary shares to be issued by any company in which the Company holds, directly or indirectly, more than half of the share capital (a "subsidiary");
2) hereby resolves that the maximum nominal amount of ordinary shares that may be issued, whether immediately or in the future, pursuant to this delegation, shall not exceed €7.2 million (*i.e.* on an indicative basis, 4.81% of the share capital as of December 31, 2024), amount to which will be added, if applicable, the nominal amount of the capital increase required to preserve as required by law and, where applicable, by contractual stipulations providing for other preservation modalities, the rights of right holders or of bearers of securities giving access to the Company's capital.
3) The maximum nominal amount of the share capital increases that may be carried out, whether immediately or in the future, under the present delegation of authority (excluding any nominal amount of the capital increase required to preserve as required by law and, where applicable, by contractual stipulations providing for other preservation modalities, the rights of right holders or of bearers of securities giving access to the capital) will be deducted from the overall nominal sub-cap for capital increases set by the 27th resolution of this meeting, which is to be deducted from the overall nominal cap for capital increases set by the 26th resolution of this meeting, or, if applicable, on the amount of the caps set by resolutions of the

same nature which could replace said resolutions during the term of validity of the present delegations.

The nominal amount of the debt instruments on the Company that may be issued pursuant to this delegation shall not exceed €1,500 million. This amount shall be deducted from the cap on the nominal amount of debt instruments provided for in the 26th resolution of this meeting;

4) resolves to waive the preferential subscription right of shareholders on ordinary shares and securities giving access to the capital and/or to debt instruments covered by this resolution;
5) resolves that the amount to which the company is or will be entitled for each of the ordinary shares issued under this delegation of powers, after taking into account, where free-standing share warrants are issued, of the issue price of such warrants, shall be at least equal to the weighted average of the last three trading sessions on the regulated market of Euronext Paris preceding the start of the offer, after adjusting, if necessary, this amount to take account of the difference in entitlement date, possibly reduced by a maximum discount of 10%;
6) resolves that, if the subscriptions have not absorbed the entire issue as referred to in 1) above, the Board of Directors may opt as follows, to:
   - limit the amount of the issue to the amount subscribed, where applicable within the limits specified by the regulations,
   - freely allocate all or part of the unsubscribed securities;
7) resolves that the Board of Directors shall, within the limits set above, be vested with the necessary powers, with the ability to further delegate under the conditions set by law, particularly for the purposes of setting the terms of the issue(s), determining the form, nature and characteristics of the securities to be created giving access to the capital, setting the issue prices and the methods for paying up the shares and any other securities to be issued where applicable, recording the completion of the consecutive capital increases, amending the articles of association accordingly, taking, if necessary, all measures to preserve the rights of holders of securities giving access to the capital, the holders of options to subscribe or purchase shares, of rights to bonus shares, charging, on its sole initiative, the costs of capital increases against the premiums relating thereto and withdrawing from such premiums the amounts necessary to bring the statutory reserve to one-tenth of the new share capital after each capital increase and generally, completing all necessary measures, entering into all agreements and carrying out all formalities to properly complete the intended issues;
8) resolves that the Board of Directors shall not, unless previously authorized by the shareholders' meeting, use this delegation of powers 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;
9) sets at 26 months, as of the date of this meeting, the term of validity of this delegation and notes that this delegation cancels, as from this date, and, where applicable, for the outstanding part, any previous delegation for the same purpose.

TWENTY-NINTH RESOLUTION

Authorization to increase the amount of capital increases under the 26th, 27th and 28th resolutions within the limit of their caps and within the limit of 15% of the initial issuance, non-exercise during public offerings

The shareholders' meeting, having met the quorum and majority requirements for extraordinary shareholders' meetings, and having considered the report of the Board of Directors and the special report of the statutory auditors:

1) hereby resolves, for a period of 26 months, as of the date of this meeting, that for each of the issuances of ordinary shares or securities giving access to ordinary shares decided in accordance with the 26th, 27th and 28th resolutions, the number of shares to be issued could be increased under the terms set by articles L. 225-135-1 and R. 225-118 of the French Commercial Code and within the limits of the caps set respectively by said resolutions;
2) resolves that the Board of Directors 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;
3) acknowledges that the Board of Directors shall be vested with full powers, with the ability to further delegate, to implement the present delegation.

THIRTIETH RESOLUTION

Delegation of authority to be given to the Board of Directors to increase the share capital by issuing ordinary shares and/or securities giving access to the capital, in order to remunerate contributions in kind of shares or securities giving access to the capital, duration of the delegation, non-exercise during public offerings

The shareholders' meeting, having met the quorum and majority requirements for extraordinary shareholders' meetings, having considered the report of the Board of Directors and the special report of the statutory auditors, and pursuant to the provisions of articles L. 225-147, L. 22-10-53 and L. 228-92 of the French Commercial Code:

1) authorizes the Board of Directors to proceed, on the basis of the report of the independent appraisers *(commissaires aux apports),* to issue ordinary shares or securities giving access to ordinary shares, as consideration for contributions in kind granted to the company and consisting of equity securities or securities giving access to the capital when the provisions of article L. 22-10-54 of the French Commercial Code do not apply;
2) decides that the global nominal amount of ordinary shares that may be issued pursuant to this delegation of powers shall not exceed €7.2 million (*i.e.* on an indicative basis, 4.81% of the share capital as of December 31, 2024), excluding the nominal amount of the capital increase required to preserve as required by law and, where applicable, by contractual stipulations providing for other preservation modalities, the rights of right holders or of bearers of securities giving access to the Company's capital.

The maximum nominal amount of the capital increases that may be carried out immediately and/or in the future under this delegation (excluding any nominal amount of the capital increase required to preserve as required by law and, where applicable, by contractual stipulations providing for other preservation modalities, the rights of right holders or of bearers of securities giving access to the capital) shall be deducted from the overall nominal sub-cap for capital increases provided for in the 27th resolution of this Shareholders meeting, which shall be deducted from the overall nominal cap for capital increases provided for in the 26th resolution of this shareholders' meeting, or, as the case may be, from any caps provided for in resolutions of the same nature that may supersede the said resolutions during the term of validity of this delegation;

3) delegates full powers to the Board of Directors to approve the valuation of the contributions, to decide on the resulting capital increase, to record its completion, to charge, where appropriate, all costs and rights incurred by the capital increase to the contribution premium, to deduct from the contribution premium the sums necessary to bring the statutory reserve to one-tenth of the new capital after each increase, and to amend the articles of association accordingly, and to do all that is necessary in such matters;
4) resolves that the Board of Directors shall not, unless previously authorized by the shareholders' meeting, use this delegation of powers 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;
5) sets at 26 months the term of validity of this delegation, starting from the date of this meeting and notes that this delegation cancels, as from this date, and, where applicable, for the outstanding part, any previous delegation for the same purpose.

THIRTY-FIRST RESOLUTION

Delegation of authority to be given to the Board of Directors to increase the share capital by issuing ordinary shares and/or securities giving access to the capital, without preferential subscription rights for shareholders, in favor of members of a company savings plan pursuant to the provisions of articles L. 3332-18 *et seq.* of the French Labor Code, duration of the delegation, maximum nominal amount of capital increase, issue price, possibility to allocate shares in compliance with article L. 3332-21 of the French Labor Code

The shareholders' meeting, having met the quorum and majority requirements for extraordinary shareholders' meetings, having considered the report of the Board of Directors and the special report of the statutory auditors, and pursuant to the provisions of articles L. 225-129-6, L. 225-138-1 and L. 228-92 of the French Commercial Code and L. 3332-18 *et seq.* of the French Labor Code:

1) delegates its authority to the Board of Directors, with the ability to further delegate under the conditions set by law, if it deems fit and on its own decisions, to increase the share capital, on one or more occasions, by way of the issue of Company ordinary shares or securities giving access to securities of the Company to be issued, in favor of the members of one or more company or group savings plans set up by the Company and/or French or foreign affiliated companies under the terms of article L. 225–180 of the French Commercial Code and article L. 3344-1 of the French Labor Code;
2) waives, in favor of such persons, the preferential subscription right of shareholders on any shares or securities that may be issued under this delegation;
3) limits the maximum nominal amount of the capital increase or increases that may be carried out under this delegation at €2 million, this amount being separate from any other cap provided on any delegation of powers to increase the share capital. If applicable, this cap shall be increased in respect of the nominal amount of the capital increase required to preserve, in accordance with the law and, where applicable, with contractual stipulations providing for other preservation modalities, the rights of right holders or of bearers of securities giving access to the Company's share capital;
4) hereby resolves that the price for the shares to be issued, pursuant to paragraph 1) of this delegation of authority, will be determined under the conditions and within the limits set by the applicable legal and regulatory provisions. However, the shareholders' meeting authorizes the Board of Directors to replace all or part of the discount by way of an allocation of performance shares or of securities giving access to the Company's capital, and to reduce or refrain from granting a discount, and this within applicable legal or regulatory limits;
5) resolves, pursuant to the provisions of article L. 3332-21 of the French Labor Code, that the Board of Directors may grant beneficiaries defined in the first paragraph above, free of charge, shares to be issued or already issued, or other securities giving access to the Company's capital to be issued or already issued, in respect of (i) an employer's matching contribution which may be paid pursuant to corporate or group savings plans regulations, and/or (ii), where applicable, any discount and/or matching contribution, to capitalize reserves, profits and/or premiums required to pay up said shares;
6) sets at 26 months, as of the present shareholders' meeting, the term of validity of this delegation and notes that this delegation cancels, as from this date, and, where applicable, for the outstanding part, any previous delegation for the same purpose;
7) confers full powers, with the ability to further delegate under the conditions set by law, to the Board of Directors which will decide whether to implement or not to implement this delegation of powers, in particular:
   - to set all the terms and conditions of the transaction(s) that are due to take place and in particular:
     - setting a scope of companies eligible for the offer that is more restrictive than the scope of companies that are eligible for the company or group savings plan,
     - setting the terms and conditions for the issues that will be carried out pursuant to this authorization, and in particular to decide the amounts offered for subscription, set the issue prices, dates, time limits, terms and conditions for the subscription, payment, issuance and vesting of the shares or of the securities giving access to the company's capital,
     - on the sole basis of these decisions, after each capital increase, setting off the costs of capital increases against the amount of the related premiums and withdraw from this amount the required amounts to increase the amount of the statutory reserve to one tenth of the new share capital,
   - to carry out all acts and formalities for purposes of completing and recording the capital increase(s) carried out pursuant to this authorization, and in particular to amend the articles of Association accordingly and, in general, to do all acts and things that may be necessary.

THIRTY-SECOND RESOLUTION

Authorization to be granted to the Board of Directors to grant, under no consideration, existing shares and/or shares to be issued to employees and/or certain corporate officers of the Company or of affiliated companies or economic interest groups, waiver by the shareholders of their preferential subscription rights, duration of the authorization, cap, term of vesting period in particular in the event of disability

The shareholders' meeting, having met the quorum and majority requirements for extraordinary shareholders' meetings, having considered the report of the Board of Directors and the special report of the statutory auditors, and pursuant to the provisions of articles L. 225-197-1, L. 225-197-2, L. 22-10-59 and L. 22-10-60 of the French Commercial Code:

1) authorizes the Board of Directors to grant, on one or more occasions, under no consideration, existing shares or shares to be issued of the Company to employees or to specific categories thereof that it shall determine from among the eligible employees and/or corporate officers, who meet the conditions of article L. 225-197-1 of the French Commercial Code, of the Company or of companies or of economic interest groups directly or indirectly connected to it within the meaning of article L. 225-197-2 of the French Commercial Code;
2) resolves that the total number of shares thus granted under this authorization shall not exceed 4% of the share capital as of the grant date. The total number of performance shares that may be granted annually to the Company's executive officers during the term of this authorization shall not exceed 0.185% of the share capital as of the grant date. It will be added to this cap, if applicable, the nominal amount of the capital increase required to preserve the rights of performance shares beneficiaries in the event of transactions on the Company's capital during the vesting period;
3) resolves that the final vesting of shares granted pursuant to the present authorization will be mandatorily conditional upon the achievement of one or more performance conditions assessed over a minimum period of three consecutive years to be determined by the Board of Directors;
4) resolves that the grant of shares to the beneficiaries shall be definitive at the end of a vesting period, the term of which shall be set by the Board of Directors and which shall not be less than three years. The shareholders' meeting authorizes the Board of Directors to set or not, a lock-in period at the end of the vesting period.

   By way of exception, the final vesting shall occur prior to expiry of the vesting period in the case of a disability of a beneficiary within the meaning of the second or third categories provided for by article L. 341-4 of the French Social Security Code;
5) duly notes that the present authorization automatically entails the waiver by the shareholders of their preferential subscription rights in respect of new shares issued in favor of the beneficiaries by way of capitalization of reserves, premiums and profits;
6) delegates full powers to the Board of Directors, with the ability to further delegate under the conditions set by law, for the purposes of:
   - setting the terms and conditions and, where applicable, the performance criteria for the grant of shares;
   - determining the identity of the beneficiaries and the number of shares granted to each of them;
   - where applicable:
     - record the existence of sufficient reserves and transfer, at the time of each grant, the amounts required for the paying up of the new shares to be allocated into a non-distributable reserve account,
     - decide, at the relevant time, to carry out the capital increase(s) by way of capitalization of reserves, premiums or profits in connection with the issue of the new performance shares granted,
     - acquire the requisite shares under the share repurchase program and assign them to the grant plan,
     - determine the impact on beneficiaries' rights of transactions carried out during the vesting period that alter the share capital or that may have an impact on the value of the shares granted and, consequently, to modify or adjust, if necessary, the number of the shares allotted in order to preserve the beneficiaries' rights,
     - resolve or not resolve on the setting up of a lock-in obligation at the end of the vesting period and, where applicable, determine the duration of such period and take all necessary measures to ensure its observance by the beneficiaries,
     - and, generally, pursuant to applicable legislation, do all acts and things that the implementation of the present authorization shall require;
7) sets at 38 months, as of the present shareholders' meeting, the term of validity of this authorization and notes that this authorization cancels, as from this date, and, where applicable, for the outstanding part, any previous authorization for the same purpose.

THIRTY-THIRD RESOLUTION

Update of article 15 of the Articles of association with the provisions of article L. 22-10-8 of the French Commercial Code

The shareholders' meeting, having met the quorum and majority requirements for extraordinary shareholders' meetings and having considered the report of the Board of Directors, resolves:

- to update article 15 of the articles of association with the provisions of article L. 22-10-8 of the French Commercial Code;
- consequently amend paragraph 1 of article 15 of the Articles of association as follows, the rest of the article remaining unchanged:

Former wording	New wording
The Board of Directors elects from amongst its members a Chairman who must be an individual, failing which the appointment will be null and void. It sets his or her remuneration.	The Board of Directors elects from amongst its members a Chairman who must be an individual, failing which the appointment will be null and void. It sets his or her remuneration, **under the conditions set forth by applicable legal and regulatory provisions.**

THIRTY-FOURTH RESOLUTION

Amendment of paragraphs 6 and 7 of article 16 of the articles of Association concerning the use of a means of telecommunication at meetings of the Board of Directors

The shareholders' meeting, having met the quorum and majority requirements for extraordinary shareholders' meetings, having considered the report of the Board of Directors, resolves:

- to update paragraphs 6 and 7 of article 16 of the articles of association with the provisions of article L. 22-10-3-1 of the French Commercial Code, created by French law no. 2024-537 of June 13, 2024, related to the use of a means of telecommunications at meetings of the Board of Directors;
- to amend accordingly and as follows paragraphs 6 and 7 of article 16 of the articles of association, the rest of the article remaining unchanged:

Former wording	New wording
In accordance with the provisions of the internal regulations of the Board of Directors, Directors participating in Board meetings by means of videoconferencing or telecommunications in accordance with the regulations in force are deemed to be present for the purpose of calculating the quorum and the majority. This provision is not applicable to the adoption of the following resolutions: approval of annual financial statements, consolidated financial statements and preparation of the management report and the Group management report.	~~**In accordance with the provisions of the internal regulations of the Board of Directors,**~~ Directors participating in Board meetings by **a** means of ~~**videoconferencing or**~~ telecommunications in accordance with the regulations in force are deemed to be present for the purpose of calculating the quorum and the majority. ~~**This provision is not applicable to the adoption of the following resolutions: approval of annual financial statements, consolidated financial statements and preparation of the management report and the Group management report.**~~ **The Internal regulations of the Board can provide that certain decisions cannot be taken at a meeting held under these conditions**.

THIRTY-FIFTH RESOLUTION

Update of article 22 of the articles of Association with the provisions of article L. 821-45 of the French Commercial Code (formerly L. 823-3-1 of the French Commercial Code)

The shareholders' meeting, having met the quorum and majority requirements for extraordinary shareholders' meetings and having considered the report of the Board of Directors, resolves:

- to update paragraph 4 of article 22 of the articles of association with the provisions of article L. 821-45 of the French Commercial Code (former article L. 823-3-1 of the French Commercial Code), concerning the rules governing the appointment of statutory auditors, and in particular the limited duration of their assignment;
- to amend accordingly and as follows paragraph 4 of article 22 of the articles of Association, the rest of the article remaining unchanged:

Former wording	New wording
Statutory auditors can always be reappointed. If they commit a fault or cannot perform their functions, they can be removed from office by a decision of the court under the terms provided by the legislation in force.	Statutory auditors can ~~**always**~~ be reappointed **under the conditions set by law**. If they commit a fault or cannot perform their functions, they can be removed from office by a decision of the court under the terms stipulated by the legislation in force.

THIRTY-SIXTH RESOLUTION

Update of article 25.1 of the articles of Association with the provisions of article R. 22-10-28 of the French Commercial Code

The shareholders' meeting, having met the quorum and majority requirements for extraordinary shareholders' meetings and having considered the report of the Board of Directors, resolves:

- to update article 25.1 of the articles of association with the provisions of article R. 22-10-28 of the French Commercial Code related to the rules governing access to shareholders' meetings;
- to amend accordingly and as follows article 25.1 of the articles of Association, the rest of the article remaining unchanged:

Former wording	New wording
1. Any shareholder is entitled to take part in general meetings and the deliberations either personally or through a proxy, regardless of the number of shares held, by simply proving his or her identity, so long as the shares are paid up of all due payments and have been registered in an account in the shareholder's name or in the name of the intermediary registered on his/her behalf pursuant to the seventh paragraph of article L. 288-1 of the French Commercial Code, as at midnight (Paris time) on the second business day preceding the meeting, either in the registered securities accounts held by the Company or in the bearer securities accounts held by the authorized intermediary.	1. Any shareholder is entitled to take part in general meetings and the deliberations either personally or through a proxy, regardless of the number of shares held, ~~**by simply proving his or her identity,**~~ so long as the shares are paid up of all due payments and have been registered in an account in the shareholder's name or in the name of the intermediary registered on his/her behalf pursuant to the seventh paragraph of article L. 288-1 of the French Commercial Code, as at midnight (Paris time) on the second business day preceding the meeting, either in the registered securities accounts held by the Company or in the bearer securities accounts held by the authorized intermediary.

THIRTY-SEVENTH RESOLUTION

Powers for formalities

The shareholders' meeting hereby grants full powers to the holder of an original, copy or extract of these minutes in order to carry out all filing and publication formalities required by law.

07. Report of the Board of Directors on the agenda and proposed resolutions

submitted to the Combined Shareholders' Meeting to be held on May 21, 2025

Madam, Sir, dear Shareholders,

We have convened you to a Combined Shareholders' Meeting to be held on May 21, 2025 to submit for your approval the following proposed resolutions.

I. Approval of the financial statements for the year ended December 31, 2024

(1st and 2nd ordinary resolutions)

The first two items on the agenda relate to the approval of the statutory **(1st resolution)** and consolidated **(2nd resolution)** financial statements for the year ended December 31, 2024 and of the reports of the Board of Directors and statutory auditors on those statements.

The statutory financial statements of Teleperformance SE show a net profit of €148,996,304.20. The consolidated financial statements show a profit (Group share) of €523 million.

Pursuant to Article 223 *quater* of the French General Tax Code, the total amount of expenses and charges, as referred to in paragraph 4 Article 39 of the French General Tax Code amounted to €34,967 for the year ended December 31, 2024 and that the related tax charge incurred amounted to €8,741.

The statutory auditors' reports on the statutory and consolidated financial statements are included in sections 5.2.7 and 5.1.7 respectively of the 2024 Universal Registration Document.

II. Appropriation of the 2024 results - Determination of the dividend and its payment date

(3rd ordinary resolution)

The Board of Directors, at its meeting held on February 27, 2025, determined the appropriation of 2024 results and decided to propose to the Shareholders' Meeting of May 21, 2025 to set and approve a gross dividend for 2024 at €4.20 per share. If approved, this dividend would represent an overall distribution of €251,472,333 based on the 59,874,365 shares comprising the share capital as of February 27, 2025.

It is thus proposed, under the **3rd resolution**, to appropriate the profit for the year as follows:

ORIGIN	
Profit for the year:	€148,996,304.20
Plus Retained Earnings, *i.e.*:	€1,506,906,745.97
Representing a distributable profit of:	€1,655,903,050.17
ALLOCATION	
Distributed to the shareholders by way of dividends for:	€251,472,333.00
Allocated to the "Retained Earnings" account for:	€1,404,430,717.17
The "Retained Earnings" account is then brought to:	€1,404,430,717.17

The ex-dividend date for the dividend would be May 26, 2025 and the payment would be made starting May 28, 2025.

In the event of a difference in the number of shares entitled to dividends compared to the 59,874,365 shares comprising the share capital as of February 27, 2025, the total dividend amount would be adjusted accordingly, and the amount appropriated to the "Retained Earnings" account would be calculated on the basis of dividends actually paid out.

When paid to individuals having their tax residence in France, the dividend is subject either to a single flat-rate levy on the gross dividend at a flat rate of 12.8% (Articles 200 A, 1. A and B of the French General Tax Code), or, at the taxpayer's express, irrevocable and global option, to an income tax on a progressive scale after, in particular, a 40% tax credit (Articles 200 A, 2. and 158 of the French General Tax Code). The dividend is also subject to social security contributions at a rate of 17.2%.

Pursuant to Article 243 *bis* of the French General Tax Code, it is hereby reminded that the following dividends and incomes were distributed over the three previous financial years:

For financial year	Income eligible for tax deduction: Dividends	Income eligible for tax deduction: Other income distributed	Income not eligible to tax deduction
2021	€193,834,080.00* *i.e.* €3.30 per share**	–	–
2022	€227,615,241.70* *i.e.* €3.85 per share	–	–
2023	€244,255,757.90* *i.e.* €3.85 per share		

* *Including the amount of the unpaid dividends corresponding to treasury shares allocated to "Retained Earnings".*

** *Including the distribution of an additional amount of €6,886,610.14 deducted from the "other reserves" item of the "other reserves account".*

III. Special report of the Statutory Auditors on regulated agreements and approval of such agreements

(4th and 5th ordinary resolutions)

The Board of Directors has communicated to the Statutory Auditors the list of agreements falling within the scope of Articles L.225-38 et seq. of the French Commercial Code, that were authorized and concluded during the financial year 2024, as well as those entered into prior to financial year 2024 and still in force during said year. These agreements were subject to an annual review by the Board of Directors at its meeting held on February 27, 2025.

Two new regulated agreements were authorized and entered into during the financial year ended December 31, 2024. These regulated agreements are described in the special report of the statutory auditors on regulated agreements included in Section 4.3.7 of the 2024 Universal Registration Document. It is therefore proposed under the **4th and 5th resolutions**, to approve those two agreements. Furthermore, it is specified that no regulated agreement approved in previous financial years had any effect during the financial year ended December 31, 2024.

A. Regulated related-party agreement entered into between Teleperformance SE, Teleperformance Global BPO (UK) Limited and Mr. Bhupender Singh, Deputy Chief Executive Officer until August 28, 2024 (4th resolution)

At its meeting on August 28, 2024, the Board of Directors authorized the conclusion of a regulated agreement between Teleperformance SE, Teleperformance Global BPO (UK) Limited and Mr. Bhupender Singh, Deputy Chief Executive Officer until August 28, 2024, formalizing all the terms of his departure from the Group, including financial arrangements, and of his non-compete obligation. Based on the recommendations of the Remuneration and Appointments Committee, the Board of Directors determined the financial conditions for the termination of Mr. Bhupender Singh's position as Deputy Chief Executive Officer, in accordance with the remuneration policy approved by the General Meeting on May 23, 2024. It also approved the financial conditions for the termination of his employment contract as President of Transformation with Teleperformance Global BPO (UK) Limited, a UK-based subsidiary of the Group. This agreement was signed on August 27, 2024, subject to the approval of the Board of Directors of Teleperformance SE. The latter unconditionally approved during its meeting of August 28, 2024 the agreement with Mr. Singh, which thus came into effect on August 28, 2024.

This agreement serves the interests of the Company and the Group, notably by ensuring the effectiveness of the non-compete obligation imposed on Mr. Bhupender Singh and, more broadly, by defining the terms and financial arrangements related to his departure from the Group.

B. Regulated related-party agreement entered into between Teleperformance SE and Mr. Thomas Mackenbrock, Deputy Chief Executive Officer since October 1, 2024 (5th resolution)

At its meeting on August 28, 2024, the Board of Directors also authorized the conclusion of a regulated non-compete agreement with Mr. Thomas Mackenbrock, Deputy Chief Executive Officer of Teleperformance SE, appointed on August 28, 2024 with effect from October 1, 2024.

This agreement serves the interests of the Company and the Group, notably by ensuring the protection of the Group's legitimate interests and those of all its stakeholders (employees, clients, partners, shareholders, etc.). In accordance with the remuneration policy applicable to the Deputy Chief Executive Officer, the agreement provides for a non-compete indemnity in consideration of Mr. Thomas Mackenbrock's non-compete and non-solicitation obligations for a period of 12 months following the end of his duties within the Group. This indemnity shall be limited to an amount equal to the annual remuneration (over 12 months) received by Mr. Thomas Mackenbrock in the financial year preceding the termination of his functions within the Group.

It should be noted that the Board of Directors seeks to ensure that the provisions of non-compete clauses applicable to its executive officers are designed to safeguard the Group's legitimate interests as well as those of its clients, employees and shareholders and are tailored to the specificities of its business.

IV. Approval of the remuneration elements paid or granted to corporate officers

(6th to 16th ordinary resolutions)

Chapter 4 of the 2024 Universal Registration Document constitutes the Corporate Governance Report for 2024 (the "2024 CGR"). Section 4.2 of the 2024 CGR comprises a precise description of the principles and implementation of the remuneration policy applicable to the directors and executive officers *(mandataires sociaux)*. The present section IV reproduces, for the needs of resolutions 6 to 16, excerpts of said section 4.2. It is referred to the 2024 CGR for an overall reading of this section dedicated to the remuneration of directors and executive officers.

The remuneration elements and policy thus submitted for shareholders' approval have been determined on the basis of the principles and rules for determination of remuneration granted to Group executives and senior managers and the specific principles applicable to certain functions, which form part of the remuneration policy for directors and executive officers of Teleperformance SE (see section 4.2.1 of the 2024 CGR). It is reminded that the shareholders' meeting held on May 23, 2024 approved all resolutions related to the 2023 remuneration elements (5th to 8th resolutions) as well as the remuneration policy for 2024 (9th to 12th resolutions)[1].

(1) Remuneration policy approved by the Shareholders' Meeting of May 23, 2024 (https://www.teleperformance.com/media/kwhjscxh/ag-2024_politique-de-r%C3%A9mun%C3%A9ration-en.pdf) and voting results (https://www.teleperformance.com/media/faub4d4o/tp-se-agm-23-mai-2024-resultats-va-vdef.pdf).

A. Approval of the information on the implementation of the remuneration policy in connection with financial year 2024 and of the elements comprising the total remuneration and benefits of all kind paid during or granted in connection with 2024 – Ex-post votes

(6th to 11th ordinary resolutions)

In accordance with legal and regulatory provisions, six resolutions are proposed to your vote under the so called *ex-post* votes of shareholders:

- the "global *ex-post"* vote relating to the information referred to in paragraph I of Article L.22-10-9 of the French Commercial Code, on each of the corporate officers (directors and executive officers) in respect of financial year ended December 31, 2024 (**6th resolution**);
- the "individual *ex*-post" votes:
- – relating to the remuneration elements paid during or granted in connection with financial year 2024 in accordance with the principles and criteria approved by the shareholders' meeting held on May 23, 2024 to Mr. Daniel Julien, Chairman and Chief Executive Officer until August 28, 2024 then Chief Executive Officer as of this date (**7th resolution**);
- – a resolution aiming at acknowledging and approving, to the extent necessary, the absence of any remuneration or benefit in kind due or paid in 2024 to Mr. Moulay Hafid Elalamy, Chairman of the Board of Directors as of August 28, 2024 (**8th resolution**); and
- – relating to the remuneration elements paid during or granted in connection with financial year 2024 in accordance with the principles and criteria approved by the shareholders' meeting held on May 23, 2024 to Mr. Bhupender Singh, Deputy Chief Executive Officer until August 28, 2024 (**9th resolution**), to Mr. Thomas Mackenbrock, Deputy Chief Executive Officer as of October 1, 2024 (**10th resolution**) and to Mr. Olivier Rigaudy, Deputy Chief Executive Officer in charge of finance (**11th resolution**).

The principles and criteria for determining, allocating and granting the fixed, variable and exceptional elements comprising the total remuneration and benefits of all kind due to corporate officers in respect of their term of office in 2024, were subject to favorable votes of the shareholders' meeting held on May 23, 2024:

- the remuneration policy applicable to the directors (9th resolution) was approved at 99.11%;
- the remuneration policy applicable to the Chairman and Chief Executive Officer (10th resolution) was approved at 84.68%;
- the remuneration policy applicable to the Deputy Chief Executive Officer (11th resolution) was approved at 94.97%;
- the remuneration policy applicable to the Deputy Chief Executive Officer in charge of finance (12th resolution) was approved at 93.35%.

1. Global *ex-post* vote: implementation of the remuneration policy for directors and executive officers

Pursuant to the terms of the **6th resolution**, in accordance with the provisions of Article L.22-10-34 I of the French Commercial Code, you are asked to approve the information referred to in paragraph I of Article L.22-10-9 of the French Commercial Code for all directors and executive officers.

This information is presented in section 4.2.2 of the 2024 CGR (to be read in conjunction with the general principles for determination described in section 4.2.1 of the 2024 CGR). It describes, in a clear and comprehensive manner, the remuneration elements paid during or granted in connection with 2024, for each corporate officer, namely (i) the directors, including the absence of remuneration of Mr. Moulay Hafid Elalamy, Chairman of the Board as of August 28, 2024 (section 4.2.2.1 of the 2024 CGR), (ii) Mr. Daniel Julien, Chairman and Chief Executive Officer until August 28, 2024 and Chief Executive Officer as of this date (sections 4.2.2.2.1, 4.2.2.2.2.A, 4.2.2.3 and 4.2.2.4 of the 2024 CGR), (iii) Mr. Bhupender Singh, Deputy Chief Executive Officer until August 28, 2024 (sections 4.2.2.2.1, 4.2.2.2.2.B, 4.2.2.3 and 4.2.2.4 of the 2024 CGR), (iv) Mr. Thomas Mackenbrock, Deputy Chief Executive Officer as of October 1, 2024 (sections 4.2.2.2.1, 4.2.2.2.2.C, 4.2.2.3 and 4.2.2.4 of the 2024 CGR) and (v) Mr. Olivier Rigaudy, Deputy Chief Executive Officer in charge of finance (sections 4.2.2.2.1, 4.2.2.2.2.D, 4.2.2.3 and 4.2.2.4 of the 2024 CGR).

The entirety of sections 4.2.1 and 4.2.2 of the 2024 CGR accounts for the implementation in 2024 of the remuneration policy applicable to directors and executive officers of the Company.

2. *Ex-post* vote on the remuneration elements paid or granted in respect of financial year 2024 to Mr. Daniel Julien, Chairman and Chief Executive Officer until August 28, 2024 and Chief Executive Officer as of this date

Under the terms of the **7th resolution**, it is proposed to your shareholders' meeting to vote in favor of the fixed, variable and exceptional elements comprising the total remuneration and benefits of all kind paid during or granted in connection with financial year ended December 31, 2024 to Mr. Daniel Julien, Chairman and Chief Executive Officer until August 28, 2024 and Chief Executive Officer as of this date. They are thoroughly described in section 4.2.2.2.2.A of the 2024 CGR, to which it is referred, and summarized in the table below.

In this regard, it is reminded that the shareholders' meeting held on May 23, 2024:

- approved the total remuneration and benefits of all kind paid during or granted in connection with the 2023 financial year to Mr. Daniel Julien, including the annual variable remuneration due and paid in May 2024 after said meeting (6th resolution approved at 86.45%);
- voted in favor of the remuneration policy, pursuant to which the remuneration elements in connection with the 2024 financial year were implemented and set (10th resolution approved at 84.68%).

/ ELEMENTS PAID DURING OR GRANTED IN RESPECT OF 2024 TO MR. DANIEL JULIEN, CHAIRMAN AND CHIEF EXECUTIVE OFFICER UNTIL AUGUST 28, 2024 AND CHIEF EXECUTIVE OFFICER AS OF THIS DATE

Remuneration elements	Amounts paid during the financial year ended*	Amounts granted in respect of the financial year ended or accounting valuation*	Comments
Fixed remuneration	US$2,625,000, *i.e.* €2,426,063	US$2,625,000, *i.e.* €2,426,063	The gross annual fixed remuneration of Mr. Daniel Julien was set by the Board of Directors at US$2,625,000 (unchanged since 2018). The change in the amount thus converted into euros compared with the previous year is due solely to the effect of the exchange rate between the US dollar and the euro.
Annual variable remuneration Y-2 (2023) and Y-1 (2024)	US$1,575,000 *i.e.* €1,455,638 (amount granted in respect of 2023 and paid in May 2024 (6th resolution – shareholders' meeting of May 23, 2024))	US$1,575,000 *i.e.* €1,455,638 (amount granted in respect of 2024 and to be paid in 2025 subject to and following approval by the shareholders' meeting of May 21, 2025 – 7th resolution)	At its meeting held on February 27, 2025, the Board of Directors, upon recommendation of the Remuneration and Appointments Committee, and after approval by the Audit, Risk and Compliance Committee and the CSR Committee of items under their supervision, noted the levels of achievement of the performance criteria, as follows: • with regard to the financial criteria, 30 out of the 70 points assigned to these criteria were granted; • with regard to the extra financial criteria, all 30 out of the 30 points assigned to these criteria were granted. The amount of the 2024 variable remuneration of Mr. Daniel Julien has, accordingly, been set at US$1,575,000 *i.e.,* €1,455,638. The performance criteria and the expected and recorded achievement levels are described in section 4.2.2.2.1 paragraph *Annual variable remuneration for 2024* of the 2024 CGR. This annual variable remuneration is coupled with a clawback mechanism.
Multi-year variable remuneration in cash	n/a	n/a	None.
Exceptional remuneration	n/a	n/a	None.
Stock options (SO), performance shares (PS) and other long-term benefits	n/a	SO = none PS = 50,000 shares (accounting valuation: €4,523,000)	The Chief Executive Officer does not receive any stock options. The Board of Directors of Teleperformance SE at its meeting held on July 30, 2024, in accordance with the authorization approved by the shareholders' meeting of May 23, 2024 (28th resolution) and with the remuneration policy set out in sections 4.2.1 and 4.2.2.2 of the 2024 CGR, decided to grant 50,000 performance shares under presence and performance conditions. The performance conditions, measured over three years, include two internal financial criteria weighing 35% each (Group organic revenue growth criterion and free cash flow criterion), one "external" criterion for 10% (stock performance compared to the CAC 40 index over each year of the period), one environmental criterion for 10% (reduction of scopes 1 and 2 carbon footprint) and one criterion based on internal promotions rate for 10%.
Remuneration granted for directorships	€0	€0	No remuneration is paid to the Chief Executive Officer in respect of his office as a director of Teleperformance SE or any other office held within a subsidiary of the group.
Benefits in kind	US$99,790 *i.e.* €92,227	US$99,790 *i.e.* €92,227	The benefits in kind granted to Mr. Daniel Julien comprise the use of a company car, healthcare insurance and provident plan and the matching contribution for 2024 paid under the non-qualified deferred compensation plan described in paragraph *Benefits in kind* of the 2024 CGR.

Remuneration elements	Amounts paid during the financial year ended*	Amounts granted in respect of the financial year ended or accounting valuation*	Comments
Take-up or termination payments	n/a	n/a	None.
Additional pension	n/a	n/a	None.
Non-compete compensation	€0	€0	As founder of the Group, Mr. Daniel Julien is entitled to receive compensation under a non-compete undertaking entered into in 2006, described in paragraph *Payments relating to a non-compete undertaking* of the 2024 CGR.

* *Remuneration denominated in a foreign currency is converted into euros at the average exchange rate for the year (for 2024: €1 = US$1.082 and for 2023: €1 = US$1.081). It is paid by Teleperformance Group, Inc., a wholly owned US subsidiary of Teleperformance SE, with the Group bearing the social contributions and expenses in this country in accordance with applicable local regulations.*

3. Resolution proposed to acknowledge and approve, to the extent necessary, the absence of remuneration paid or due in respect of 2024 to Mr. Moulay Hafid Elalamy, Chairman of the Board of Directors as of August 28, 2024

As disclosed in section 4.2.2.1 of the 2024 CGR, it is specified that Mr. Moulay Hafid Elalamy has waived any remuneration in respect of his terms of office as a director, member of a committee and Chairman of the Board of Directors. As a consequence, the Board did not decide for a remuneration for his role as Chairman of the Board.

Pursuant to the terms of the **8th resolution**, it is proposed to your meeting to acknowledge and approve, to the extent necessary, the absence of any remuneration (fixed, variable or exceptional) or benefits in kind paid during 2024 or granted in respect of 2024 to Mr. Moulay Hafid Elalamy, Chairman of the Board of Directors as of August 28, 2024.

4. *Ex-post* vote on the remuneration elements paid during or granted in connection with financial year 2024 to Mr. Bhupender Singh, in respect of his office as Deputy Chief Executive Officer until August 28, 2024

In accordance with the remuneration policy for 2024 voted by the Shareholders' Meeting of May 23, 2024 (11th resolution approved at 94.97%), the remuneration elements due or paid in 2024 to Mr. Bhupender Singh, Deputy Chief Executive Officer until August 28, 2024, are described below. It is reminded that Mr. Bhupender Singh was bound by an employment contract as President in charge of transformation with Teleperformance Global BPO (UK) Limited, a 100% British subsidiary of the Company. In addition, it is reminded that the Board of Directors, on the occasion of the appointment of Mr. Bhupender Singh as Deputy Chief Executive Officer as from July 1, 2023, had decided to maintain his employment contract and not to establish remuneration for his term as Deputy Chief Executive Officer for the period from July 1, 2023 to December 31, 2023 (8th resolution approved by 95.74%).

On August 28, 2024, the Board of Directors of Teleperformance SE, upon recommendations of the Remuneration and Appointments Committee, set the financial conditions for the termination of Mr. Bhupender Singh's term as Deputy Chief Executive Officer, in accordance with the remuneration policy approved by the Shareholders' Meeting of May 23, 2024. These financial conditions have been entered into a regulated related-party agreement (see section III above) and are described in section 4.2.2.2.2.B of the 2024 CGR.

The Board also approved the financial conditions of the termination of the employment contract of President of Group transformation with Teleperformance Global BPO (UK) Limited, a UK-based Group subsidiary. For the sake of transparency, these financial conditions are also described.

It is reminded that Mr. Bhupender Singh did not receive any remuneration for the other mandates he held within the Group; their termination, which occurred on August 28, 2024, does not therefore give rise to any remuneration.

Pursuant to the terms of the **9th resolution**, it is proposed to your meeting to vote in favor of the fixed, variable and exceptional elements comprising the total remuneration and benefits of all kind paid during or granted in connection with financial year ended December 31, 2024 to Mr. Bhupender Singh, in respect of his office as Deputy Chief Executive Officer until August 28, 2024. They are thoroughly described in section 4.2.2.2.2.B of the 2024 CGR, to which it is referred, and summarized in the table below. In accordance with the Board's principle of transparency, it also includes the items granted or paid in 2024 in respect of his employment contract as President in charge of the Group Transformaiton.

In this regard, it is reminded that the shareholders' meeting held on May 23, 2024:

- acknowledged and approved, to the extent necessary, the absence of any remuneration (fixed, variable or exceptional) or benefits in kind paid during the 2023 financial year or granted in respect of the 2023 financial year to Mr. Bhupender Singh, Deputy Chief Executive Officer as of July 1, 2023 (8th resolution approved at 95.74%); and
- voted in favor of the remuneration policy pursuant to which the remuneration related to his office as Deputy Chief Executive Officer for the 2024 financial year was established (11th resolution approved at 94.97%).

/ REMUNERATION ELEMENTS PAID DURING OR GRANTED IN RESPECT OF THE 2024 FINANCIAL YEAR TO MR. BHUPENDER SINGH, DEPUTY CHIEF EXECUTIVE OFFICER UNTIL AUGUST 28, 2024

Remuneration elements	Amounts paid during the financial year ended*	Amounts granted in respect of the financial year ended or accounting valuation*	Comments
Fixed remuneration	Office: €281,277	Office: €281,277	Under his term of office (from January 1 to August 28, 2024), Mr. Bhupender Singh received €281,277.
	Employment contract: £1,053,863 (*i.e.,* €1,244,965)	Employment contract: £1,053,863 (*i.e.,* €1,244,965)	Under his employment contract as President of Group transformation, Mr. Bhupender Singh received a total gross fixed remuneration (including the non-performed notice period) of £1,053,863 (*i.e.,* €1,244,965).
Annual variable remuneration Y-2 (2023) and Y-1 (2024)	Office: n/a	Office: €280,088 (amount granted in respect of 2024 and to be paid in 2025 subject to and following approval by the shareholders' meeting of May 21, 2025 – 9th resolution)	At its meeting held on February 27, 2025, the Board of Directors, upon recommendation of the Remuneration and Appointments Committee, and after approval by the Audit, Risk and Compliance Committee and the CSR Committee of items under their supervision, noted the levels of achievement of the performance criteria, as follows: • with regard to the financial criteria, 30 out of the 70 points assigned to these criteria were granted; • with regard to the extra financial criteria, all 30 out of the 30 points assigned to these criteria were granted. The amount of the 2024 variable remuneration prorated of Mr. Bhupender Singh has, accordingly, been set at €280,088. The performance criteria and the expected and recorded achievement levels are described in section 4.2.2.2.1 paragraph *Annual variable remuneration for 2024* of the 2024 CGR. This annual variable remuneration is coupled with a clawback mechanism.
	Employment contract: £475,397 (*i.e.,* €561,603)	Employment contract:£475,397 (*i.e.,* €561,603)	Under his employment contract as President of Group Transformation, Mr. Bhupender Singh received a prorated amount of £475,397 (*i.e.,* €561,063). The performance criteria and the expected and recorded achievement levels are described in section 4.2.2.2.2. B paragraph *Annual variable remuneration* of the 2024 CGR.
Multi-year variable remuneration in cash	n/a	n/a	None.
Exceptional remuneration	n/a	n/a	Mr. Bhupender Singh did not receive any exceptional remuneration.
Stock options (SO), performance shares (PS) and other long-term benefits	n/a	Office: SO = none PS = 31,000 shares granted (number prorated to 3,425 as of the date of his departure) (accounting value for the granted shares: €2,804,260)	The Board of Directors in its meeting of July 30, 2024, in accordance with the authorization approved by the shareholders' meeting of May 23, 2024 (28th resolution) decided to grant 31,000 performance shares to Mr. Bhupender Singh. This number was reduced to 3,425 performance shares following Mr. Bhupender Singh's departure. These shares remain subject to the applicable performance conditions measured over 3 years and including two internal financial criteria weighing 35% each (Group organic revenue growth criterion and free cash flow criterion), one "external" criterion for 10% (stock performance compared to the CAC 40 index over each year of the period), one environmental criterion for 10% (reduction of scopes 1 and 2 carbon footprint) and one criterion based on internal promotions rate for 10%.
Remuneration granted for directorships	€0	€0	None.
Benefits in kind	Office: €0	Office: €0	None.
	Contract: £7,896 (*i.e.,* €9,328)	Contract: £7,896 (*i.e.,* €9,328)	Under his employment contract, he benefited from a health insurance.

Remuneration elements	Amounts paid during the financial year ended*	Amounts granted in respect of the financial year ended or accounting valuation*	Comments
Take-up or termination payments	£1,535,355 (*i.e.,* €1,813,768)	£1,805,783 (*i.e.,* €2,133,234)	The employment contract provided for an indemnity representing nine months of total annual remuneration (fixed and variable) for 2024 within the Group, which was applied given the circumstances of ceasing of the employment contract.
Additional pension scheme	n/a	n/a	None.
Non-compete compensation	£511,785 (*i.e.,* €341,190)	£2,407,710 (*i.e.,* €2,844,312)	Under his employment contract, Mr. Bhupender Singh is bound by a non-compete undertaking for a period of one year in return for which he receives compensation equal to his total annual remuneration (fixed and variable) for 2024 within the Group. The amount of that indemnity was set at the total amount of £2,407,710, *i.e.*, €2,844,312, the Board of Directors having noted the level of achievement of the performance criteria of the annual variable remuneration in respect of the term of office. This indemnity will be paid to him by Teleperformance Global BPO (UK) Limited in monthly instalments until November 28, 2025.

* *Remuneration denominated in foreign currencies is converted into euros at the average rate of the year (for 2024, €1 = £0.847 and for 2023, €1 = £0.869).*

5. *Ex-post* vote on the remuneration elements paid during or granted in connection with financial year 2024 to Mr. Thomas Mackenbrock, in respect of his office as Deputy Chief Executive Officer as of October 1, 2024

The remuneration elements of Mr. Thomas Mackenbrock, Deputy Chief Executive Officer, were determined by the Board of Directors, upon recommendations of the Remuneration and Appointments Committee, at its meetings held on August 28, 2024 and February 27, 2025.

Mr. Thomas Mackenbrock having, following the departure of Mr. Bhupender, resumed the monitoring of the integration of the Majorel entities within the Group, on the one hand, and the management of the transformation on the other hand, his responsibilities are structured between the term of office of Deputy Chief Executive Officer of Teleperformance SE and the functions of Managing director of Majorel Holding Deutschland GmbH, German Group subsidiary within which Mr. Thomas Mackenbrock served before his departure from the Group in the first quarter of 2024. Given this structure, on the basis of the remuneration policy applicable to the Deputy Chief Executive Officer approved by the shareholders' meeting (11th resolution of the 2024 meeting voted by 94.97%), the Board of Directors, upon recommendation of the Remuneration and Appointments Committee, set the remuneration of his term of office as Deputy Chief Executive Officer from October 1, 2024 to December 31, 2024 and also approved his remuneration related to his functions as Managing Director of Majorel Holding Deutschland GmbH starting from October 1, 2024. The following developments describe all of the remuneration elements which were granted and/or paid to Mr. Thomas Mackenbrock, Deputy Chief Executive Officer from October 1, 2024 to December 31, 2024. For the sake of transparency and completeness, they also include the remuneration elements granted or paid to Mr. Thomas Mackenbrock over the same period as Managing director of Majorel Holding Deutschland GmbH, it being reminded that the individual *ex-post* vote provided for Article L.22-10-34 II of the French Commercial Code is limited to the remuneration with respect to his term of office as Deputy Chief Executive Officer of Teleperformance SE.

Pursuant to the terms of the **10th resolution**, it is proposed to your meeting to vote in favor of the fixed, variable and exceptional elements comprising the total remuneration and benefits of all kind paid during or granted in connection with financial year ended December 31, 2024 to Mr. Thomas Mackenbrock, Deputy Chief Executive Officer as of October 1st, 2024. They are thoroughly described in section 4.2.2.2.2.C of the 2024 CGR, to which it is referred, and summarized in the table below.

In this regard, it is reminded that the shareholders' meeting held on May 23, 2024 voted in favor of the remuneration policy pursuant to which the remuneration related to his office as Deputy Chief Executive Officer for the 2024 financial year was established (11th resolution approved at 94.97%).

/ REMUNERATION ELEMENTS PAID DURING OR GRANTED IN RESPECT OF THE 2024 FINANCIAL YEAR TO MR. THOMAS MACKENBROCK IN RESPECT OF HIS OFFICE AS DEPUTY CHIEF EXECUTIVE OFFICER AS OF OCTOBER 1ST, 2024

Remuneration elements	Amounts paid during the financial year ended	Amounts granted in respect of the financial year ended or accounting valuation	Comments
Fixed remuneration	Deputy CEO: €106,500 Managing Director: €268,500	Deputy CEO: €106,500 Managing Director: €268,500	The total gross fixed remuneration, for a full year, of Mr. Thomas Mackenbrock was set by the Board of Directors at €1,500,000 for 2024, prorated at €375,000.
Annual variable remuneration Y-2 (2023) and Y-1 (2024)	n/a	Deputy CEO: €106,050 (amounts granted and prorated for 2024 and to be paid in 2025 subject to and following approval by the Shareholders' Meeting of May 21, 2025 – 10th resolution) Managing Director: €118,950	At its meeting on February 27, 2025, the Board of Directors, upon recommendation of the Remuneration and Appointments Committee, and after approval by the Audit, Risk and Compliance Committee and the CSR Committee of items under their supervision, noted the levels of achievement of the performance criteria, as follows: • under the financial criteria, 30 of the 70 points assigned to these criteria were granted; • under the extra-financial criteria, all 30 points out of the 30 points assigned to these criteria were granted. The amount of the 2024 variable remuneration of Mr. Thomas Mackenbrock was, accordingly, set at €106,050 with respect to his term of office as Deputy Chief Executive Officer of Teleperformance SE and at €118,950 with respect to the term of office of Managing director of Majorel Holding Deutschland GmbH). The performance criteria and the expected and recorded achievement levels are described in section 4.2.2.2.2 paragraph *Annual variable remuneration for 2024* of the 2024 CGR. This annual variable remuneration is coupled with a clawback mechanism.
Multi-year variable remuneration in cash	n/a	n/a	None.
Exceptional remuneration	n/a	n/a	None.
Stock options (SO), performance shares (PS) and other long-term benefits	n/a	SO = none PS = 6,819 (accouting valuation: €616,847)	During 2024, a total of 6,819 performance shares were granted, effective October 1, 2024, to Mr. Thomas Mackenbrock, with respect to the office of Deputy Chief Executive Officer. The performance conditions, measured over three years, include two internal financial criteria weighing 35% each (group revenue organic growth criterion and free cash flow criterion), an "external" criterion for 10% (stock market performance compared to the CAC 40 index over each financial year of the period), an environmental criterion for 10% (reduction of scopes 1 and 2 carbon emissions) and a criterion based on internal promotions rate for 10%.
Remuneration granted for directorships	€0	€0	None.
Benefits in kind	€0	€0	There were no benefits in kind for 2024.
Take-up or termination payments	n/a	n/a	None.
Additional pension	n/a	n/a	None.

Remuneration elements	Amounts paid during the financial year ended	Amounts granted in respect of the financial year ended or accounting valuation	Comments
Non-compete compensation	€0	€0	A non-compete agreement was signed between Teleperformance SE and Mr. Thomas Mackenbrock on September 12, 2024, with effect from October 1, 2024, following the approval of the Board of Directors. This agreement will be submitted to the Shareholders' Meeting of May 21, 2025 for approval. It is described in section 4.2.2.3 paragraph Payments relating to a non-competition undertaking of the 2024 CGR.

6. *Ex-post* vote on the remuneration elements paid during or granted in connection with financial year 2024 to Mr. Olivier Rigaudy, in respect of his office as Deputy Chief Executive Officer in charge of finance

Pursuant to the terms of the **11th resolution**, it is proposed to your meeting to vote in favor of the fixed, variable and exceptional elements comprising the total remuneration and benefits of all kind paid during or granted in connection with financial year ended December 31, 2024 to Mr. Olivier Rigaudy in respect of his mandate as Deputy Chief Executive Officer in charge of finance. They are thoroughly described in section 4.2.2.2.2.D of the 2024 CGR, to which it is referred, and summarized in the table below. In accordance with the Board's principle of transparency, the items granted or paid in 2024 in respect of his employment contract as Group Chief Financial Officer are included in this table.

In this regard, it is reminded that the shareholders' meeting held on May 23, 2024:

- approved the total remuneration and benefits of all kind paid during or granted to Mr. Olivier Rigaudy in respect of the 2023 financial year, in respect of his office as Deputy Chief Executive Officer in charge of finance, including the annual variable remuneration due and paid in April 2024 after said meeting (7th resolution approved at 93.44%); and
- voted in favor of the remuneration policy for Mr. Rigaudy pursuant to which the remuneration related to his office as Deputy Chief Executive Officer in charge of finance for the 2024 financial year was established (12th resolution approved at 93.35%).

/ REMUNERATION ELEMENTS PAID DURING OR GRANTED IN RESPECT OF THE 2024 FINANCIAL YEAR TO MR. OLIVIER RIGAUDY, DEPUTY CHIEF EXECUTIVE OFFICER IN CHARGE OF FINANCE

Remuneration elements	Amounts paid during the financial year ended	Amounts granted in respect of the financial year ended or accounting valuation	Comments
Fixed remuneration	Office: €140,000	Office: €140,000	Mr. Olivier Rigaudy's gross annual fixed remuneration was set by the Board of Directors at €140,000.
	Employment contract: €520,000	Employment contract: €520,000	Under his employment contract as Group Chief Financial Officer, Mr. Olivier Rigaudy receives a gross annual fixed remuneration of €520,000 (unchanged since 2017).
Annual variable remuneration Y-2 (2023) and Y-1 (2024)	Office: €228,000 (amount granted for 2023 and paid in May 2024 (7th resolution – shareholders' meeting of May 23, 2024))	Office: €264,000 (amount granted for 2024 and to be paid in 2025 subject to and following approval by the shareholders' meeting of May 21, 2025 – 11th resolution)	At its meeting held on February 27, 2025, the Board of Directors, upon recommendations of the Remuneration and Appointments Committee, and after approval by the Audit, Risk and Compliance Committee and the CSR Committee of items under their supervision, noted the levels of achievement of the performance criteria, as follows: • with regard to the financial criteria, 30 out of 70 points assigned to these criteria were granted; • with regard to the extra financial criteria, all 30 out of the 30 points assigned to these criteria were granted. The amount of the 2024 annual variable remuneration of Mr. Olivier Rigaudy has, accordingly, been set at €264,000. The performance criteria and the expected and recorded achievement levels are described in section 4.2.2.2.2.D paragraph *Annual variable remuneration for 2024* of the 2024 CGR. This annual variable remuneration is coupled with a clawback mechanism.
	Employment contract: €220,000	Employment contract: €220,000	Under his employment contract as Group Chief Financial Officer, Mr. Olivier Rigaudy receives a maximum gross annual variable remuneration of €220,000, subject to the performance criteria set out in section 4.2.2.2.2.D paragraph *Annual variable remuneration* of the 2024 CGR. This amount was paid to him in 2024 in respect of the performance of his salaried duties in 2023. This same amount was paid to him at the end of February 2025 in respect of the performance of his salaried duties in 2024.

Remuneration elements	Amounts paid during the financial year ended	Amounts granted in respect of the financial year ended or accounting valuation	Comments
Multi-year variable remuneration in cash	n/a	n/a	None.
Exceptional remuneration	n/a	n/a	None.
Stock options (SO), performance shares (PS) and other long-term benefits	n/a	SO = none PS = 24,000 shares (accounting valuation: €2,171,040)	The Deputy Chief Executive Officer does not receive any stock options. 24,000 performance shares were granted by the Board of Directors of Teleperformance SE at its meeting held on July 30, 2024, in accordance with the authorization approved by the shareholders' meeting of May 23, 2024 and the remuneration policy described in sections 4.2.1 and 4.2.2.3 of the 2024 CGR. The performance conditions, measured over three years, include two internal financial criteria weighing 35% each (Group organic revenue growth criterion and free cash flow criterion), one "external" criterion (stock performance compared to the CAC 40 index over each year of the period) for 10%, one environmental criterion (reduction of scopes 1 and 2 carbon footprint) for 10% and one criterion based on internal promotions rate for 10%.
Remuneration granted for directorships	€0	€0	None.
Benefits in kind	€0	€0	None.
	Employment contract: €12,480	Employment contract: €12,480	He is entitled to the use of a company car under his employment contract.
Take-up or termination payments	n/a	n/a	The Deputy Chief Executive Officer is not granted any payment upon the taking up or termination of his duties in respect of his corporate office. Under his employment contract, he does not benefit from any specific payment or benefit due or to be paid as a result of the termination or modification of his salaried duties. This contract continues to be governed by legal provisions relating to the termination of employment contracts.
Additional pension	n/a	n/a	The Deputy Chief Executive Officer does not benefit from any additional or complementary pension scheme. Under his employment contract as Group Chief Financial Officer, he is eligible for the legal pension scheme applicable to employees in France.
Non-compete compensation	€0	€0	The Deputy Chief Executive Officer, is bound by a non-compete undertaking authorized by the Board of Directors at its meeting held on November 30, 2017, entered into on February 1, 2018 and approved by the shareholders' meeting held on April 20, 2018 (5th resolution). It is detailed in section 4.2.2.2.2.D paragraph *Payments relating to a non-compete undertaking* above.

B. Remuneration policy of corporate officers for 2025 – *Ex-ante* votes

(12th to 16th ordinary resolutions)

In accordance with the provisions of Article L.22-10-8 II of the French Commercial Code, the ordinary shareholders' meeting votes on the directors and executive officer's remuneration policy each year and in the event of any material amendment to said policy.

Accordingly, it is proposed that the Shareholders' Meeting of May 21, 2025 approves:

- the principles and elements comprising the remuneration policy applicable to Company directors within the meaning of article R. 22-10-14 of the French Commercial Code in respect of the financial year ending December 31, 2025, as set out in sections 4.2.1, 4.2.3.1 and 4.2.3.2 of the 2024 CGR (**12th resolution**);
- the principles and elements comprising the remuneration policy applicable to the Chairman of the Board of Directors within the meaning of article R. 22-10-14 of the French Commercial Code in respect of the financial year ending December 31, 2025, as set out in sections 4.2.1, 4.2.3.1 and 4.2.3.3 of 2024 CGR (**13th resolution**);
- the principles and elements comprising the remuneration policy applicable to the Chief Executive Officer of the Company within the meaning of article R. 22-10-14 of the French Commercial Code in respect of the financial year ending December 31, 2025, as set out in sections 4.2.1, 4.2.3.1 and 4.2.3.4.1 of 2024 CGR (**14th resolution**);

- the principles and elements comprising the remuneration policy applicable to the Deputy Chief Executive Officer of the Company within the meaning of article R. 22-10-14 of the French Commercial Code in respect of the financial year ending December 31, 2025, as set out in sections 4.2.1, 4.2.3.1 and 4.2.3.4.2 of 2024 CGR (**15th resolution**);
- the principles and elements comprising the remuneration policy applicable to the Deputy Chief Executive Officer in charge of finance of the Company within the meaning of article R. 22-10-14 of the French Commercial Code in respect of the financial year ending December 31, 2025, as set out in sections 4.2.1, 4.2.3.1 and 4.2.3.4.3 of the 2024 CGR (**16th resolution**).

Guiding principles

The guiding principles governing the determination and revision of the remuneration elements granted to directors and executive officers, as described in section 4.2.1 of the 2024 CGR, form part of the remuneration policy applicable for 2025. It is specified and supplemented, for 2025, by the items described in section 4.2.3 of the 2024 CGR. The remuneration policy for 2025 within the meaning of Articles L.22-10-8 and R.22-10-14 of the French Commercial Code, thus results from these two sections.

Methodology

In drawing up its recommendations on remuneration of corporate officers for 2025, the Remuneration and Appointments Committee considered notably the approval expressed by the shareholders' meeting in prior years, the expectations expressed by the shareholders on the remuneration policy, the fact that the remuneration policies thus voted led to the desired behaviour and performance and the evolutions made in the governance.

For 2025, the Board of Directors therefore confirmed the remuneration structures and decided, upon recommendations of the Remuneration and Appointments Committee, to:

- maintain unchanged the principles for establishing the remuneration due or granted to directors;
- maintain unchanged the breakdown between the fixed and variable parts approved in 2018 for executive directors (both parts representing 50% of total remuneration each);
- maintain unchanged in 2025 the global maximum amount of fixed and variable remuneration granted to the Chief Executive Officer, for the thirteen consecutive year (amount unchanged since 2013) and the maximum number of performance shares to be granted;
- maintain, without suspension, the employment contract of Mr. Olivier Rigaudy as Group Chief Financial Officer;
- maintain the structure of the executive functions of Mr. Thomas Mackenbrock between the term of office of Deputy Chief Executive Officer of Teleperformance and the term of office of Managing director of Majorel Holding Deutschland GmbH;
- maintain the possibility to use its discretionary power concerning the implementation of directors and executive officers' remuneration policy in accordance with the remuneration policy approved by the ordinary shareholders' meeting. The Board of Directors remains convinced that the occurrence of unforeseen events could lead it to proceed with certain adjustments on an exceptional basis and both upwards and downwards, one or more of the financial and/or extra financial criteria of the annual variable or long-term remuneration of executive officers. The sole purpose of this approach will be to ensure that the results of the application of the criteria reflect both the performance of the executives concerned and that of the Group, in line with the objectives that initially governed the definition of the nature and levels of the criteria concerned. In any event, this specific adjustment power will remain limited to the nature and/or levels of achievement of one or more criteria, without extending to the respective weighing of the different criteria, or to their financial or non-financial nature. By way of illustration, this power could be exercised (i) in the event of a subsequent and unanticipated change in the nature of the Group's activities, on which a criterion could be based, (ii) in the event of a significant change in the Group's priorities as a result, for example, of a major health or political crisis, (iii) in the event of a significant change in the Group's scope of consolidation as a result of one or more acquisitions, or (iv) in the event of a significant change in the guidance communicated to the market. Should the Board decide, upon recommendation of its Remuneration and Appointments Committee and due to particular circumstances, to use this discretionary power, it would comply with all the principles set out in the remuneration policy, in particular the caps on annual variable and long-term share-based remuneration, and would provide a clear, precise and complete explanation of its choice. Any adjustment to the criteria for variable or long-term remuneration that would be decided by the Board as part of the implementation of the remuneration policy approved by the shareholders' meeting, will be made public and submitted to a vote of the shareholders at the next shareholders' meeting.

All these elements for 2025 are in line with the continuity and stability of the remuneration policy. This policy continues ensuring an effective correlation between levels of remuneration and Group's performance, executive officers' motivation and consistency of the remuneration structure. As a consequence, the variable part of the remuneration is subject to the achievement of ambitious objectives linked to the Group's strategy according to performance criteria defined based on Group's environment, objectives and priorities in social matters.

1. Remuneration policy applicable for 2025 to Directors

Pursuant to the terms of the **12th resolution**, it is proposed that you approve the remuneration policy applicable to Directors for 2025, thoroughly described in sections 4.2.1, 4.2.3.1 et 4.2.3.2 of the 2024 CGR.

For 2025, the Board of Directors, upon recommendation of the Remuneration and Appointments Committee, decided to maintain unchanged the principles for determining the remuneration granted to directors. These principles (described in sections 4.2.1 et 4.2.2.1 of the 2024 CGR) are as follows:

- fixed remuneration and variable remuneration paid subject to presence criteria;
- a high variable part;
- specific additional remuneration for membership of a committee;
- the absence of remuneration, at his request, for the Chairman of the Board of Directors;
- specific additional remuneration to make allowance for directors based in remote countries;
- the absence of remuneration in respect of a directorship in the event of remuneration paid under an employment contract or in respect of an executive office within a subsidiary;
- the possibility of remuneration for a non-executive position as Chairman of the Board of a subsidiary, subject to review on a case-by-case basis by the Remuneration and Appointments Committee.

Based on these principles, the Board, upon recommendation of the Remuneration and Appointments Committee, decided to maintain the allocation rules for the global amount of €1,200,000 for 2025 as follows (gross amounts):

- each director receives a remuneration comprising an annual fixed remuneration of €27,500 and a variable amount of €6,600 per meeting subject to attendance;
- members of the Audit, Risk and Compliance Committee receive an annual fixed remuneration of €11,000 (doubled for the Committee Chair) and a variable amount of €5,000 per meeting subject to attendance;
- members of the Remuneration and Appointments Committee and of the CSR Committee receive an annual fixed remuneration of €8,250 (doubled for the Committee Chair) and a variable amount of €3,900 per meeting subject to attendance;
- an additional remuneration for attending a Board or Committee meeting of €1,500 for directors traveling from a country within Europe (excluding France) and of €3,500 for directors traveling from a country outside Europe.

In the event of the creation of a Board Committee in the course of the year, the Board of Directors could decide, based on the recommendations of its Remuneration and Appointments Committee, to amend those amounts within the limit of the global amount and while continuing to respect the above-mentioned principles.

2. Remuneration policy applicable for 2025 to the Chairman of the Board of Directors

Under the terms of the **13th resolution**, it is proposed that you approve the remuneration policy applicable for 2025 to the Chairman of the Board of Directors, described in sections 4.2.1, 4.2.3.1 et 4.2.3.3 of the 2024 CGR.

It is specified that Mr. Moulay Hafid Elalamy has decided to waive any entitlement to any remuneration as a director, committee member and Chairman of the Board of Directors.

3. Remuneration policy applicable for 2025 to the executive officers

The remuneration policy for the executive officers for 2025 was set by decision of the Board of Directors at its meeting on February 27, 2025 based on the recommendations of its Remuneration and Appointments Committee. It decided to maintain the remuneration elements as they were implemented further to the Shareholders' Meeting of May 23, 2024, in line with the principles detailed in section 4.2.1 of the 2024 CGR.

3.1 Remuneration policy applicable for 2025 to the Chief Executive Officer

Under the terms of the **14th resolution**, it is proposed that you approve the remuneration policy applicable for 2025 to the Chief Executive Officer, thoroughly described in sections 4.2.1, 4.2.3.1 et 4.2.3.4.1 of the 2024 CGR. This policy for 2025 was set by decision of the Board of Directors at its meeting held on February 27, 2025 upon recommendations of the Remuneration and Appointments Committee.

For reference purposes, the evolution since 2017 of the remuneration elements for the Chairman and Chief Executive Officer until August 28, 2024 and Chief Executive Officer as of this date is presented in section 4.2.2.2.2.A of the 2024 CGR.

/ REMUNERATION ELEMENTS OF THE CHIEF EXECUTIVE OFFICER FOR 2025

Remuneration elements	Maximum amounts or number	Comments
Fixed remuneration	US$2,625,000	The gross annual fixed remuneration for Mr. Julien is unchanged and was set by the Board of Directors at US$2,625,000 (unchanged since 2018).
Annual variable remuneration	Max. Amount: US$2,625,000	The maximum amount of the 2025 annual variable remuneration has been set at US$2,625,000 (unchanged since 2018). The objectives for the annual variable remuneration for 2025 are based on financial and extra-financial performance criteria. These criteria as well as the expected levels of achievement are published prospectively and are described in section 4.2.3.1 paragraph *Criteria for annual variable remuneration for 2025* of the 2024 CGR. This annual variable remuneration is coupled with a clawback mechanism.
Multi-year variable remuneration in cash	n/a	No multi-year variable remuneration in cash is provided for.
Exceptional remuneration	n/a	No exceptional remuneration is provided for.
Stock options (SO), performance shares (PS) and other long-term benefits	SO: n/a PS: max. 50,000 shares	There is no grant of stock options. The Board, upon recommendation of the Remuneration and Appointments Committee, has decided to maintain, for 2025, the maximum number of performance shares to be granted, by the Company, to the Chief Executive Officer to 50,000 shares (same level as the number, decreased, granted since July 2021). This cap, communicated in advance, is intended to limit the potential dilution resulting from the grant and is consistent with the long-standing status of the Chief Executive Officer, founder, as shareholder of the Company, given that he has sold a very reduced number of shares over the past ten years. In addition, this cap is intended to prevent any increase in the number of shares granted in the event of a drop in the share price, thus avoiding any risk of a windfall effect.

Remuneration elements	Maximum amounts or number	Comments
		The performance criteria, measured over 3 years, are based on indicators corresponding to the Group's long-term strategy (Group organic revenue growth criterion, criterion based on levels of free cash flow, criterion on the stock performance, an environmental criterion, and a social criterion based on the rate of internal promotions). The expected levels of achievement are published prospectively and described in section 4.2.3.1 paragraph *Criteria applicable to long-term variable remuneration in shares for 2025* of the 2024 CGR.
Remuneration granted for directorships	n/a	No remuneration is provided for in respect of a directorship (within Teleperformance SE or one of its subsidiaries).
Benefits in kind	Maintained without change	Maintaining the benefits in kind for 2025 described in section 4.2.3.4.1 paragraph *Benefits in kind* of the 2024 CGR.
Take-up or termination payments	n/a	No payment upon the taking up or termination of duties is provided for.
Additional pension	n/a	No supplementary or additional pension scheme is provided for.
Non-compete compensation	Maintained without change	Maintaining without change the non-compete undertaking described in section 4.2.2.2.2.A, paragraph Payments relating to a non-compete undertaking of the 2024 CGR.

3.2 Remuneration policy applicable for 2025 to the Deputy Chief Executive Officer

Pursuant to the terms of the **15th resolution**, it is proposed that you approve the remuneration policy applicable for 2025 to the Deputy Chief Executive Officer, thoroughly described in sections 4.2.1, 4.2.3.1 et 4.2.3.4.2 of the 2024 CGR. This policy for 2025 was set by decision of the Board of Directors on February 27, 2025 upon recommendations of the Remuneration and Appointments Committee.

/ REMUNERATION ELEMENTS OF THE DEPUTY CHIEF EXECUTIVE OFFICER FOR 2025

Remuneration elements	Maximum amounts or number	Comments
Fixed remuneration	Deputy CEO: €426,000 Managing Director: €1,074,000	For 2025, the gross annual fixed portion of Mr. Thomas Mackenbrock's remuneration in respect of his mandate as Deputy Chief Executive Officer has been set at the amount of €426,000. Under his mandate as Managing Director of Majorel Holding Deutschland GmbH, Mr. Thomas Mackenbrock's gross annual fixed remuneration is €1,074,000.
Annual variable remuneration	Deputy CEO: €707,000 Managing Director: €793,000	The maximum amount of the annual variable remuneration has been set at an amount of €707,000 in respect of his mandate as Deputy Chief Executive Officer and €793,000 in respect of his mandate as Managing Director of Majorel Holding Deutschland GmbH. The objectives for the 2025 annual variable remuneration as Deputy CEO are based on financial and extra-financial performance criteria. These criteria as well as the expected levels of achievement are published prospectively and are described in section 4.2.3.1 paragraph *Criteria for annual variable remuneration for 2025* of the 2024 CGR. This annual variable remuneration is coupled with a clawback mechanism. The objectives for the 2025 annual variable remuneration as Managing Director are also made pubmic and described in section 4.2.3.1 paragraph *Criteria for annual variable remuneration for 2025* of the 2024 CGR.
Multi-year variable remuneration in cash	n/a	No multi-year variable remuneration in cash is provided for.
Exceptional remuneration	n/a	No exceptional remuneration is provided for.

Remuneration elements	Maximum amounts or number	Comments
Stock options (SO), performance shares (PS) and other long-term benefits	SO : n/a AP : max. 32 000 shares	There is no grant of stock options. The Board, upon recommendation of the Remuneration and Appointments Committee, has decided to maintain, for 2025, the maximum number of performance shares to be granted, by the Company, to the Deputy Chief Executive Officer to 32,000 shares. This cap, communicated in advance, is intended to limit the potential dilution resulting from the grant and is intended to prevent any increase in the number of shares granted in the event of a drop in the share price, thus avoiding any risk of a windfall effect. The performance criteria, measured over 3 years, are based on indicators corresponding to the long-term strategy (Group organic revenue growth criterion, criterion based on levels of free cash flow, criterion on the stock performance, an environmental criterion, and a social criterion based on the rate of internal promotions). The expected levels of achievement are published prospectively and described in section 4.2.3.1 paragraph *Criteria applicable to long-term variable remuneration in shares for 2025* of the 2024 CGR.
Remuneration granted for directorships	n/a	No other remuneration is provided for in respect of a directorship within a subsidiary of the Teleperformance Group.
Benefits in kind	Implementation	The benefits in kind for 2025 could consist in a company car and health insurance (in accordance with the remuneration policy).
Take-up or termination payments	n/a	No payment upon the taking up or termination of duties is provided for.
Additional pension	n/a	No supplementary or additional pension scheme is provided for.
Non-compete compensation	Maintained without change	Maintaining without change the non-compete undertaking described in section 4.2.2.2.2.C, paragraph *Payments relating to a non-compete undertaking* of the 2024 CGR.

3.3 Remuneration policy applicable for 2025 to the Deputy Chief Executive Officer in charge of finance

Pursuant to the terms of the **16th resolution**, it is proposed that you approve the remuneration policy applicable for 2025 to the Deputy Chief Executive Officer in charge of finance, thoroughly described in sections 4.2.1, 4.2.3.1 et 4.2.3.4.3 of the 2024 CGR. This policy for 2025 was set by decision of the Board of Directors on February 27, 2025 upon recommendations of the Remuneration and Appointments Committee. It decided to maintain the remuneration principles as approved by the shareholders' meeting held on May 23, 2024.

A description of the remuneration elements granted to Mr. Olivier Rigaudy in respect of his mandate as Deputy Chief Executive Officer in respect of 2025 is summarized below. In accordance with the Board's principle of transparency and in order to enable shareholders to conduct a relevant assessment of these items, this section also includes the remuneration granted to Mr. Olivier Rigaudy as a Company employee.

/ REMUNERATION ELEMENTS OF THE DEPUTY CHIEF EXECUTIVE OFFICER IN CHARGE OF FINANCE FOR 2025

Remuneration elements	Maximum amounts or number	Comments
Fixed remuneration	Mandate: €140,000	The gross annual fixed remuneration is unchanged and was set by the Board of Directors at €140,000.
	Employment contract: €520,000	Under his employment contract as Group Chief Financial Officer, the fixed annual remuneration will remain at €520,000 (unchanged since 2018).
Annual variable remuneration	Mandate: €440,000	The maximum amount of the annual variable remuneration for 2025 is maintained at €440,000. The objectives for the 2025 annual variable remuneration as Deputy CEO are based on financial and extra-financial performance criteria. These criteria as well as the expected levels of achievement are published prospectively and are described in section 4.2.3.1 paragraph *Criteria for annual variable remuneration for 2025* of the 2024 CGR. This annual variable remuneration is coupled with a clawback mechanism.
	Employment contract: €220,000	Under his employment contract as Group Chief Financial Officer, the maximum annual variable remuneration is maintained at €220,000 (unchanged since 2018), subject to the performance criteria presented in section 4.2.3.4.3 paragraph *Annual variable remuneration* of the 2024 CGR.

Remuneration elements	Maximum amounts or number	Comments
Multi-year variable remuneration in cash	n/a	No multi-year variable remuneration in cash is provided for.
Exceptional remuneration	n/a	No exceptional remuneration is provided for.
Stock options (SO), performance shares (PS) and other long-term benefits	SO: n/a PS: max. 24,000 shares	There is no grant of stock options. The Board, upon recommendation of the Remuneration and Appointments Committee, has decided to maintain, for 2025, the maximum number of performance shares to be granted, by the Company, to the Deputy Chief Executive Officer in charge of finance to 24,000 shares. This cap, communicated in advance, is intended to limit the potential dilution resulting from the grant and is intended to prevent any increase in the number of shares granted in the event of a drop in the share price, thus avoiding any risk of a windfall effect. The performance criteria, measured over 3 years, are based on indicators corresponding to the long-term strategy (Group organic revenue growth criterion, criterion based on levels of free cash flow, criterion on the stock performance, an environmental criterion, and a social criterion based on the rate of internal promotions). The expected levels of achievement are published prospectively and described in section 4.2.3.1 paragraph *Criteria applicable to long-term variable remuneration in shares for 2025* of the 2024 CGR.
Remuneration granted for directorships	n/a	No remuneration is provided for in respect of a directorship within a subsidiary of the Teleperformance Group.
Benefits in kind	Mandate: n/a	No benefit in kind under the term of office.
	Employment contract: unchanged	Maintaining the benefits in kind provided under the employment contract (use of a company car).
Take-up or termination payments	n/a	No payment upon the taking up or termination of duties is provided for in connection with the term of office, nor under the employment contract which is governed by legal provisions relating to the termination of employment contracts.
Additional pension	n/a	No supplementary or additional pension scheme is provided for.
Non-compete compensation	Maintained without change	Maintaining without change the non-compete undertaking described in section 4.2.2.2.2.D paragraph Payments relating to a non-compete undertaking of the 2024 CGR.

V. Composition of the Board of Directors

(17th to 21st ordinary resolutions)

The governance structure of your Company and your Group has evolved over the past few years, allowing it to adapt to changes in the environment in which the Group operates. The Board and its Remuneration and Appointments Committee are careful to ensure that the management structure chosen allows for effective and efficient decision-making for the company to continue its development trajectory. The major changes decided by the Board of Directors, upon recommendations of its Remuneration and Appointments Committee, and which have strengthened the Group's governance structure, are described in the 2024 Corporate Governance Report (included in the 2024 Universal Registration Document).

During the year 2024, changes were made to the governance of your Company and your Group, aimed at accelerating its growth and fostering innovation.

On the occasion of the departure of Mr. Bhupender Singh, who further to his resignation from the Board was not replaced as a Board member, a reflection was led by the Remuneration and Appointments Committee, with the participation of all directors, in particular Mr. Daniel Julien, founder, on the corporate governance structure of the Company and the Group with a view to reassessing the suitability of the manner in which executive management is conducted. On August 28, 2024, the Board of Directors decided, upon recommendation of the Remuneration and Appointments Committee, to separate, with immediate effect, the duties of Chairman of the Board of Directors and Chief Executive Officer. It decided to appoint Mr. Moulay Hafid Elalamy, independent director, as Chairman of the Board of Directors, in order to benefit from his experience in terms of leadership of multinational groups and his knowledge of the Group’s businesses. It also confirmed Mr. Daniel Julien as Chief Executive Officer and Mr. Olivier Rigaudy as Deputy Chief Executive Officer.

The Board of Directors considered, upon the recommendation of its Committee, that this mode of exercising the general management was the governance structure best suited in the current context of the Group. Indeed, it will optimize the Group’s response to current challenges (artificial intelligence, loss of share value, refocusing on growth, etc.), promote the implementation of the succession plan through a distribution of roles and responsibilities geared towards the efficiency and continuity of executive management and strengthen shareholder trust by adopting a governance structure in line with market expectations in terms of good governance.

In the context of an independent chairmanship, the Board of Directors also considered that the duties and responsibilities of the Lead Independent Director can be exercised by the independent Chairman. Thus, it did not appoint a new Lead Independent Director.

To support this governance evolution, the Board of Directors decided, upon proposal of the Chief Executive Officer and recommendation of the Remuneration and Appointments Committee, to appoint as Deputy Chief Executive Officer Mr. Thomas Mackenbrock, starting as of October 1, 2024.

Regarding your Board of Directors, it is currently comprised of 14 directors, including two directors representing the employees. The terms of office of Ms. Pauline Ginestié, Mr. Jean Guez, Ms. Shelly Gupta, Mr. Nan Niu (also known as Kevin Niu) and Ms. Carole Toniutti are coming to an end at the end of your Meeting of May 21, 2025. In order to accompany the new Group governance into the new future challenges and the Board structure, Mr. Jean Guez, Ms. Shelly Gupta and Ms. Carole Toniutti have not requested the renewals of their terms. Therefore, pursuant to the 17th to 21st resolutions, it is proposed that you:

- renew the terms of office as Directors of Ms. Pauline Ginestié (**17th resolution**) and Mr. Nan (Kevin) Niu (**18th resolution**) for 3 years,
- appoint Mr. Mehdi Ghissassi and Ms. Vera Songwe as new directors (**19th and 20th resolutions**) in replacement of Ms. Shelly Gupta and Ms. Carole Toniutti for a period of 3 years,
- not to renew nor replace Mr. Jean Guez as a director (**21st resolution**).

It is reminded that under the terms of the articles of association (Article 14), the term of office of directors is three years. Different durations of terms are therefore proposed in order to allow the staggered terms of office of directors (as permitted by the articles of association).

These proposals will allow, if you approve them, to maintain a balanced representation of gender and diversity in terms of experience, expertise and nationalities within the Board and the staggering of terms of office.

As part of the preparation of its recommendations to the Board of Directors, the Remuneration and Appointments Committee has implemented the selection procedure described in section 4.1.2.1 of the RGE 2024. The candidates proposed for appointment have been interviewed by the Committee as well as by two independent directors who are not members of the Committee.

Situation regarding the rules on number of terms of office held

The Board took note that the directors, whose renewals or appointments are proposed, meet the recommendations of the AFEP-MEDEF code with regard to the number of terms of office held. They therefore benefit from the availability necessary to be involved and continue to be fully involved in the works of the Board and its Committees.

Attendance rate at Board meetings

The individual attendance rates for all directors are detailed in the 2024 Universal Registration Document. In 2024, the global attendance rate at the 8 Board meetings was of 98%.

Over the last three years, the participation rate for Mr. Kevin Niu has been 100% and 97% for Mrs. Pauline Ginestié.

Independence

It is reminded that the Board of Directors applies strictly the criteria defined by the AFEP-MEDEF code regarding the independence of its members. In connection with the proposed renewals, the Remuneration and Appointments Committee considered that Ms. Ginestié and Mr. Niu continued to meet all the conditions required to ensure their independence allowing them to be qualified as independent in accordance with the criteria of the AFEP-MEDEF code. Mr Ghissassi and Ms. Songwe, whose appointments are proposed, are both considered independent in accordance with these same criteria.

Expertise, experience, competence and knowledge of the Group

Ms. Pauline Ginestié, a dual British and French national, has been a member of the Board of Directors since April 2016. As a specialist in interactive system ergonomics and customer experience, she brings her expertise and an international perspective to the Board and the Audit, Risk, and Compliance Committee, of which she is a member. Her independence enables her to participate in the works of the Board and its Committee with complete freedom of judgment.

Mr. Kevin Niu, a Canadian national and a Director of the Company since July 2023, has professional experience and expertise in the media and new technology sectors, including artificial intelligence. This background enables him to contribute to the Board's works in driving the Group's ongoing digital transformation. Mr. Niu is a member of the Remuneration and Appointments Committee.

Mr. Mehdi Ghissassi, a Moroccan, French and British citizen, is a prominent figure in AI product management, serving as Director and Head of Product Management at Google DeepMind from 2016 to 2024. He has extensive experience in developing AI products and strategies, working closely with engineering teams to implement cutting-edge AI research into products used globally. Currently, Mr. Ghissassi is Chief product officer at AI71, The Abu Dhabi based artificial intelligence company.

Ms. Vera Songwe, a Cameroonian national, is a renowned economist and banking executive who has held senior roles at the World Bank and International Finance Corporation, serving as Regional Director for West and Central Africa. She was appointed as the first female Executive Secretary of the United Nations Economic Commission for Africa (ECA), serving from 2017 to 2022. She is the founder and chair of the Liquidity and Sustainability Facility and co-chairs the High-Level Expert Panel on Climate Finance.

The Board, upon recommendations of its Remuneration and Appointments Committee, noted that these expertise and profiles would consolidate the skills present within the Board and strengthen the alignment of expertise with the Group's development trajectory.

Information and details regarding candidates whose renewals are proposed are provided in the paragraphs *Main activities and terms of office exercised by directors in office* of section 4.1.2.1 of the 2024 corporate governance report included in the 2024 Universal Registration Document and in the notice of convening of the shareholders' meeting. The information and details regarding candidates upon appointments are presented in said notice of convening.

If you approve all of these proposed resolutions:

- **the Board's independence rate**, this quality being defined according to all the criteria of the AFEP-MEDEF code and retained by the Company, will be **at 82%**(1).
- The Company will thus continue to comply with the recommendations of this code concerning the **proportion of independent directors** on the Board and its committees;

(1) Excluding the directors representing the employees as per the calculation method recommended under the AFEP-MEDEF code.

- **balanced gender representation**[1] will continue to comply with the applicable legal provisions, with 5 women and 6 men ;
- **maintain a strong internationalization at the Board** with ten nationalities represented;
- **a strong expertise and knowledge** of the Group, its business and specificities necessary to the good functioning of the Board will also be **maintained**.

The Remuneration and Appointments Committee will make its recommendations on the composition of the Committees to ensure that it remains in line with the recommendations of the AFEP-MEDEF Code and the Board's practice in this matter.

VI. Authorization to be granted to the Board of Directors to repurchase the Company's own shares

(22nd ordinary resolution)

Under the **22nd resolution**, you are invited to renew the authorization given to your Board of Directors, with the ability to further delegate, to implement within the legal limit of 10% of the number of shares comprising the share capital as of the date of the shareholders' meeting, a share repurchase program of the Company's own shares by any means, including by way of acquisition of blocks of shares, use of optional mechanisms or derivative instruments in order to:

- stimulate the secondary market or ensure the liquidity of the Teleperformance SE share with the assistance of an investment service provider under a liquidity contract in compliance with the practices permitted by regulations, it being specified that in this context, the number of shares taken into account for the calculation of the abovementioned limit corresponds to the number of shares purchased, after deduction of the number of shares resold;
- retain the purchased shares and subsequently deliver them as consideration in exchange or payment in connection with potential mergers, demergers, contributions or acquisitions; it being specified that shares acquired for this purpose cannot exceed 5% of the Company's share capital;
- ensure the coverage of stock purchase option plans and/or performance share plans (or similar plans) in favor of employees and/or corporate officers of the Group, including economic interests groups and affiliated companies, 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 employees and/or corporate officers of the Group, including economic interests groups and affiliated companies;
- ensure the coverage of securities rights to the share capital of Company shares pursuant to the regulations in force;
- possibly cancel the acquired shares, pursuant to the authorization granted or to be granted by the extraordinary shareholders' meeting; and
- carry out, in general, any transaction permitted under current regulations.

Such transactions shall not, unless previously authorized by the Shareholders' Meeting, be carried out during a period of public offering initiated by a third party on the Company's shares and until the end of the period of public offering.

This authorization would be granted for an 18-month period, *i.e.* expiring on November 21, 2026.

It is proposed to set the maximum purchase price at €250 per share, and as a consequence, the maximum amount of the transactions at €1,496,859,000.

This new authorization shall cancel the authorization granted to the Board of Directors by the Combined Shareholders' Meeting held on May 23, 2024 (21st ordinary resolution).

During 2024, Teleperformance SE purchased some of its shares, as follows:

- for the objective of stimulating the secondary market or ensuring the liquidity of the Teleperformance SE share through the liquidity agreement: a total of 1,087,122 shares were repurchased at an average purchase price of €103.31, while sales totaled 1,051,062 shares at an average sale price of €104.08;
- in connection with the share repurchase plan announced in August 2023: a total of 1,802,379 shares, i.e. 6.05% of the share capital, was repurchased in 2024 at a gross average price of €99.60:
  - 41,776 shares were allocated to the coverage of performance share plans; and
  - 1,760,603 shares were allocated to the objective of cancellation.

Teleperformance's objective is to continue in 2025 this dynamic.

VII. Amendment contemplated on the Performance Shares Plan of July 26, 2023

(23rd ordinary resolution)

Under the terms of the **23rd resolution**, your Board of Directors has decided, upon recommendation of its Remuneration and Appointments Committee, to consult your Shareholders' Meeting on a contemplated modification of certain performance criteria of the performance shares plan of July 26, 2023 (the "2023 Plan"). In accordance with the principles of transparency and completeness in terms of remuneration, the Board set, like each year, in February 2023, the criteria and the levels of achievement in a prospective manner on the basis of the estimates in its possession to date.

The criteria and their levels of achievement were set, for all beneficiaries, whether they are executive officers or not, by the Board of Directors of July 26, 2023 that approved the 2023 Plan and the list of beneficiaries in accordance with the principle of granting shares at the same calendar periods recommended by the AFEP-MEDEF code. A total number of 601,088 performance shares was granted in favor of 614 beneficiaries, including the executive officers.

It is reminded that in accordance with the Group policy on long-term share-based remuneration, the terms and performance criteria of performance shares grants are identical for all beneficiaries, whether they are executive officers or not. The criteria set at the origin are described in section 6.2.6.3 of the 2024 Universal Registration Document.

During the vesting period, several exogenous events occurred, modifying certain assumptions used to set trends and target levels. They had an impact on the Group's growth prospects without giving rise to a readjustment of the levels of achievement of financial criteria of the plan.

Indeed, the global economic and volume slowdown, the impact of regional volumes worldwide, the impact of regional crises on Group's clients' decision-making processes, and the change in consumers' behavior after the period of containment and health crisis have weighed on the Group's usual growth.

In addition, offshore solutions have increased at the initiative of Group's clients. Their development to serve the North American market, particularly in the Philippines, had a significant and deflationary impact on the level of the Group's revenue growth. This trend has intensified in other regions, with the result that the offshoring rate for Group solutions rose significantly by almost 10 basis points over the period concerned to finally approach the record consolidated rate of 60%.

Lastly, the accelerated use of automation and the development of artificial intelligence solutions to improve productivity and service quality also had a significant impact on organic revenue growth.

The initial annual targets for 2023 had already been adjusted, as announced in May 2023, and measures were taken to manage cost and liquidity and adapt the Group's development model, while returning a significant part of the cash flow to shareholders.

Therefore, the Board of Directors of February 27, 2025, noting the inadequacy of performance criteria of the 2023 Plan and the opportunity to balance these criteria so as to maintain the motivation of the beneficiaries essential to the completion of the Group's objectives. It then decided to consult the shareholders' meeting on the following modifications (the directors who were beneficiaries under the 2023 Plan did not take part in the discussion and the vote) in order to:

- provide for a modification of the organic revenue growth criterion to actually reflect the drastically modified market conditions and introduce an additional share percentage credit;
- provide for an upward adjustment in the levels of achievement of the free cash flow criterion, as the Group has significantly improved cash flow generation as a result of the policies implemented and the acquisition of Majorel, unknown at the time of setting the targets, which mechanically increased the volume of business;
- approve, where necessary, these modifications and their implementation to the executive officers of Teleperformance SE who are beneficiaries.

The other three criteria, including those linked to long-term CSR priorities, remain unchanged, as does the weighing associated with each objective.

These changes, applicable to all beneficiaries, are designed to maintain the incentive and retention philosophy of the long-term share-based remuneration. They are aimed at ensuring effectiveness and at rewarding collective effort during the reference period, while maintaining rigorous targets. The Board of Directors, in redefining the thresholds for these two criteria, has endeavored to maintain a strong link with the Group's performance.

The Board wished to consult the Shareholders' Meeting on the proposed modifications (as described below), even though it could have exercised its ability to revise and make the adjustments on its own initiative. They would then have been made public retrospectively even though, for many years, the Board has endeavored to set compensation in a forward-looking, transparent and detailed manner. It will take this consultation into account when making its decisions.

Consequently, the changes planned by the Board of Directors, upon recommendation of the Remuneration and Appointments Committee, are as follows:

Criterion initially set						**Modification contemplated**					
"No performance shares will be vested by the beneficiaries if the organic revenue growth is less than **15.0%** or if the Free Cash Flow is less than **€1,800 million**."						"No performance shares will be vested by the beneficiaries if the organic revenue growth is less than **10.0%** or if the Free Cash Flow is less than **€2,300 million**."					
Organic Revenue Growth (ORG)	Share percentage credit	0%	50%	75%	%	Share percentage credit	0%	50%	75%	85%	100%
		<15.0%	**15.0%≤ORG <20.0%**	**20.0%≤ORG <25.0%**	**≥25.0%**		**<10.0%**	**10.0%≤ORG <12.0%**	**12.0%≤ORG <15.0%**	**15.0%≤ORG <17.0%**	**≥17.0%**
Free Cash Flow ("FCF") *in millions of euros*	Share percentage credit	0%	50%	75%	100%	Share percentage credit	0%	50%	75%		100%
		<1,800	**1,800≤FCF <1,900**	**1,900≤FCF <2,100**	**≥2,100**		**<2,300**	**2,300≤FCF <2,500**	**2,500≤FCF<2,700**		**≥2,700**
CSR	Share percentage credit	0%	50%	75%	100%	**Unchanged**					
		-38%	**-38%≤CSR <-40%**	**-40%≤CSR <-42%**	**≥-42%**						
Promotions	Share percentage credit	0%	50%	75%	100%	**Unchanged**					
		<30%	**30%≤ Promotions <45%**	**45%≤ Promotions <60%**	**≥60%**						
Stock Price Evolution ("Stock") *in basis points (bp)*	Share percentage credit	0%	50%	75%	100%	**Unchanged**					
		<100 bp	**100 pb ≤Stock <200 pb**	**200pb ≤Stock <300 pb**	**≥300 pb**						

VIII. Authorization to be granted to the Board of Directors to cancel the Company's treasury shares

(24th extraordinary resolution)

Under the terms of the **24th resolution**, it is proposed that you renew the authorization granted to the Board of Directors, with the ability to further delegate in accordance with the conditions set out by law, for a 26-month period, to cancel, where applicable, the shares the Company holds or may hold by way of repurchases carried out in connection with Article L.225-209 of the French Commercial Code, further to share capital reductions within the legal limit of 10% of the share capital calculated on the date of the cancellation decision, deduction made of shares cancelled during the 24 preceding months. This delegation would supersede, if applicable, for the unused amount, any prior delegation with the same purpose, and in particular the one granted by the shareholders' meeting held on April 13, 2023 (19th resolution). During the validity of this previous authorization, the Board of Directors made use of the delegated powers by deciding to cancel 3,864,458 shares.

IX. Financial delegations and authorizations

(25th to 31st extraordinary resolutions)

Like all major multinational and global companies, Teleperformance needs to have the flexibility to respond quickly to changes in market conditions and thereby be able to obtain financing at any time from its existing shareholders or from other investors under the best possible conditions.

The Board of Directors would like to propose to renew in anticipation or due to their upcoming expiry all the delegations of authority and financial authorizations granted by your Shareholders' Meetings held on April 13, 2023 and May 23, 2024. These delegations of authority and authorizations would grant the Board of Directors the ability with regard to financial management to decide to increase the share capital by issuing, with or without preferential subscription rights for shareholders, shares and securities granting access to capital, in other words shares with subscription warrants, convertible bonds, etc.

As for the current authorizations, these delegations and authorizations shall not be implemented during the 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 (except for the delegations and authorizations proposed under the 25th and 31st resolutions).

The table describing the delegations of authority and authorizations approved by the shareholders' meetings held on April 13, 2023 and May 23, 2024 and the proposal of delegations and authorizations submitted to the Combined Shareholders' Meeting to be held on May 21, 2025 is appended to the present report.

Thus shareholders are requested to approve the delegations and authorizations in the terms and conditions summarized below. The total nominal amount of the issues authorized, with and without preferential subscription rights for shareholders, remains unchanged and limited to €50 million (*i.e.*, on an indicative basis, 33.4% of the share capital as of December 31, 2024). In order to enable Teleperformance to adjust its debt capacity to its growing market capitalization, and to be in line with market practices, it is proposed that the nominal global cap for debt instruments issues be maintained at €1,500 million (overall and common cap for issues with and without preferential subscription rights for shareholders).

A. Delegation of authority to increase the share capital by capitalization of reserves, profits and/or premiums

(25th extraordinary resolution)

The shareholders' meeting held on April 13, 2023 granted to your Board of Directors the authority in order to increase the share capital by capitalization of reserves, profits and/or premiums. This delegation has not been used.

As this delegation of authority is going to expire in June 2025, the Board proposes, pursuant to the terms of the **25th resolution**, to renew it for a 26-month period in order to allow it to carry out share capital increases by capitalization of reserves, profits, premiums or other amounts that may be capitalized. These transactions would be carried out by issuing new shares or granting performance shares or by increasing the nominal value of existing ordinary shares, or by a combination of these two methods, within the limit of a nominal amount of €142 million. This amount would not include the amount legally required to preserve the rights of holders of securities granting holders an entitlement to shares. This cap is independent from the other caps set out in the other resolutions of your Combined Shareholders' Meeting.

This delegation would supersede, if applicable, for the outstanding amount, any prior delegation with the same purpose and in particular the one granted by the shareholders' meeting held on April 13th, 2023 (20th resolution).

B. Delegation of authority to issue ordinary shares and/or securities giving access to the capital (of the Company or of a subsidiary) and/or to debt instruments, with preferential subscription rights for shareholders

(26th extraordinary resolution)

It is proposed to renew early, on the terms and conditions below, the delegation granted by your shareholders' meeting held on May 23, 2024 (22nd resolution). The Board did not make use of this delegation.

Pursuant to the terms of the **26h resolution**, it is proposed to delegate to your Board of Directors the authority to issue ordinary shares and/or securities giving access to the capital of the Company or of a subsidiary and/or to debt instruments, for a period of 26 months. Such issues would be carried out with retention of your preferential subscription right.

The limits for this new authorization would be the following ones:

- For the shares to be issued by the Company, immediately or in the future: a global nominal amount of €50 million, *i.e.*, 33.40% of the share capital as of December 31, 2024 (without taking into account the amount necessary to preserve, in accordance with the law, the rights of the holders of rights and bearers of securities giving access to shares). The nominal amounts of the share capital increases carried out pursuant to the 27th, 28th and 30th resolutions of the Shareholders' Meeting of May 21, 2025 will be deducted from this amount, and
- For debt securities: a maximum nominal amount in principal of €1,500 million, it being specified that this limit is common for issues carried out under the 27th and 28th resolutions of the same meeting.

If the irrevocable subscriptions or, if applicable, the revocable subscriptions, have not absorbed the entire issue, the Board of Directors may limit the issue to the value of subscriptions received within the limits set in accordance with applicable legal and regulatory provisions, freely allocate all or some of the unsubscribed shares or securities or offer all or some of the unsubscribed shares or securities to the public.

This delegation would cancel, if applicable, for the outstanding amount, any prior delegation with the same purpose and in particular the one granted by the Shareholders' Meeting held on May 23, 2024 (22nd resolution).

C. Delegation of authority to issue ordinary shares and/or securities giving access to the capital (of the Company or of a subsidiary) and/or to debt instruments, without preferential subscription right for shareholders, with an optional priority right, by an offer to the public and/or in consideration of shares in the context of a public exchange offer

(27th extraordinary resolution)

It is proposed to renew early, on the terms and conditions below, the delegation granted by your shareholders' meeting held on May 23, 2024 (23rd resolution). The Board did not make use of this delegation.

Your Board proposes, pursuant to the terms of the **27th resolution**, to grant the delegation of powers that would allow it the possibility to issue ordinary shares and/or securities giving access to the share capital of the Company or to a subsidiary and/or to debt instruments, without retention of your preferential subscription right by public offering (except offers referred to in paragraph 1 of Article L.411-2 of the French Monetary and Financial Code) and/or as remuneration in a public exchange offer. When using this authorization, the Board of Directors may grant a priority right, of a minimum duration of 3 trading days, on the totality of the issue to existing shareholders and under the terms and conditions it will set in accordance with applicable legal and regulatory provisions.

This delegation would be granted for a 26-month duration. The caps for this new delegation would be as follows:

- For the shares to be issued by the Company, immediately or in the future: a global nominal amount of €14.5 million, *i.e.*, on an indicative basis, 9.68% of the share capital as of December 31, 2024 (without taking into account the amount necessary to preserve, in accordance with the law, the rights of the holders of rights and bearers of securities giving access to shares). This limit is to be deducted from the amount for share capital increases provided for in the 26th resolution. The amounts of the share capital increases to be carried out pursuant to the 28th and 30th resolutions of the Shareholders' Meeting of May 21, 2025 will be deducted from this amount, and
- For debt securities: a maximum nominal amount in principal of €1,500 million, it being specified that this limit is common for issues carried out under the 26th, 27th and 28th resolutions of the same Shareholders' Meeting.

If the subscriptions have not absorbed the entire issue of securities giving access to the share capital, the Board of Directors may limit the issue to the subscriptions amounts within the limits specified by regulations or freely allocate all or some of the unsubscribed securities.

In accordance with the new legal applicable provisions, it is proposed that the Shareholders' Meeting sets the issue price in connection with this resolution and that it be at least equal to the weighted average of the last three trading sessions on the regulated market of Euronext Paris preceding the start of the offer, after adjusting, if necessary, this amount to take account of the difference in entitlement date, possibly reduced by a maximum discount of 10%.

This delegation would cancel, if applicable, for the outstanding amount, any prior delegation with the same purpose and in particular the one granted by the Shareholders' Meeting held on May 23, 2024 (23rd resolution).

D. Delegation of authority to issue ordinary shares and/or securities giving access to the capital (of the Company or of a subsidiary), and/or to debt instruments, without preferential subscription right for shareholders, by an offer as provided for in paragraph 1 of Article L. 411- 2 of the French Monetary and Financial Code

(28th extraordinary resolution)

It is proposed to renew early, on the terms and conditions below, the delegation granted by your shareholders' meeting held on May 23, 2024 (24th resolution). The Board did not make use of this delegation.

Your Board proposes, pursuant to the terms of the **28th resolution**, to grant the delegation of powers that would allow it the possibility to issue ordinary shares and/or securities giving access to the capital of the Company or of a subsidiary, and/or to debt instruments, without retention of your preferential subscription right by an offer as provided for in paragraph 1 of Article L. 411- 2 of the French Monetary and Financial Code.

This delegation would be granted for a 26-month duration. The caps for this new delegation would be as follows:

- For the shares to be issued by the Company, immediately or in the future: a global nominal amount of €7.2 million, *i.e.*, 4.81% of the share capital as of December 31, 2024 (without taking into account the amount necessary to preserve, in accordance with the law, the rights of the holders of rights and bearers of securities giving access to shares). This limit is to be deducted from the amount for share capital increases provided for in the 27th resolution, which counts towards the limit set forth in the 26th resolution of the Shareholders' Meeting of May 21, 2025, and
- or debt securities: a maximum nominal amount in principal of €1,500 million, it being specified that this limit is common for issues carried out under the 26th, 27th and 286th resolutions of the same shareholders' meeting.

If the subscriptions have not absorbed the entire issue of securities giving access to the share capital, the Board of Directors may limit the issue to the subscriptions amounts within the limits specified by regulations or freely allocate all or some of the unsubscribed securities.

In accordance with the new legal applicable provisions, it is proposed that the Shareholders' Meeting sets the issue price in connection with this resolution and that it be at least equal to the weighted average of the last three trading sessions on the regulated market of Euronext Paris preceding the start of the offer, after adjusting, if necessary, this amount to take account of the difference in entitlement date, possibly reduced by a maximum discount of 10%.

This delegation would cancel, if applicable, for the outstanding amount, any prior delegation with the same purpose and in particular the one granted by the Shareholders' Meeting held on May 23rd, 2024 (24th resolution).

E. Authorization to increase the amount of issues under the 26th, 27th and 28th resolutions

(29th extraordinary resolution)

Under the terms of the **29th resolution**, it is proposed to authorize the Board of Directors, for a 26-month duration, to increase, for each of the issues that may be carried out pursuant to the 26th, 27th and 28th resolutions, the number of securities to issue in the limit of 15% of the initial issue and at the same price than the one set forth in this initial issue.

It is specified that this authorization shall not have for consequences to increase the limits set forth in these three resolutions respectively.

This delegation would cancel, if applicable, for the outstanding amount, any prior delegation with the same purpose and in particular the one granted by the Shareholders' Meeting held on May 23rd, 2024 (25th resolution).

F. Delegation of authority to issue ordinary shares and/or securities giving access to the capital to compensate contributions in kind of shares or securities giving access to the share capital

(30th extraordinary resolution)

It is proposed to renew early, on the terms and conditions below, the delegation granted by your shareholders' meeting held on May 23, 2024 (26th resolution). The Board did not make use of this delegation.

Under the terms of the **30th resolution**, the Board of Directors proposes that it be authorized to issue ordinary shares and/or securities giving access to the capital of the Company as consideration for contributions in kind of shares or securities giving access to the capital, where the provisions of Article L. 22-10-54 of the French Commercial Code are not applicable.

In accordance with legal and regulatory provisions, the Board of Directors would approve the valuation of the contributions after having taken note of the report of the statutory appraiser(s) (*commissaires aux apports*), if any, drawn up in accordance with articles L. 225-147 and L. 22-10-53 of the French Commercial Code, and this report would be communicated to the shareholders at the next shareholders' meeting.

The maximum nominal amount of the share capital to be carried out in accordance with this delegation shall not exceed €7.2 million, in line with the caps to be authorized by this Shareholders' Meeting for capital increases without preferential subscription rights for shareholders. This amount will be deducted from the nominal sub-cap for capital increases provided for in the 27th resolution of the Shareholders' Meeting of May 21, 2025, which will be deducted from the overall nominal cap for capital increases provided for in the 26th resolution of the same Shareholders' Meeting (or, as the case may be, from any caps provided for in resolutions of the same nature that may supersede the said resolutions).

To these caps shall be added, if applicable, the nominal amount of the capital increases required to preserve, in accordance with the law and, where applicable, with contractual stipulations providing for other preservation modalities, the rights of right holders or of bearers of securities giving access to the capital of the Company.

This delegation of authority would be granted for a period of twenty-six months.

This delegation would cancel, if applicable, for the outstanding amount, any prior delegation with the same purpose and in particular the one granted by the Shareholders' Meeting held on May 23, 2024 (26th resolution).

G. Delegation of authority to increase the share capital by issuing ordinary shares and/or securities giving access to share capital, without preferential subscription rights for shareholders, in favor of members of a company savings plan pursuant to the provisions of Articles L.3332-18 et seq. of the French Labor Code

(31st extraordinary resolution)

In accordance with the provisions of Article L. 225-129-6 of the French Commercial Code, the extraordinary shareholders' meeting shall resolve on a resolution aiming at the implementation of a share capital increase in the terms and conditions of Article L. 3332-18 *et seq.* of the French Labor Code, when it delegates its authority to increase the share capital in cash. It is thus asked that you renew, under the same conditions, the delegation granted by your shareholders' meeting held on May 23, 2024 (27th resolution). The Board did not use this delegation.

The Board of Directors proposes under the terms of the **31st resolution**, to renew this delegation for a 26-month period in order to allow it to carry out issues of ordinary shares or securities giving access to share capital in favor of the members of one or more company or Group savings plans set up by the Company and/or French or foreign related companies as specified in Article L. 225-180 of the French Commercial Code and L. 3344-1 of the French Labor Code. Pursuant to the legal provisions, the preferential subscription rights for shareholders would be waived.

The Board of Directors proposes to the Shareholders' Meeting that the maximum nominal amount of issues carried out pursuant to such delegation may reach €2 million, *i.e.*, on an indicative basis, 1.34% of the share capital as of December 31, 2024, it being specified that this cap would be independent from any other cap proposed in the other resolutions of the Shareholders' Meeting of May 21, 2025. This cap shall be increased, if applicable, in respect of the nominal amount of the capital increase required to preserve, in accordance with the law and, where applicable, with contractual stipulations providing for other preservation modalities, the rights of right holders or of bearers of securities giving access to the share capital of the Company.

It is specified that, in accordance with the provisions of Article L.3332-19 of the French Labor Code, the price for the shares to be issued shall not be more than 30% lower (or 40% lower when the lock-in period applicable under the plan pursuant to Articles L. 3332-25 and L. 3332-26 of the French Labor Code is higher than or equal to ten years) than the average of the listed share prices during the 20 trading days preceding the decision of the Board of Directors on the share capital increase and the corresponding share issue, nor exceed this average.

Pursuant to the provisions of Article L.3332-21 of the French Commercial Code, the Board of Directors may plan to grant beneficiaries, future or existing bonus shares or other future or existing securities giving access to the Company's share capital, in respect of (i) an employer's matching contribution that may be paid pursuant corporate or group savings plans regulations, and/or (ii), if applicable, any discount.

This delegation would cancel, if applicable, for the outstanding amount, any prior delegation with the same purpose and in particular the one granted by the Shareholders' Meeting held on May 23, 2024 (27th resolution).

X. Authorization to grant performance shares

(32nd extraordinary resolution)

It is proposed to renew, on the terms and conditions below, the delegation granted by your shareholders' meeting held on May 23, 2024 (28th resolution). In the context of the integration of Majorel and its employees and the implementation of the new corporate governance structure, the Board of Directors wishes to obtain, in advance, a new authorization to grant performance shares. It is proposed to increase the maximum number of shares that may be issued pursuant to this delegation from 3% to 4% of the share capital at the date of the decision of grant.

It is then proposed under the terms of the **32nd resolution** to renew, upon recommendation of the Remuneration and Appointments Committee, the authorization given to the Board to grant performance shares for a new period of 38 months, in order to enable some Group employees and executive officers, due to their personal performance and their potential, to share in the Company's success and evolution of the share price, and to increase the total number of shares that may be granted pursuant to this delegation from 3% to 4% of the share capital at the date of grant decision. The cap would be increased, where applicable, by the nominal amount of the capital increase required to preserve the rights of beneficiaries of share grants in the event of corporate actions affecting the Company's share capital during the vesting period. The total number of shares to be granted, each year, to executive officers of the Company during the duration of this authorization, shall not be higher than 0.185% of the share capital as of the date of grant.

The performance shares plans implemented (including the performance conditions and the number of beneficiaries) pursuant to the authorization granted in May 2024 are described in the 2024 Universal Registration Document (sections 4.2.2.4 et 6.2.6.3).

It is reminded that your Company does not grant stock subscription or purchase options since 2004.

It is therefore requested that you authorize the Board of Directors to issue performance shares consisting of existing shares or shares to be issued to employees or certain categories of employees and/or corporate officers of the Company or of direct or indirect related companies as defined under Article L.225-197-2 of the French Commercial Code.

Policy of grant of performance shares and structure of the authorization proposed to the Shareholders' meeting to be held on May 21, 2025:

The Board of Directors, upon recommendations of the Remuneration and Appointments Committee, decided to maintain its principles of allocation set up since 2019 in order to continue its policy on the matter which is compliant with shareholders' expectations, the recommendations of the AFEP-MEDEF code and the practices commonly observed. The share-based long-term remuneration plans play an important part in the capacity of the Group to incentivize and retain the human capital in a global context where retention of key managers is a major issue, particularly following the acquisition transactions conducted over the last years. The teams are thus focused on the common goal of growth and creation of value, aligned on the shareholders' interests.

Subject to the approval by the Shareholders' Meeting, the principles of the new policy on the matter are described hereafter.

Beneficiaries:

Beneficiaries of the performance shares plans will be employees and/or corporate officers of the Company or of affiliated companies within the meaning of Article L.225-197-2 of the French Commercial Code or some of them. The number of beneficiaries is steadily increasing in application of the long-term remuneration policy within the Group and the recent integration of Majorel. The number of performance shares granted to a beneficiary is determined in accordance with his or her role and responsibilities and, where applicable, local specificities.

Grant frequency:

Since 2019, the Board implemented each year, pursuant to the remuneration policy on the matter, global grant plans including executive officers of the Company. It is intended, in connection with the new authorization, to effect a grant every year. In addition to those annual plans, it is specified that specific grants could be decided for beneficiaries (excluding the executive officers) having joined the Group or in the case of internal promotions.

Duration of the acquisition period and absence of retention period:

It is proposed that the acquisition period as determined by the Board of Directors may not be less than three years. Said acquisition period is identical to that established under the previous authorizations.

In order to meet shareholders' and investors' expectations, the reference period relating to the performance conditions is, as in connection with the preceding authorization, of 3 years.

It is also proposed to authorize the Board to determine or not a lock-in period for the performance shares granted at the end of the vesting period.

Authorization cap and sub-cap for grants to executive officers:

Grants of performance shares may not exceed a number of existing shares or shares to be issued representing 4% of the share capital as of the grant date. The maximum number of performance shares to be granted, each year, to executive officers shall not exceed 0.185% of the share capital is in order to take into account, in particular, the new governance structure.

As for the remuneration policies for 2025, it is proposed that a maximum amount of 50,000 shares could be granted to the Chief Executive Officer, of 32,000 shares to the Deputy Chief Executive Officer and of 24,000 shares to the Deputy Chief Executive Officer in charge of finance. These caps are designed to limit the potential dilution resulting from the allocation of shares, and to ensure that the variable portion of executives' compensation is significant, helping to align their interests with those of all stakeholders.

Nature of the shares granted:

The shares would be existing shares or shares to be issued of the Company.

Specific conditions applicable to executive officers:

Retention obligation:

Executive officers must retain at least 30% of shares vested until the end of their term of office and will need to take the commitment not to engage in hedging transactions.

Impact on performance shares in case of departure:

In the case of departure, the shares granted under a performance shares plan and not yet definitively vested, on the date of departure, will not be retained by the executive officer beneficiary. The Board of Directors can decide to partially maintain them. If it takes that decision, it would justify its decision and apply a pro rata on the number of shares that would be maintained and which will remain, in any case, subject to the performance conditions applicable to the applicable grants. In case of retirement or end of executive functions, there will be no accelerated vesting, a pro rata will be applied, and the performance criteria will remain applicable.

Impact on performance shares in the event of a change of control:

In the event of a change of control, the shares granted will not be immediately and automatically acquired, unless otherwise decided by the Board of Directors which would reach its decision in compliance with the recommendations of the AFEP-MEDEF code (in particular, prorata, retention of performance criteria) as well as with the remuneration policy approved by the shareholders' meeting. The Board will have to justify its decision.

Vesting conditions: presence condition and demanding performance conditions that are suited to the Group and its environment:

The definitive acquisition remains subject to performance and presence conditions which are identical for executive officers and for all employees beneficiaries.

Presence condition:

The definitive vesting is subject to, for all the beneficiaries, an effective presence condition at the end of the vesting period (that could not be less than 3 years).

Performance conditions:

The determination of the number of shares definitively acquired by the beneficiaries would be carried out at the end of a three-year period, thanks to the application of stringent performance criteria for all of the beneficiaries.

The performance criteria are in line with the long-term strategy as defined by the Board of Directors. The latter, upon recommendation of the Remuneration and Appointments Committee, sets their scope, the expected levels of achievement and the thresholds for calculating the performance expected or achieved, for determining the number of shares definitively vested.

For the setting of the performance criteria, the Board of Directors plans to maintain a combination of criteria based on financial and extra financial, internal and external, objectives.

Regarding the performance criteria applicable to this grant, the Board of Directors decided to maintain the five criteria set for the grant implemented in 2024.

These criteria will be assessed, for the 2025 grant, over the period from January 1, 2025, to December 31, 2027 and will consist in five criteria:

- the first performance criterion, weighing for 35%, is based on organic growth in Group consolidated revenues (at constant exchange rates and consolidation scope) compared to the market growth as published by Everest Group between the financial year ended December 31, 2024 and the financial year ending December 31, 2027, and;
- the second performance criterion, weighing for 35%, is based on levels of free cash flow cumulated as of December 31, 2027, and;
- the third performance criterion, weighing for 10%, is based on the evolution of Teleperformance SE share price outperforming the CAC 40 index for each of the three years of the plan. It will be calculated by comparing the average annual prices for the financial years ending December 31, 2025, 2026 and 2027 (i) of the Teleperformance SE share and (ii) of the CAC 40, and;
- the fourth performance criterion, weighing for 10%, is based on the achievement of a scope 1[(1)] and scope 2[(2)] carbon emission reduction rate, aligned with Teleperformance's new 2030 carbon reduction objectives, and
- the fifth performance criterion, weighing for 10%, is based on the rate of internal promotions measured over the period January 1, 2025 to December 31, 2027.

These five criteria are cumulative. Their levels of expected completion for the plan to be implemented in 2025 are described in Section 4.2.3.1 paragraph *Criteria applicable to long-term share-based variable remuneration for 2025 of* the 2024 Corporate Governance Report included in the 2024 Universal Registration Document.

The levels of achievement of the grants to be implemented in 2026 and 2027 will be determined at the time of their grant by the Board of Directors on the basis of targets disclosed to the market.

XI. Amendments of the Articles of Association

(33rd to 36th extraordinary resolutions)

In order to take into account certain legal and regulatory changes that impact the articles of association of Teleperformance SE, it is proposed under the 33rd to 36th resolutions to update several articles.

The purpose of the **33rd resolution** is to amend article 15 of the Articles of association concerning the organization of the Board of Directors and the election of its Chairman to bring it in line with the provisions of article L. 22-10-8 of the French Commercial Code. As a consequence, it is proposed to amend the first paragraph of article 15 of the Articles of association as follows, the rest of the article remaining unchanged:

(1) Scope 1: emissions designates the direct emissions related to fuel and refrigerant fluids consumption.
(2) Scope 2: emissions designates indirect emissions related to electricity consumption.

Current wording	New proposed wording
The Board of Directors elects from amongst its members a Chairman who must be an individual, failing which the appointment will be null and void. It sets his remuneration.	The Board of Directors elects from amongst its members a Chairman who must be an individual, failing which the appointment will be null and void. It sets his remuneration**, in the conditions set out by applicable legal and regulatory provisions.**

Under the **34th resolution**, it is proposed to amend as follows paragraphs 6 and 7 of article 16 of the Articles of association concerning the use of means of telecommunication during board meetings to bring them in line with the provisions of article L. 22-10-3-1 of the French Commercial Code, introduced by the law No. 2024-537 of June 13, 2024. The rest of the article remains unchanged.

Current wording	New proposed wording
In accordance with the provisions of the internal regulations of the Board of Directors, Directors participating in Board meetings by means of videoconferencing or telephone in accordance with the regulations in force are deemed to be present for the purpose of calculating the quorum and the majority. This provision is not applicable to the adoption of the following resolutions: approval of annual financial statements, consolidated financial statements and preparation of the management report and the Group management report.	~~**In accordance with the provisions of the internal regulations of the Board of Directors,**~~ Directors participating in Board meetings by **a** means of ~~**videoconferencing or telephone**~~ **telecommunication** ~~**in accordance**~~ **compliant** with the regulations in force are deemed to be present for the purpose of calculating the quorum and the majority. ~~**This provision is not applicable to the adoption of the following resolutions: approval of annual financial statements, consolidated financial statements and preparation of the management report and the Group management report.**~~ **The internal regulations may provide that certain decisions may not be taken during meetings held in these conditions.**

Under the **35th resolution**, it is proposed to amend article 22 of the Articles of association concerning the statutory auditors to bring it in line with the provisions of article L. 821-45 of the French Commercial Code (formerly article L. 823-3-1 of the French Commercial Code) concerning the rules on the appointment of statutory auditors, in particular the limited duration of their mandate. As a consequence, it is proposed to amend the fourth paragraph of article 22 of the Articles of association as follows, the rest of the article remaining unchanged:

Current wording	New proposed wording
Statutory auditors can always be reappointed. If they commit a fault or cannot perform their functions, they can be removed from office by a decision of the court under the terms stipulated by the legislation in force.	"Statutory auditors can ~~**always**~~ be reappointed **in the conditions set out by law**. If they commit a fault or cannot perform their functions, they can be removed from office by a decision of the court under the terms stipulated by the legislation in force."

Finally, the purpose of the **36th resolution** is to amend article 25.1 of the Articles of association concerning attendance at general meetings to bring it in line with the provisions of article R. 22-10-28 of the French Commercial Code concerning the rules governing access to general meetings. As a consequence, it is proposed to amend the first paragraph of article 25.1 of the Articles of association as follows, the rest of the article remaining unchanged:

Current wording	New proposed wording
1. Any shareholder is entitled to take part in general meetings and the deliberations either personally or through a proxy, regardless of the number of shares held, by simply proving his or her identity, so long as the shares are paid up of all due payments and have been registered in an account in the shareholder's name or in the name of the intermediary registered on his/her behalf pursuant to the seventh paragraph of Article L.288-1 of the French Commercial Code, as at midnight (Paris time) on the second business day preceding the meeting, either in the registered securities accounts held by the Company or in the bearer securities accounts held by the authorized intermediary.	1. Any shareholder is entitled to take part in general meetings and the deliberations either personally or through a proxy, regardless of the number of shares held, ~~**by simply proving his or her identity,**~~ so long as the shares are paid up of all due payments and have been registered in an account in the shareholder's name or in the name of the intermediary registered on his/her behalf pursuant to the seventh paragraph of Article L. 288-1 of the French Commercial Code, as at midnight (Paris time) on the second business day preceding the meeting, either in the registered securities accounts held by the Company or in the bearer securities accounts held by the authorized intermediary.

XII. Powers to carry out formalities

(37th ordinary resolution)

The **37th resolution** is designed to grant powers required to carry out formalities resulting from the shareholders' meeting's resolutions.

The Board of Directors

Appendix

Status of delegations and authorizations approved by the shareholders' meetings held on April 13, 2023 and May 23, 2024 and proposals of delegations and authorizations to the combined shareholders' meeting to be held on May 21, 2025

	Current authorizations and delegations			Authorizations and delegations proposed		
	Date of shareholders' meeting *(resolution no.)*	Maximum nominal amount or characteristics *(in euros)*	Duration *(expiry)*	Resolution number	Maximum nominal amount or characteristics *(in euros)*	Duration *(expiry)*
ISSUES WITH PREFERENTIAL SUBSCRIPTION RIGHTS FOR SHAREHOLDERS						
Capital increase by issues of shares and/or securities giving access to the capital and/or to debt instruments*	May 23, 2024 (22nd)	50 million (overall nominal cap amount – the "24 Overall Cap")(1)	26 months (July 2026)	26th	50 million (overall nominal cap amount – the "25 Overall Cap")(1)	26 months (July 2027)
ISSUES WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS FOR SHAREHOLDERS						
Capital increase by offer to the public (excluding the offers provided for in paragraph 1 of article L. 411-2 of the French Monetary and Financial Code) and/or by remuneration of securities in a public offering*	May 23, 2024 (23rd)	14.5 million (overall nominal sub-cap – the "24 Overall Sub-Cap" and deductible from the 24 Overall Cap)(1)	26 months (July 2026)	27th	14.5 million (overall nominal sub-cap – the "25 Overall Sub-Cap" and deductible from the 25 Overall Cap)(1)	26 months (July 2027)
Capital increase by private placement (offer set forth by paragraph 1 of article L. 411-2 of the French Monetary and Financial Code)*	May 23, 2024 (24th)	7.2 million (deductible from the 24 Overall Sub-Cap and 24 Overall Cap)(1)	26 months (July 2026)	28th	7.2 million (deductible from the 25 Overall Sub-Cap and 25 Overall Cap)(1)	26 months (July 2027)
Share capital increase to compensate contributions in kind of equity securities or securities giving access to the capital*	May 23, 2024 (26th)	7.2 million (deductible from the 24 Overall Sub-Cap and 24 Overall Cap)(1)	26 months (July 2026)	30th	7.2 million (deductible from the 25 Overall Sub-Cap and 25 Overall Cap)(1)	26 months (July 2027)
ISSUES TO EMPLOYEES AND, WHERE APPLICABLE, EXECUTIVE OFFICERS						
Free grants of performance shares to employees and/or executive officers	May 23, 2024 (28th)	3% of the share capital	38 months (July 2027)	32nd	4% of the share capital(2)	38 months (July 2028)
Capital increases reserved for members of a company or group savings scheme	May 23, 2024 (27th)	2 million	26 months (July 2026)	31st	2 million	26 months (July 2027)
OTHER ISSUES						
Increase of the issues in case of oversubscription*	May 23, 2024 (25th)	15% of the initial issuance and within the limit of the caps set forth in the 22nd, 23rd and 24th resolutions of the 2024 GM	26 months (July 2026)	29th	15% of the initial issuance and within the limit of the caps set forth in the 26th, 27th and 28th resolutions of the 2025 GM	26 months (July 2027)
Capital increase by capitalization of premiums, reserves or profits	April 13, 2023 (20th)	142 million	26 months (June 2025)	25th	142 million	26 months (July 2027)

	Current authorizations and delegations			Authorizations and delegations proposed		
	Date of shareholders' meeting *(resolution no.)*	Maximum nominal amount or characteristics *(in euros)*	Duration *(expiry)*	Resolution number	Maximum nominal amount or characteristics *(in euros)*	Duration *(expiry)*
SHARE BUYBACK PROGRAM AND SHARES CANCELLATION						
Shares repurchases*	May 23, 2024 (21st)	Maximum purchase price per share: €300 Limit: 10% of the total number of shares	18 months (Nov. 2025)	22nd	Maximum purchase price per share: €250 Limit: 10% of the total number of shares	18 months (Nov. 2026)
Cancellation of shares	April 13, 2023 (19th)	10% of the calculated share capital on date of cancellation decision	26 months (June 2025)	24th	10% of the calculated share capital on date of cancellation decision	26 months (July 2027)

(1) Maximum of €1,500 million for debt instruments (overall and common cap to the 22nd, 23rd and 24th resolutions of the 2024 GM and overall and common cap applicable also to the 26th, 27th and 28th resolutions of the 2025 GM).

(2) Limitation of the number of performance shares that may be granted, each year, to executive officers to 0.185% of the share capital within this envelope.

** Suspended during a public offering.*

08. Reports of the statutory auditors

The following reports are available in the 2024 Universal Registration Document filed with the *Autorité des marchés financiers* on March 6, 2025 under reference D. 25-0074 and available on the Company's website (www.tp.com):

- report of the statutory auditors on the statutory financial statements (page 380 of the 2024 Universal Registration Document);
- report of the statutory auditors on the consolidated financial statements (page 348 of the 2024 Universal Registration Document);
- special report of the statutory auditors on regulated agreements and commitments (page 289 of the 2024 Universal Registration Document).

The report on the certification of sustainability information and verification of the disclosure requirements under Article 8 of Regulation (EU) 2020/852 is presented on page 191 of the 2024 Universal Registration Document.

The shareholders may obtain a copy by returning the request form presented in page 86 of the present notice.

Statutory auditors' report on the reduction of share capital

Combined Shareholders' Meeting held on May 21, 2025 - Resolution n° 24

This is a free translation into English of the statutory auditors' report issued in the French language and is provided solely for the convenience of English-speaking readers.
This report should be read in conjunction and construed in accordance with French law and professional auditing standards applicable in France.

To the Shareholders of Teleperformance SE,

In our capacity as Statutory Auditors of your company and pursuant to the provisions of Article L. 22-10-62 of the French Commercial Code (Code de commerce) concerning share capital decreases by cancellation of shares purchased, we hereby report to you on our assessment of the reasons for and the terms and conditions of the proposed share capital decrease.

Your Board of Directors proposes that you delegate it the authority during a period of 26 months commencing from this Shareholders' Meeting, to cancel, up to a maximum of 10% of the share capital in any twenty-four month period, the shares purchased by the Company pursuant to the authorization to purchase its own shares under the provisions of the above-mentioned Article of the French Commercial Code.

We performed the procedures that we considered necessary to comply with the professional guidelines of the French National Institute of Statutory Auditors (Compagnie Nationale des Commissaires aux Comptes) relating to this engagement. Those procedures consisted in examining whether the reasons for and the terms and conditions of the proposed share capital decrease, which does not interfere with the equal treatment of shareholders, are due and proper.

We have no matters to report on the reasons for or terms and conditions of the proposed share capital decrease.

Neuilly-sur-Seine and Paris La Défense, April 14, 2025

The Statutory Auditors

PricewaterhouseCoopers Audit
Edouard Demarcq
Partner

Deloitte & Associés
Patrick E. Suissa
Partner

Statutory auditors' report on the issue of ordinary shares and/or various marketable securities with retention and/or waiver of preferential subscription rights

Combined Shareholders' Meeting of May 21, 2025 - Resolutions n° 26 to 30

This is a free translation into English of the statutory auditors' report issued in the French language and is provided solely for the convenience of English-speaking readers.
This report should be read in conjunction and construed in accordance with French law and professional auditing standards applicable in France.

To the Shareholders of Teleperformance SE,

In our capacity as Statutory Auditors of your company and in accordance with the procedures set forth in Articles L. 228-92 and L. 225-135 *et seq*. as well as by the Article L. 22-10-52 of the French Commercial Code (Code de commerce), we hereby report to you on the proposed delegations to the Board of Directors to perform various issues of shares and/or marketable securities, transactions on which you are being asked to vote.

Your Board of Directors proposes, on the basis of its report :

- that it be authorized, for a period of twenty-six months as of the date of this Shareholders' Meeting, to decide on the following transactions and set the terms and conditions of these issues and proposes, if applicable, that you waive your preferential subscription rights:
  - issue with retention of preferential subscription rights (26th resolution) of ordinary shares and/or securities which are capital securities giving access to other capital securities or right to the allocation of debt instruments and/or securities giving access to equity securities to be issued:
    - being specified that, in accordance with article L. 228-93 paragraph 1 of French commercial code, the securities to be issued may grant access to capital securities to be issued of any company which directly or indirectly owns more than half of the capital of the Company or of which it directly or indirectly owns more than half of the capital,
  - issue with waiver of preferential subscription rights by a public offering (27th resolution) of ordinary shares and/or securities which are capital securities giving access to other capital securities or right to the allocation of debt instruments and/or securities giving access to equity securities to be issued:
    - being specified that these securities may be issued in consideration of securities that would have been contributed to the Company as part of a public exchange offering for the securities satisfying the conditions set forth in Article L.22-10-54 of the French Commercial Code,
    - being specified that, in accordance with Article L 228-93 paragraph 1 of French Commercial Code, the securities to be issued may grant access to capital securities to be issued of any company which directly or indirectly owns more than half of the capital of the Company or of which it directly or indirectly owns more than half of the capital,
  - issue with waiver of preferential subscription rights by way of offers referred to in paragraph 1 of article L.411-2 of the French Monetary and Financial Code, within the limit of 20% of capital per year (28th resolution) of ordinary shares and/or securities which are capital securities giving access to other capital securities or right to the allocation of debt instruments and/or securities giving access to equity securities to be issued:
    - being specified that, in accordance with Article L 228-93 paragraph 1 of French Commercial Code, the securities to be issued may grant access to capital securities to be issued of any company which directly or indirectly owns more than half of the capital of the Company or of which it directly or indirectly owns more than half of the capital,
  - that it be authorized, for a period of twenty-six months as of the date of this Shareholders' Meeting, to carry out an ordinary issue of shares and/or securities which are equity securities giving access to other equity securities or giving right to the allocation of debt instruments and/or securities giving access to capital securities to be issued, in order to remunerate contributions in kind made to the Company and made up of capital securities or securities granting access to capital (30th resolution), within the limit of 10 % of capital.

The overall nominal amount of the share capital increases that may be carried out, immediately or in the future, may not exceed €50 million pursuant to the 26th, 27th, 28th and 30th resolutions, it being specified that the total nominal amount of share capital increases that may be carried out, immediately or in the future, may not exceed:

- €50 million pursuant to the 26th resolution;
- €14.5 million pursuant to the 27th resolution, this amount constituting an overall nominal sub-cap for the capital increase to which will be applied the nominal amount of capital increases carried out pursuant to the 28th and 30th resolutions;
- €7.2 million pursuant to the 28th and 30th resolutions.

The overall nominal amount of debt securities that may be issued may not exceed €1 500 million for the 26th, 27th and 28th resolutions.

These caps take into account the additional marketable securities to be issued in the framework of the delegations referred to in the 26th, 27th and 28th resolutions according to the conditions provided for in article L. 225-135-1 of the French Commercial Code, should you adopt the 29th resolution.

It is the responsibility of the Board of Directors to prepare a report in accordance with Articles R. 225-113 *et seq.* of the French Commercial Code. Our role is to express an opinion on the fair presentation of the quantified information extracted from the financial statements, on the proposed waiver of preferential subscription rights and on certain other information concerning these transactions, contained in this report.

We performed the procedures that we deemed necessary in accordance with the professional guidelines of the French National Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*) applicable to this engagement. These procedures consisted in verifying the content of the Board of Directors' report relating to these transactions and the terms and conditions governing the determination of the issue price of the equity securities to be issued.

Subject to a subsequent review of the terms and conditions of the proposed issues, we have no comments on the terms and conditions governing the determination of the issue price of the equity securities to be issued, as presented in the Board of Directors' report pursuant to the 27th and 28th resolutions.

Furthermore, as the report does not include information on the terms and conditions governing the determination of the issue price of the equity securities to be issued pursuant to the 26th resolution, we cannot express an opinion on the issue price calculation inputs.

As the final terms and conditions of the issues have not been determined, we do not express an opinion thereon and, as such, on the proposed waiver of preferential subscription rights submitted for your approval in the 27th and 28th resolutions.

In accordance with Article R. 225-116 of the French Commercial Code, we will prepare an additional report, if required, should these delegations be exercised by your Board of Directors, in the event of issues of marketable securities representing equity securities granting access to other equity securities or conferring entitlement to the allocation of debt securities, in the event of issues of marketable securities granting access to equity securities to be issued and in the event of issues of ordinary shares with waiver of preferential subscription rights.

Neuilly-sur-Seine and Paris La Défense, April 14, 2025

The Statutory Auditors

PricewaterhouseCoopers Audit	**Deloitte & Associés**
Edouard Demarcq	Patrick E. Suissa
Partner	*Partner*

Statutory auditors' report on the issue of shares and/or marketable securities reserved for members of a company savings plan

Combined Shareholders' Meeting of May 21, 2025 – 31st resolution

This is a free translation into English of the statutory auditors' report issued in the French language and is provided solely for the convenience of English-speaking readers.
This report should be read in conjunction and construed in accordance with French law and professional auditing standards applicable in France

To the Shareholders of Teleperformance SE,

In our capacity as Statutory Auditors of your Company and in accordance with the procedures set forth in Articles L. 228-92 and L. 225-135 *et seq.* of the French Commercial Code (*Code de commerce*), we hereby report on the proposed delegation to the Boardrés of Directors to decide on the issue of shares and/or other securities granting access to the Company's share capital to be issued, with waiver of preferential subscription rights, reserved for employees or former employees, who are members of savings plans set up by your Company, for a maximum amount of €2 million, a transaction on which you are being asked to vote.

This issue is submitted for your approval in accordance with Articles L. 225-129-6 of the French Commercial Code and L. 3332-18 *et seq.* of the French Labor Code (*Code du travail*).

Your Board of Directors proposes that it be authorized, on the basis of its report, with the option of sub-delegation for a period of twenty-six months as of the date of this Shareholders' Meeting, to set the terms and conditions and to waive your preferential subscription rights to the securities to be issued. When necessary, the Board of Directors will set the final issuance terms and conditions for this transaction.

It is the responsibility of the Board of Directors to prepare a report in accordance with Articles R. 225-113 et seq. of the French Commercial Code. Our role is to express an opinion on the fair presentation of the quantified information extracted from the financial statements, on the proposed waiver of preferential subscription rights and on certain other information concerning the issue, contained in this report.

We performed the procedures that we deemed necessary in accordance with the professional guidelines of the French National Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*) applicable to this engagement. These procedures consisted in verifying the content of the Board of Directors' report relating to this transaction and the terms and conditions governing the determination of the issue price of the equity securities to be issued.

Subject to a subsequent review of the terms and conditions of the proposed issue(s), we have no comments on the terms and conditions governing the determination of the issue price of the equity securities to be issued, as presented in the Board of Directors' report.

As the final terms and conditions of the issue(s) have not been determined, we do not express an opinion thereon and, as such, on the proposed waiver of preferential subscription rights submitted for your approval.

In accordance with Article R. 225-116 of the French Commercial Code, we will prepare an additional report, if required, should this delegation be exercised by your Board of Directors.

Neuilly-sur-Seine and Paris La Défense, April 14, 2025

The Statutory Auditors

PricewaterhouseCoopers Audit
Edouard Demarcq
Partner

Deloitte & Associés
Patrick E. Suissa
Partner

Statutory auditors' report on the authorization to grant existing shares or shares to be issued for no consideration

Combined Shareholders' Meeting of May 21, 2025 – 32nd resolution

This is a free translation into English of the statutory auditors' report issued in the French language and is provided solely for the convenience of English-speaking readers.
This report should be read in conjunction and construed in accordance with French law and professional auditing standards applicable in France

To the Shareholders of Teleperformance SE,

In our capacity as Statutory Auditors of your Company and in accordance with the engagement provided for in Article L. 225-197-1 of the French Commercial Code (*Code de commerce*), we have prepared this report on the proposal to grant existing ordinary shares or ordinary shares to be issued for no consideration, to employees and/or certain corporate officers of the Company and affiliated companies, a transaction on which you are being asked to vote. The total number of shares that may be granted pursuant to this authorization may not exceed more than 4% of the share capital as of the decision date to grant such shares, it being specified that the total number of shares that may be granted on a yearly basis to the corporate officers may not exceed 0.185% of share capital at grant date.

Your Board of Directors proposes, on the basis of its report, that you confer on it the authority for a period of 38 months, as from the date of this Shareholders' Meeting, to grant existing or shares to be issued for no consideration.

The Board of Directors is responsible for preparing a report on the transaction that it wishes to carry out. Our role is to inform you of our comments, if any, on the information thus given to you on the proposed transaction.

We performed the procedures that we considered necessary in accordance with the professional guidelines of the French National Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*) applicable to this engagement. Our work consisted in verifying more specifically that the proposed procedures and data presented in the Board of Directors' report comply with the legal provisions.

We have no comments on the information given in the Board of Directors' report in connection with the proposed granting of shares for no consideration.

Neuilly-sur-Seine and Paris La Défense, April 14, 2025

The Statutory Auditors

PricewaterhouseCoopers Audit
Edouard Demarcq
Partner

Deloitte & Associés
Patrick E. Suissa
Partner

09. Request for information and materials

Pursuant to article R. 225-83 of the French Commercial Code

Teleperformance SE encourages its shareholders to opt in favor of the sending of documents by email.

Combined Shareholders' Meeting of May 21, 2025

I, the undersigned,

Mrs. ☐ Mr. ☐

Last name (or company name): ....

First Name: ....

Adress: ....

Zip code: .... City: .... Contry: ....

Email adress: .... @ ....

Owner of: .... registered shares

and/or.. bearer shares held with ....

(please attach a copy of the certificate of registration of the shares in the securities accounts of your custodian).

Hereby request to receive the information and materials set forth by article R. 225-83 of the French Commercial Code relating to the **combined shareholders' meeting of May 21, 2025,** having already received those provided by article R. 225-81 together with my notice.

These information and materials are available on the Teleperformance website (www.tp.com), in particular under the **"General meetings"** section.

☐ By post

☐ By email *(subject to your acceptance of the use of electronic means under the terms and conditions set out by law).*

In: .... On: 2025

Signature

This request is to be sent to:

UPTEVIA - Service Assemblées Générales

Coeur Défense, 90-110 esplanade du Général de Gaulle

92931 Paris La Défense Cedex France

or to the custodian of your shares

or to the email address: assembleegenerale@teleperformance.com

Information: in accordance with the provisions of article R. 225-88 paragraph 3 of the French Commercial Code, registered shareholders may request, through a single demand, that the documents and information set forth in articles R. 225-81 and R. 225-83 of the French Commercial Code, be sent to them for any subsequent shareholders' meetings. In the event the shareholder opts in favor of this possibility, mention must be made in the present request indicating specifications for sending documents (post or email) and, if necessary, the email address. In this regard, it is specified that the sending by email could be used for all formalities provided for in articles R. 225-68 (meeting notice), R. 225.72, R. 225-74, R. 225-88 and R. 236-3 of the French Commercial Code. Shareholders who have agreed to the use of the email could request to receive documents by post at least 35 days before the date of publication of the meeting notice provided in article R. 225-67 of the French Commercial Code, either by post or by electronic means.

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