



Notice of Meeting

2023 Combined Shareholders' Meeting

Thursday 13 April 2023, 3 p.m. (Paris Time)

21-25 rue Balzac, 75008 Paris, France



Simpler. Faster. Safer.

CONTENTS

	Message from the Chairman and Chief Executive Officer	1
1	Teleperformance in 2022	2
2	Agenda of the meeting	12
3	How to participate in the shareholders' meeting?	13
4	Activities in 2022	18
5	Governance	32
6	Resolutions proposed by the Board of Directors	44
7	Report of the Board of Directors on the agenda and proposed resolutions	49
8	Reports of the statutory auditors	63
9	Request for information and materials	65

The present notice is available
on the Teleperformance website

WWW.TELEPERFORMANCE.COM



Message from the Chairman and Chief Executive Officer



DANIEL JULIEN
CHAIRMAN AND CHIEF
EXECUTIVE OFFICER

Dear Shareholder,

2022 was a highly challenging year for the Group, but more importantly, it was a year of success and robust growth.

Revenue rose by almost +15% as reported to amply exceed €8 billion for the year. Recurring like-for-like growth stood at +12.5%*, while operating margin improved by 40 basis points, in line with the raised targets issued in late November last year. Teleperformance once again delivered sustained growth in net profit, with a +16% increase. In an uncertain economic and geopolitical environment, this solid performance reflects the appeal and resilience of our business model, which is built on our positioning as the preferred global partner helping to drive the digital transformation of many digital economy leaders and large corporations in a wide range of client industries, as well as government agencies around the world.

The year also saw the acquisition of a leader in digital recruitment process outsourcing solutions in the United States, a move that fits seamlessly with our “TP Cube” growth strategy. It has enabled us to further strengthen our leadership in activities serving the US healthcare sector and our own digital recruitment practices. This represents a significant competitive advantage at a time of scarce human resources and fast-changing recruitment and hiring practices.

The Group's growth was not only robust, it was also responsible. With more than 410,000 employees in 91 countries, half of whom are currently working from home, workplace well-being and the continuous application of ESG best practices are absolute priorities for Teleperformance. This commitment was recognized by our ranking this year as no. 11 of more than 10,000 companies assessed in *Fortune* Magazine's Top 25 Best Workplaces in partnership with Great Place to Work®.

We therefore took very seriously the repeated and unfounded polemics in social and other media concerning our ESG practices, which triggered a sudden plunge in our stock price last November 10th. We quickly deployed an action and communication plan to restore the confidence of the entire financial community, which included:

- Announcing, on November 11th, a €150 million share buyback program to protect the interests of our shareholders;
- In the United States, launching an external audit by a world-class firm, confirming that there had been no legal or ethical violations in our content moderation activities;
- In Colombia, organizing a number of constructive meetings with the Colombian government leading to positive outcome, and commissioning an external audit by Bureau Veritas, which enabled the Group to receive independent assurance regarding use and inclusion of International Standard ISO 26000 – social responsibility – guidelines;

- Withdrawing from the highly egregious Trust & Safety content moderation segment, to attenuate the perception risks associated with those activities;

- Signing a worldwide agreement with UNI Global Union.

The action plan was pursued in early 2023 with the organization of the TP Open Doors site visits on January 17th and 24th for investors and analysts in six countries on four continents. This unprecedented, wide-ranging transparency initiative enabled investors to form their own opinions by having ‘seen and touched’ the reality on the ground.

In late January 2023, the OECD National Contact Point acknowledged that its recommendations had been effectively applied, thereby ending its proceedings, while emphasizing the Group's proper performance of its duty of care.

In addition, on February 1st, the Group released the results of an independent, worldwide survey of its content moderation employees worldwide by the Korn Ferry organizational consulting firm. The highly satisfactory findings rank Teleperformance very high in employee well-being among a sample of 600 companies.

Lastly, after Colombia, our content moderation employees and processes in six other countries were audited by Bureau Veritas, with findings released on February 13th. Teleperformance received independent assurance regarding use and inclusion of International Standard ISO 26000 – social responsibility – guidelines in these countries.

In 2023, Teleperformance will continue to grow its business at a sustained pace and increase its margins. Over the year, it expects to deliver recurring like-for-like growth of around +10.0%* and a 20 basis-point improvement in margin. Well ahead of our roadmap, we are confirming our 2025 financial targets of at least €10 billion in revenue, excluding acquisitions, and a 16% EBITA margin.

Your shareholders' meeting, that special moment in the life of a company, will take place this year on **Thursday April 13th, 2023 at 3 p.m. (Paris Time)** at 21-25 rue Balzac, 75008 Paris, France and will be broadcast live from our website (www.teleperformance.com), will be the opportunity to discuss on all of the foregoing matters.

I would like once again to thank all our stakeholders around the world – customers, employees, communities and shareholders – for their unwavering support during the past year and for their renewed confidence in the future of a successful Group that is a leader in its market.

** Excluding the impact of lower revenue from Covid support contracts.*

Teleperformance in 2022

MISSION

Teleperformance reduces friction between companies and their customers on the one hand, and between administrations and citizens on the other hand, through effective management of their daily interactions.



ACTIVITIES

Teleperformance is a global leader in outsourced digital integrated business services. It implements digital strategies to optimize and transform customer experience and business processes to make interactions “simpler, faster, safer”. With 45 years of experience, the Group provides its clients high value-added, omnichannel and tailored solutions, according to a three-dimensional approach aimed at developing the Group’s expertise in a broad portfolio of services, by client verticals and geographies. This distinctive “TP Cube” approach responds perfectly to the growing complexity of client demand all over the world.

Main client verticals

- Governments
- Banking, financial services and insurance
- Travel & Hospitality, transportation
- Healthcare
- Retail, e-commerce
- Energy
- Social media, entertainment, gaming
- Technology
- Telecommunications

Services offering: TP One Office

CUSTOMER EXPERIENCE

- Customer care
- Technical support
- Product/Services support
- Citizen services

BUSINESS SERVICES AND BACK-OFFICE

- Digital content management and Trust & Safety
- Financial & accounting processes and Human resources outsourcing
- Accounts receivables management
- Recruitment Process Outsourcing (RPO)
- Localization & Interpretation

SALES OPERATIONS

- Business to Business (B2B) sales
- Business to Consumer (B2C) sales
- Churn/retention
- Advertising sales
- Cloud sales

VERTICAL SPECIFIC SERVICES

- Banking, financial services and insurance
- Travel & Hospitality, transportation
- Healthcare
- Social media, entertainment, gaming
- Retail, e-commerce
- Technology
- Telecommunications, utilities

DIGITAL SERVICES

- Data systems automation
- Business analytics
- Customer experience analytics
- Customer operations consulting & Operating model design
- Digital transformation implementation



GEOGRAPHIES

- 91 countries
- 170 markets
- 300+ languages
- Global and flexible delivery model (smart & cloud shoring, TP Cloud Campus)

- Countries where Teleperformance operates
- Top 10 countries in number of headcounts where Teleperformance operates
- Countries Teleperformance serves

KEY FEATURES

Services offering is based on **strategic high-touch, high-tech levers** combining state-of-the-art technologies and emotional intelligence:

High Touch

Putting people and empathy at the heart of the customer experience. Hire, train and retain the best talents. Develop a Great Place to Work® ecosystem.

High Tech

Rely on best-in-class technology, automation, predictive models and the highest privacy and cybersecurity standards.

GLOBAL LEADERSHIP

Operating in 91 countries, Teleperformance is a multicultural group with the largest geographical footprint in its core business market. The Group has nearly 1,200 clients with whom it generates a revenue of 8,154 million euros. During 2022, Teleperformance shored up its global footprint by expanding its activities in three new countries (Belgium, Belize and Mauritius) as well as deploying a hybrid service model combining work-from-home and on-site solutions all over the world. **The Group is committed to becoming an undisputed global leader in digital integrated business services solutions by 2025, with a revenue above €10 billion. This ambition is part of an integrated and sustainable growth, based on a long-term vision.**

410,000+
employees

64 countries
certified by Great
Place to Work®
covering more than
97% of employees

~50%
work-from-home
employees

Activities in
91 countries

300+
languages

170
markets

Nearly
1,200 clients

2022 highlights



PROMOTING SOCIAL DIALOGUE AND EMPLOYEE WELL-BEING

A FIRM AND REACTIVE RESPONSE TO RESTORE INVESTOR TRUST IN THE GROUP'S ESG PRACTICES

Workplace well-being and the continuous application of ESG best practices are absolute priorities for Teleperformance. Facing the unfounded allegations in the media regarding working conditions of the Teleperformance's employees in the United States and Colombia, the Group immediately sought to restore trust in its relations with stakeholders. After launching a €150 million share buy-back program to protect its shareholders, the Group initiated constructive discussions with the Colombian government and organized an internal and external audit on compliance with Colombian laws and regulations.

In this respect, in December 2022, Teleperformance Colombia's practices were validated by Bureau Veritas as being fully compliant with the International Standard ISO 26000 in the field of ESG. Teleperformance has obtained the same validation in six other countries with significant content moderation activities in February 2023. Encouraged by a large majority of shareholders and in consultation with its clients, the Group decided to withdraw from the highly egregious Trust & Safety content moderation segment, to attenuate the perception risks associated with those activities. Lastly, the signing of the global agreement between Teleperformance and the UNI Global Union international trade union federation ("UNI") was a key milestone. It aims to strengthen the parties' shared commitments in terms of employee rights.



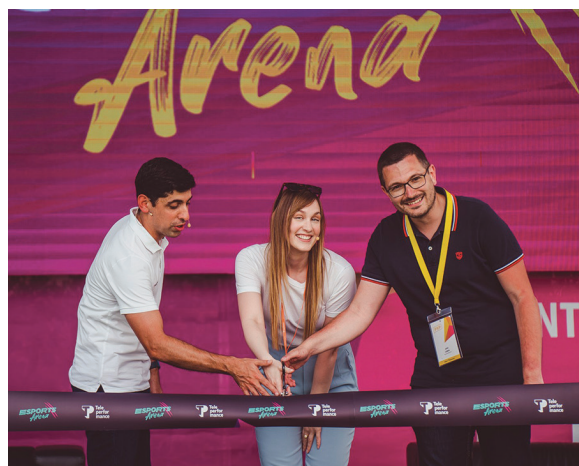
WORLD'S BEST WORKPLACES™



For the second consecutive year, Teleperformance was ranked among the world's Top 25 Best Workplaces list drawn up by Fortune magazine and Great Place to Work®. Ranked 11th, its certification covers 64 countries and more than 97% of its employees.

TELEPERFORMANCE INNOVATES IN THE "METAVERSE", A NEW INTERACTION CHANNEL WITH STRONG POTENTIAL

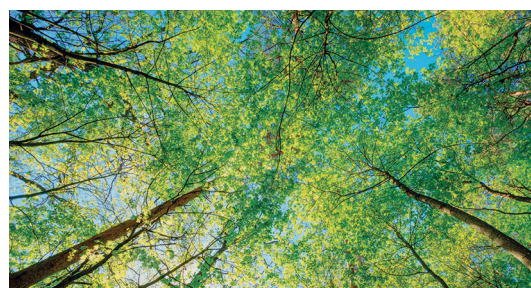
In May 2022, Teleperformance organized a groundbreaking gaming and e-sports convention in Lisbon. The Group inaugurated the first Global E-sports Arena and launched its center of excellence on the metaverse. Building on its success, the event welcomed over 500 participants on-site and 80,000 online, illustrating the Group's ability to innovate across all interaction channels and placing it at the forefront of technological developments.



PSG Global Solutions

REINFORCEMENT OF THE "SPECIALIZED SERVICES" BUSINESS WITH THE ACQUISITION OF PSG GLOBAL SOLUTIONS

In October 2022, Teleperformance announced the acquisition of PSG Global Solutions, a leading US provider of digital recruitment process outsourcing (RPO) solutions. Thanks to this acquisition, Teleperformance continues to strengthen its high value-added Specialized Services business, its leading position in the fast-growing US healthcare sector, and its digital recruitment practices.



TELEPERFORMANCE HAS ENTERED INTO A PARTNERSHIP WITH ONE TREE PLANTED, TO PLANT 500,000 TREES ACROSS THE WORLD



ONETREEPLANTED



Teleperformance site in Lisbon,
Portugal.

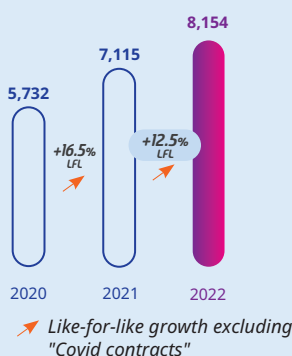
SUCCESSFUL "TP OPEN DOORS" CAMPAIGN STRENGTHENING ITS PROXIMITY WITH THE FINANCIAL COMMUNITY

On January 17th and 24th, 2023, as part of the "TP Open Doors" transparency campaign, over 60 analysts and investors visited Teleperformance locations in six countries on four continents representing over 40% of the Group workforce: Albania, Greece, Portugal, United States, Colombia and India. The operation was a resounding success, as illustrated by the numerous glowing testimonials sent in by all participants.

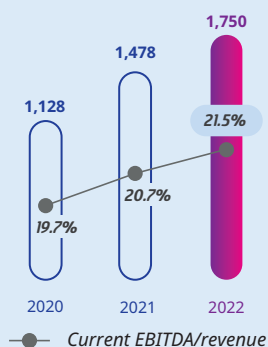
A business model that creates value

SUSTAINED GROWTH AND PROFITABILITY

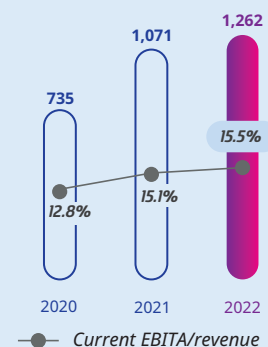
Revenue
(€M)



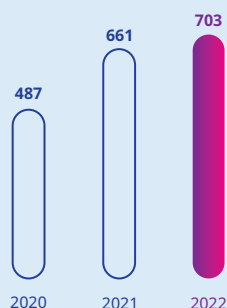
Current EBITDA
(€M)



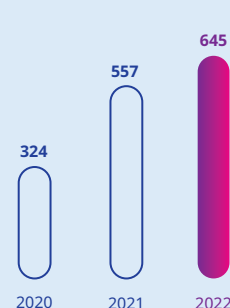
Current EBITA
(€M)



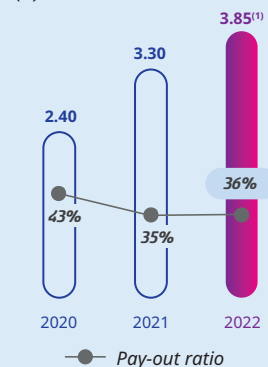
Net free cash flow
(€M)



Net profit Group share
(€M)



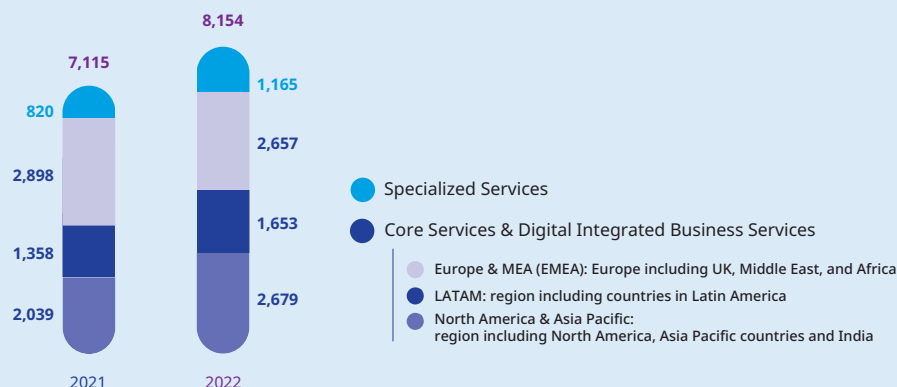
Dividend per share
(€)



(1) Subject to shareholder's approval at the Annual General Meeting to be held on April 13, 2023.

A DIVERSIFIED PORTFOLIO OF ACTIVITIES

Revenue breakdown by activity and region in 2022 vs 2021 (€M)



SUSTAINABLE AND RESPONSIBLE GROWTH

Teleperformance's business model is based on an integrated and sustainable growth. In addition to its financial objectives, the Group has made three strong commitments that structure its ESG strategy and meet the expectations of its main stakeholders.

COMMITMENTS TO CREATE VALUE FOR ALL ITS MAIN STAKEHOLDERS...



A preferred employer, strongly committed to its employees' well-being, safety and diversity



A trusted partner, notably adopting the highest ethics standards

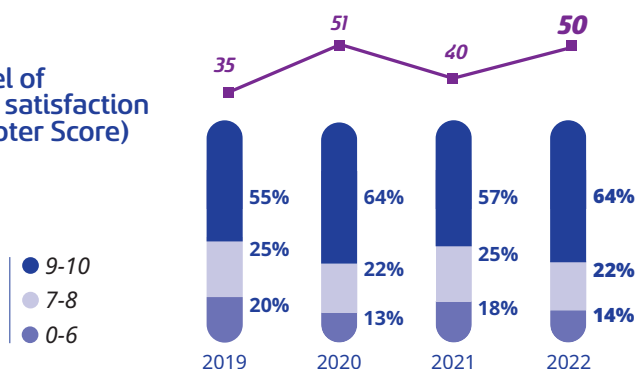


A citizen of the world, respectful of the environment, contributing to job creation and the local economy

... AND MEASURED BY KEY PERFORMANCE INDICATORS:

The Net Promoter Score is a concept that allows to evaluate the probability that an employee will recommend his or her company. It is calculated by subtracting the percentage of detractors (employees assigning a satisfaction score of between 0 and 6) from the percentage of promoters (employees assigning a satisfaction score of 9 or 10).

A high level of employee satisfaction (Net Promoter Score)



A working environment of excellence

Great Place To Work®

2022

Teleperformance Group Trust Index Score⁽¹⁾

79

Countries certified

64

% employees working at a GPTW company

97.3%

National Best Workplaces Lists

23

Best Workplaces Regional Lists – Asia, Latin America, Europe

3

World's Best Workplace Ranking (Fortune)

11

(1) The Trust Index Score measures the degree of employee satisfaction.

Share of women in headcount

30%
of the
Management
Committee

48%
in management
positions⁽²⁾

54%
in total
headcount

(2) All employees excluding agents and supervisors.

A Force of Good

- 49% carbon footprint tonne
per employee (Scopes 1 and 2)
vs 2019 and - 9% vs. 2021

28%
use of renewable
energy

€11M
in donations in cash
in any kind⁽³⁾

(3) Raised for NGOs, as part of the Citizen of the World program.

BUSINESS MODEL

Teleperformance's mission is to reduce friction (i) between companies and their customers, and (ii) between government agencies and users, through the efficient management of their daily interactions. The Group therefore specializes in handling their relations with brands and governments.

Teleperformance uses a range of resources and assets to achieve its mission. These resources and assets are presented below and deployed in strict compliance with the Group's values, which must be observed worldwide in all locations and departments. The Group adjusts its model by anticipating and adapting to megatrends, as described in its Integrated Report. The Group's business activities are in section 1.1 of the 2022 universal registration document.

OUR MISSION

Reducing frictions between companies and customers, administrations and citizens.

OUR VALUES



Cosmos | Integrity

Earth | Respect

Metal | Professionalism

Air | Innovation

Fire | Commitment

MEGATRENDS



TECHNOLOGY AND INNOVATION



SOCIETAL AND DEMOGRAPHIC CHANGES



DISRUPTION OF THE GLOBAL ORDER



ECONOMIC CHANGE



CLIMATE CHANGE

RESOURCES

HUMAN

- 412,742 employees
- 300+ languages & dialects

FINANCIAL

- €8.2B Revenue
- 15.5% current EBITA
- €703M Net Free cash flow

INDUSTRIAL

- 400+ sites
- 57 TP Cloud Campus countries (home office solution)
- Multilingual hubs
- Customer Journey Showrooms

INTELLECTUAL CAPITAL

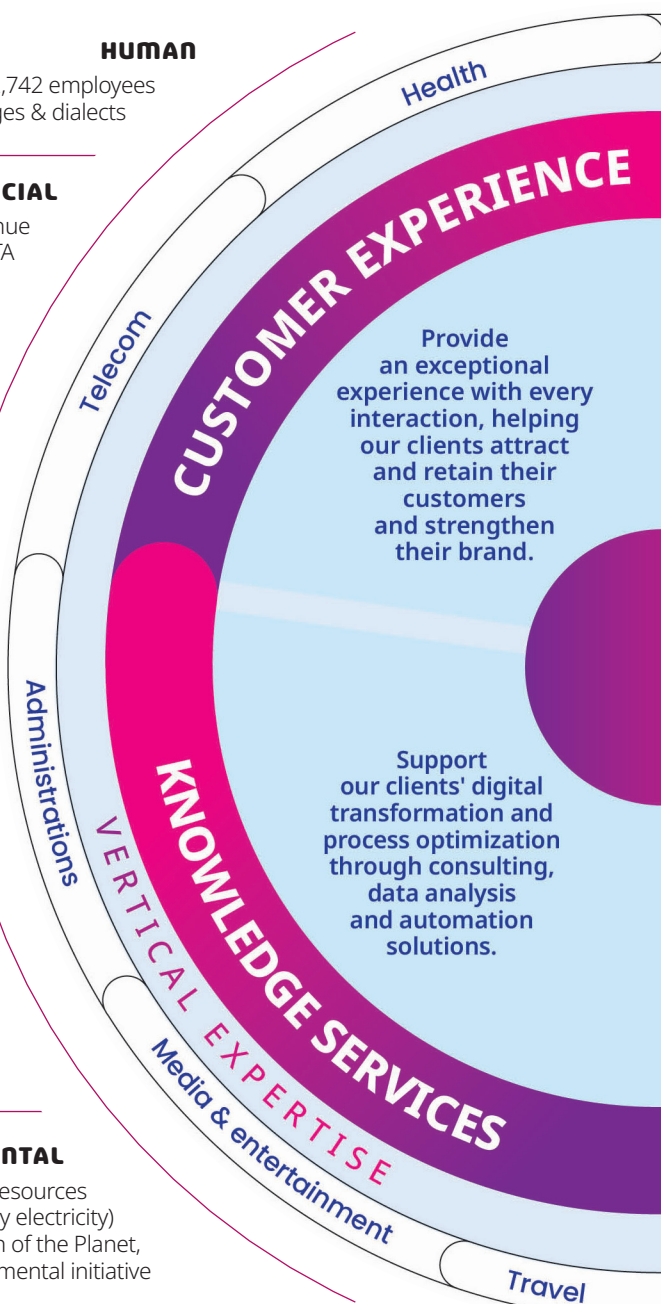
- Operational Processes and Standards
- CX Lab (research center)
- 100+ proprietary digital Platforms

SOCIAL AND RELATIONSHIP

- Close to 1,200 clients⁽¹⁾, of which 50% global accounts
- 170+ markets
- Citizen of the World, charity initiative

ENVIRONMENTAL

- Natural resources (mainly electricity)
- Citizen of the Planet, environmental initiative



1- Excluding specialized services (30,000 clients, including individuals).

Through its operations, Teleperformance strives to create long-term value for its stakeholders. The Group creates value for its stakeholders based on the **universal principle of individual satisfaction: employee satisfaction is the first step in ensuring end-user satisfaction and, as such, that of Teleperformance's clients.** This "satisfaction chain" needs to function smoothly in order to create value for other Group stakeholders (communities, lenders and shareholders).

The Group's vision is that, in an increasingly digital and automated world driven by a growing need for efficiency and speed, **"Each interaction matters"**. Teleperformance aims to become the preferred high-touch, high-tech partner for major brands and distributors as well as emerging companies by efficiently managing their daily interactions with customers, while ensuring total security. **Striking a balance between technological and human aspects is the cornerstone of the customer experience; emotional intelligence is essential in order to deliver value and ensure that changes are sustainable.**

OUR AMBITION

Becoming an undisputed global leader in digital integrated business services.

OUR VISION

Each interaction matters. TP combines human touch and high technology to deliver simpler, faster and safer customer interactions.

CREATING VALUE TO ALL STAKEHOLDERS

EMPLOYEES

€5.3B wages and social benefits
63% non-agent positions filled internally
97% employees working at a best employer subsidiary

CORPORATE CLIENTS & GOVERNMENTS

27% revenue from Top 10 clients
46% revenue from the digital economy⁽²⁾
13 years average client tenure

FINAL CUSTOMERS

1B interactions⁽²⁾
Tailored customer experience
Data security: BCR, GDPR

SHAREHOLDERS

194 M€ dividends
146 M€ share buyback

COMMUNITIES

€291M income tax paid
€11M raised for charities
98,900 volunteer hours

ENVIRONMENT

-9% decrease in scope 1 & 2 carbon footprint per employee⁽³⁾
27.8% renewable energy
500,000 trees planted

CONTRIBUTION TO SDGS

SUSTAINABLE DEVELOPMENT GOALS



2- Excluding specialized services. 3- Full-time equivalent (FTE).

CSR vision and governance

CSR vision

Identifying the main CSR risks and challenges has helped the Group organize its CSR initiatives. Teleperformance aims to achieve total satisfaction among its stakeholders. In order to fulfill its mission and meet the expectations of its principal stakeholders, Teleperformance has made three commitments that go hand in hand with the Group's strategy:

Be a preferred employer



Teleperformance is focusing on developing a Great Place to Work® ecosystem: being the best employer in the sector is essential in order to hire, train and retain the best people.

Be a trusted partner for all Group stakeholders

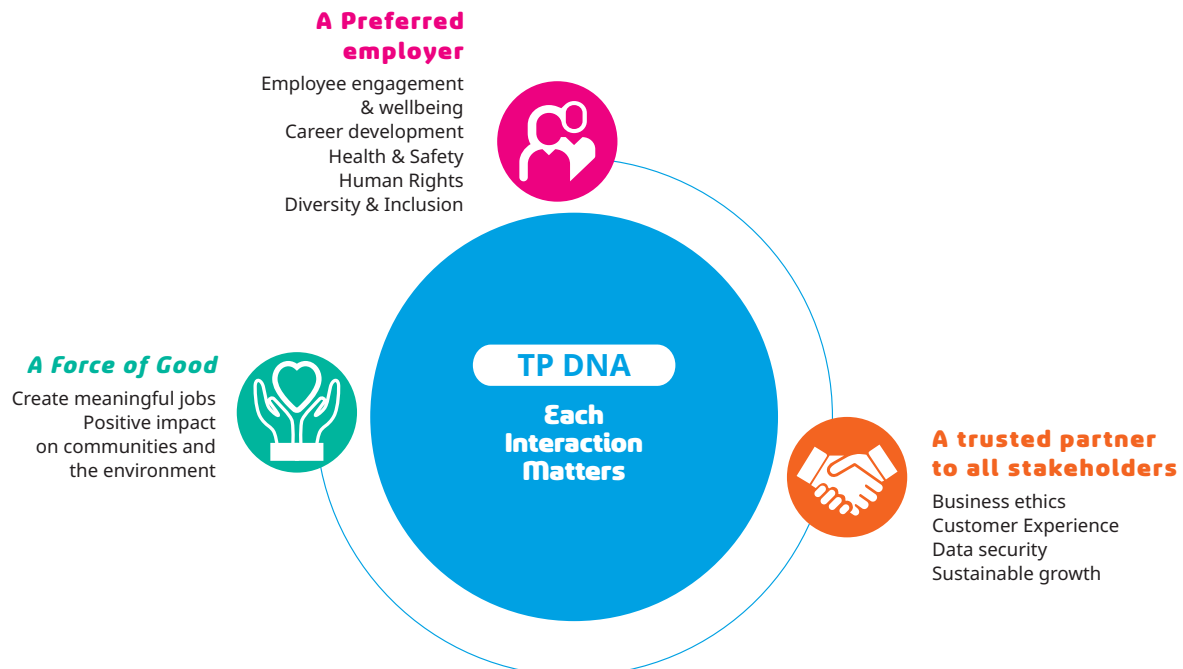


by adopting the most stringent ethical standards and delivering long-term value.

Be a Force of Good within the Group's sphere of influence









by helping to create jobs and build the local economy, positively impacting communities, and promoting sustainable use of natural resources.



Commitments and targets

Teleperformance measures its impact on its ecosystem through performance indicators and short- and medium-term objectives.

	 A preferred employer <ul style="list-style-type: none"> • Employee engagement and wellbeing • Career development • Health & Safety • Human rights • Diversity, equity & Inclusion 	 A trusted partner <ul style="list-style-type: none"> • Business ethics • Customer experience and innovation • Data security • Sustainable growth 	 A Force of Good <ul style="list-style-type: none"> • Meaningful jobs • Positive impacts on local communities and the environment
Our impact on individuals	<p>Be the best employer in the sector in order to hire, train and retain the best people</p> <p>⊕ Maintain a rate of more than 90% of employees working at a certified best employer subsidiary</p>	<p>Customer experience for all, helping to break down social, geographic and cultural barriers</p> <p>+ 1B interactions per year</p>	<p>A major employer among young generations and vulnerable communities</p> <p>125,000 young people hired for their first professional experience</p>
Our impact on communities	<p>Develop women's employment in developing countries and promote gender equality</p> <p>⊕ Increase female membership of the Executive Committee to 30% by 2023</p>	<p>TP's hospital interpreting services save lives</p> <p>16% of the revenue dedicated to the health care sector</p>	<p>Citizen of the World helps vulnerable children and their families</p> <p>11M€ donations in 2022 60,000 vulnerable children benefited from educational support</p>
Our impact on the environment	<p>Staff awareness campaigns on the protection of the environment</p> <p>+ 3,700 hours of volunteer work on environmental protection projects in 2022</p>	<p>Client partnerships designed to help clients achieve their environmental goals through innovative solutions</p> <p>55% CO₂ emissions reduction for Cloud Campus employees</p>	<p>CO₂ emission reduction targets in accordance with the Paris Agreement</p> <p>⊕ Reduce our Scopes 1 & 2 GHG emissions by 49% per FTE⁽¹⁾ between 2019 and 2026</p> <p>+500,000 trees planted in partnership with One Tree Planted</p>
Contribution to SDGs			

⊕ Strategic non-financial targets used to determine annual variable remuneration awarded to executive officers.

(1) Full-time equivalent.

As an ordinary shareholders' meeting

1. Approval of the statutory financial statements for the year ended December 31st, 2022;
2. Approval of the consolidated financial statements for the year ended December 31st, 2022;
3. Appropriation of 2022 results – Determination of dividend amount and payment date;
4. Special report of the statutory auditors on regulated agreements and commitments – acknowledgment of the absence of new agreements;
5. 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;
6. Approval of the fixed, variable and exceptional elements comprising the total remuneration and the benefits of all kind paid in the 2022 financial year or granted in respect of the 2022 financial year to Mr. Daniel Julien, Chairman and Chief Executive Officer;
7. Approval of the fixed, variable and exceptional elements comprising the total remuneration and the benefits of all kind paid in the 2022 financial year or granted in respect of the 2022 financial year to Mr. Olivier Rigaudy, Deputy Chief Executive Officer;
8. Approval of the remuneration policy for Directors;
9. Approval of the remuneration policy for the Chairman and Chief Executive Officer;
10. Approval of the remuneration policy for the Deputy Chief Executive Officer;
11. Renewal of the term of office of Ms. Christobel Selecky as a director;
12. Renewal of the term of office of Ms. Angela Maria Sierra-Moreno as a director;
13. Renewal of the term of office of Mr. Jean Guez as a director;
14. Appointment of Mr. Varun Bery, as a director, to replace Mr. Robert Paszczak;
15. Appointment of Mr. Bhupender Singh, as a director, to replace Mr. Stephen Winningham;
16. Appointment of PricewaterhouseCoopers Audit SAS, in replacement of KPMG Audit IS, as statutory auditor;
17. Renewal of the term of office of Deloitte & Associés SA, as statutory auditor;
18. 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.

As an extraordinary shareholders' meeting

19. 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;
20. 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;
21. Delegation 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;
22. Powers for formalities.

3

How to participate in the shareholders' meeting?

The shareholders of Teleperformance SE are convened in a combined shareholders' meeting on **Thursday April 13th, 2023 at 3 p.m. (Paris time)** at 21-25 rue Balzac 75008 Paris, France.

Preliminary formalities to participate in the shareholders' meeting

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 L.22-10-39 of the French Commercial Code.

Shareholders who wish to participate in the shareholders' meeting are required to provide proof that the shares are registered in their name or that of the registered intermediary acting on their behalf by the second business day preceding the meeting at midnight, Paris time (*i.e.* Tuesday April 11th, 2023, 0:00 am, Paris time):

- for registered shareholders, by registration of their shares in the registered share accounts held for the Company by UPTEVIA;
- 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, 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, or to the request for an admission card, and sent by the approved intermediary to UPTEVIA – Assemblée Générale – Les Grands Moulins de Pantin – 9 rue du Débarcadère – 93761 Pantin Cedex, France, or presented the day of the meeting for shareholders who have not received their admission cards.

Only those shareholders producing evidence of their shareholder status by April 11th, 2023, 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.

ATTENDING THE MEETING IN PERSON

Request of an admission card by post

- **Registered shareholders** automatically receive the voting form that they must complete stating that they wish to attend the meeting and obtain an admission card. The signed form must then be sent, using the enclosed prepaid envelope, to UPTEVIA – Assemblée Générale – Les Grands Moulins de Pantin – 9 rue du Débarcadère – 93761 Pantin Cedex, France. Said shareholders may also present themselves the day of the meeting with proof of identity.
- **Holders of bearer shares** must ask the approved intermediary responsible for their share account that an admission card be sent to them. An admission card will be sufficient to attend the meeting. Only in the case where the admission card was not received or was lost, the shareholders may present themselves on the day of the meeting with their certificate of participation received from the approved intermediary and dated no later than April 11th, 2023, 0:00 am (Paris time).

Request of an admission card by electronic means

Shareholders wishing to attend the meeting in person may also request an admission card online *via* the following procedures:

- **For registered shareholders:** they should make their request online *via* the VOTACCESS secure platform that can be accessed from the Planetshares website at the following link: <https://planetshares.uptevia.pro.fr/>

Holders of pure registered shares must connect to the Planetshares website with their usual log-in details.

Holders of administered registered shares will receive an invitation letter stating their login details.

Such log-in details will give them access to the Planetshares website. In the event that shareholders have misplaced their login identification and/or password, they may call the following number: +33 (0)1 57 43 02 30.

Once connected to the website, registered shareholders should follow the instructions appearing on the screen to access the VOTACCESS website and request an admission card.

- **For holders of bearer shares:** the shareholders are responsible for establishing whether their approved intermediary is connected to the VOTACCESS website and, if so, whether such access is subject to specific conditions or terms of use.

It is hereby specified that only holders of bearer shares whose approved intermediary is a subscriber of the VOTACCESS platform may request their admission card online.

If the shareholders' approved 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 click on the icon appearing on the line showing their Teleperformance SE shares and follow the instructions appearing on the screen to access the VOTACCESS website and request an admission card.

The VOTACCESS website will open beginning on March 24th, 2023. In all cases, online admission card requests must be made no later than the day preceding the meeting, *i.e.* April 12th, 2023 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.

VOTE BY CORRESPONDENCE OR BY PROXY

If you wish to vote by correspondence, please use the voting form attached to the notice of convening, to the electronic convening or downloadable on the Company's website (www.teleperformance.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.

Voting by correspondence or by proxy **by post**

- **For registered shareholders:** send the single correspondence or proxy voting form received automatically to the following address: UPTEVIA – Assemblée Générale – Les Grands Moulins de Pantin – 9 rue du Débarcadère – 93761 Pantin Cedex, France.
- **For holders of bearer shares:** by requesting, as of the date of the meeting notice, said form by writing to UPTEVIA (address above) or to their approved intermediary managing their share account. Requests for correspondence or proxy voting forms must be received no later than six days before the date of the shareholders' meeting.

Shareholders may also download the single correspondence or proxy voting form that will be made available on the Company's website (www.teleperformance.com) no later than March 23rd, 2023.

To be taken into account, correspondence voting forms must be received by the general meeting department of UPTEVIA no later than April 9th, 2023 at the latest and, for holders of bearer shares, the forms must be sent together with their certificate of participation.

Pursuant to Article R.225-81 of the French Commercial Code, a shareholder cannot, in any event, send to the Company both the proxy form and the vote by post form.

Pursuant to Article R.22-10-24 of the French Commercial Code, notification of the appointment or dismissal of a proxy may also be performed by returning the signed and scanned form to the following email address: paris.bp2s.france.cts.mandats@uptevia.pro.fr. The proxy must be accompanied by a copy of shareholders' proof of identity and for holders of bearer shares, by their certificate of participation. Holders of bearer shares must request that their financial intermediary responsible for their investment account send a written confirmation to UPTEVIA – Assemblée Générale – Les Grands Moulins de Pantin – 9 rue du Débarcadère – 93761 Pantin Cedex, France.

The proxy granted may be revoked in the same forms. Only notifications of appointment or revocation of proxy duly signed and completed will be recorded. Furthermore, only notifications of appointments or revocations of proxy can be sent to the email address paris.bp2s.france.cts.mandats@uptevia.pro.fr any other request or notification relating to any other matter will not be recorded and/or be dealt with.

In order for the notifications of appointment or revocation of proxy to be taken into account, confirmations shall be received no later than the day preceding the shareholders' meeting, *i.e.* April 12th, 2023 at 3 p.m. (Paris time).

Voting by correspondence or proxy **electronically**

Shareholders may also vote, appoint or revoke a proxy *via* the internet before the shareholders' meeting on the VOTACCESS website, subject to the conditions outlined below:

- **For registered shareholders:** the holders of pure or administered registered shares who wish to vote online can connect to the VOTACCESS website *via* the Planetshares website at <https://planetshares.uptevia.pro.fr/>

Holders of pure registered shares should connect to the Planetshares website with their usual login details.

Holders of administered registered shares will receive an invitation letter stating their log-in details. These log-in details will give them access to the Planetshares website. In the event that shareholders have misplaced their log-in identification and/or password, they may call the following number: +33 (0)1 57 43 02 30.

Once connected to the website, registered shareholders should follow the instructions appearing on the screen to access the VOTACCESS website and vote, appoint or revoke a proxy.

- **For holders of bearer shares:** the shareholders are responsible for establishing whether their approved 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' approved intermediary is connected to the VOTACCESS website, they must log on to their approved intermediary's website with their usual log-in details. Then, they should click on the icon appearing on the line showing their Teleperformance SE shares and follow the instructions appearing on the screen to access the VOTACCESS website and vote, 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 conditions described above.

The VOTACCESS website will open beginning on March 24th, 2023.

The possibility to vote online before the shareholders' meeting will end the day preceding the meeting, i.e. April 12th, 2023 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 submit their votes.

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 Tuesday April 11th, 2023 0:00 am (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 the shareholders' agent of said transfer of ownership and inform the shareholder as required. No transfer of ownership completed after Tuesday April 11th, 2023 (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.

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 147 802 105 €
Siège Social : 21-25 rue Balzac
75008 Paris
301 292 702 R.C.S. Paris

ASSEMBLÉE GÉNÉRALE MIXTE
Convoquée le 13 Avril 2023 à 15h00
Au Siège Social, 21-25 rue Balzac, 75008 Paris

COMBINED GENERAL MEETING
To be held on April 13th, 2023 at 3 p.m. (Paris Time)
At Head Office, 21-25 rue Balzac, 75008 Paris, France

CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY

Identifiant - Account	
Nombre d'actions Number of shares	<input type="checkbox"/> Nominatif Registered <input type="checkbox"/> Porteur Bearer
Nombre de voix - Number of voting rights	<input type="checkbox"/> Vote simple Single vote <input type="checkbox"/> Vote double Double vote

☐ **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.

1	2	3	4	5	6	7	8	9	10	Oui / Yes	A	B
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11	12	13	14	15	16	17	18	19	20	Oui / Yes	C	D
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
21	22	23	24	25	26	27	28	29	30	Oui / Yes	E	F
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
31	32	33	34	35	36	37	38	39	40	Oui / Yes	G	H
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
41	42	43	44	45	46	47	48	49	50	Oui / Yes	J	K
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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. ☐

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 1^{re} convocation / on 1st notification 09 Avril 2023 / April 09th, 2023
sur 2^{de} convocation / on 2nd notification

à / to : Uptevia
Service Assemblées
Les Grands Moulins
9 rue du Débarcadère
93761 Pantin Cedex

☐ **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)

In any case, date and sign here.

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

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
Assemblée Générale
Grands Moulins de Pantin
9, rue du Débarcadère
93761 Pantin Cedex, France

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

NAVIGATING ON VOTACCESS

Teleperformance each interaction matters

TELEPERFORMANCE - COMBINED GENERAL MEETING OF APRIL 13, 2023

Log out
Online help
English

Give proxy to the chairman
Vote on the resolutions
Request an attendance card
Give proxy to a mentioned person
Consult the documentation
Answer further questions
Balance by associated ISIN codes

Combined general meeting on April 13, 2023 at 03:00 PM CET

Au Siège Social
21 - 25 rue Balzac
75008 Paris
France

ELECTRONIC VOTE DEADLINE
The 04/12/2023
at 03:00 PM CET

YOUR BALANCE
100 bearer securities / shares
100 voting rights of which
0 exercised voting rights

ACCOUNT OWNER DETAILS
PREVIEW TEST
66 RUE VILETTE
69003 LYON

To appoint the Chairman as your proxy, click here.

To vote on the resolutions, click here.

To download the documents for the general meeting, click here.

To appoint the person of your choice as your proxy, click here.



Activities in 2022

A. Summary of the activities in 2022

FINANCIAL HIGHLIGHTS

	2022	2021	
€ millions	€1=US\$1.05	€1=US\$1.18	% change
Revenue	8,154	7,115	+14.6%
Like-for-like growth			+5.7%
On a like-for-like basis, excluding the impact of Covid support contracts			+12.5%
EBITDA before non-recurring items	1,750	1,478	+18.4%
% of revenue	21.5%	20.7%	
EBITA before non-recurring items	1,262	1,071	+17.8%
% of revenue	15.5%	15.1%	
EBIT	994	869	+14.4%
Net profit – Group share	645	557	+15.8%
Diluted earnings per share (€)	10.80	9.36	+15.4%
Dividend per share (€)	3.85*	3.30	+16.7%
Net free cash flow	703	661	+6.3%

* Subject to approval of the Shareholders' Meeting to be held on April 13th, 2023.

CONSOLIDATED REVENUE

Revenue amounted to €8,154 million for the year ended December 31st, 2022, representing a year-on-year increase of +5.7% at constant exchange rates and scope of consolidation (like-for-like) and of +14.6% as reported. Reported revenue was lifted by the +€351 million positive currency effect, stemming mainly from the rise in the US dollar against the euro. Changes in the scope of consolidation added €265 million, reflecting the consolidation of Health Advocate from July 1st, 2021, Senture from January 1st, 2022 and PSG Global Solutions from November 1st, 2022.

Like-for-like growth in 2022 was particularly strong given the negative impact of lower revenue from Covid support contracts (down -€514 million compared with 2021). Adjusted for this expected non-recurring impact, like-for-like growth stood at +12.5% for the year.

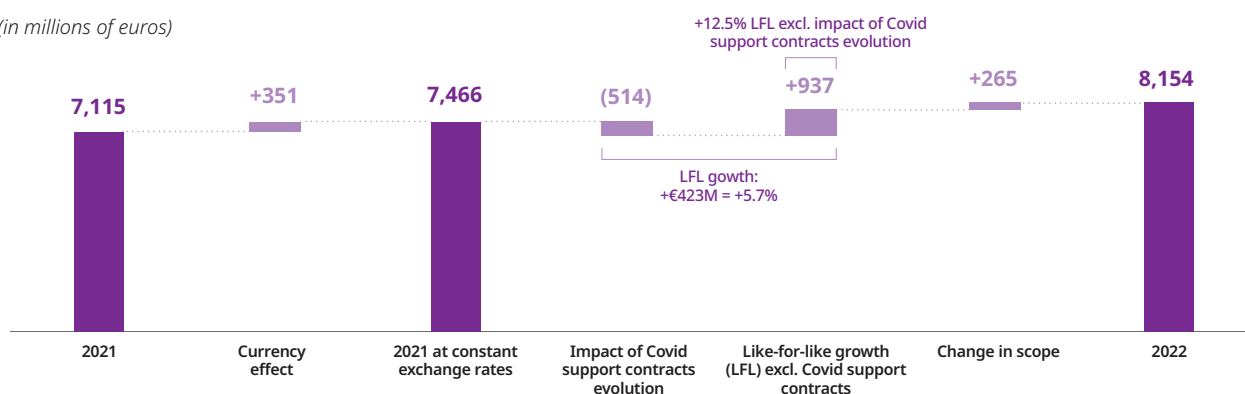
This robust performance, in an uncertain economic and geopolitical environment, reflects the appeal and resilience of the Group's business model. Its global footprint and attractive offering of integrated solutions have positioned the Group as a preferred partner helping to drive the digital transformation of many digital economy leaders and large corporations in a wide range of client industries.

The Specialized Services activities also enjoyed sustained growth, led by the ongoing strong recovery of TLScontact's visa application management business and the steady development of LanguageLine Solutions' online interpreting business, particularly in the second half.

Fourth-quarter revenue amounted to €2,152 million, up +11.5% as reported, including a favorable currency effect, stemming primarily from the rise in the US dollar against the euro, and the positive impact of the first-time consolidation of Senture and PSG Global Solutions. Like-for-like growth, which came to +4.8% compared with fourth-quarter 2021, was reduced by almost 100 basis points due to the impact of hyperinflation in Argentina. This was a satisfactory performance given the absence of any material contribution from Covid support contracts during the quarter. Adjusted for this non-recurring impact, like-for-like growth stood at +10.8% for the period.

Analysis of 2022 revenue growth

(in millions of euros)



REVENUE BY ACTIVITY

Preamble: new presentation by region

On October 1st, 2022, Teleperformance introduced a new geographic organization aligned with the structure of its markets. This has led to a change in the Group's business segment reporting, which is based on regions. The breakdown of 2021 and 2022 revenue by quarter based on the new organization is provided in Appendix 1 hereafter.

Summary of differences between the former and current business reporting presentations

Former presentation by activity	Entities deleted (-) vs. former presentation	Entities added (+) vs. former presentation	New presentation by activity
CORE SERVICES & D.I.B.S.*			CORE SERVICES & D.I.B.S.*
English-speaking & Asia-Pacific	United Kingdom South Africa	India	North America & Asia-Pacific
Ibero-LATAM	Spain Portugal		LATAM
Continental Europe & MEA		Spain Portugal United Kingdom South Africa	Europe & MEA (EMEA)
India	India		
SPECIALIZED SERVICES			SPECIALIZED SERVICES

€ millions	2022	2021	% change		
			Like-for-like	Like-for-like excluding "Covid contracts"***	Reported
CORE SERVICES & D.I.B.S.*	6,989	6,295	+3.8%	+11.7%	+11.0%
North America & Asia-Pacific	2,679	2,039	+11.3%	+11.3%	+31.3%
LATAM	1,653	1,358	+15.4%	+15.4%	+21.8%
Europe & MEA (EMEA)	2,657	2,898	-7.7%	+10.2%	-8.3%
SPECIALIZED SERVICES	1,165	820	+18.6%	+18.6%	+42.0%
TOTAL	8,154	7,115	+5.7%	+12.5%	+14.6%

* Digital Integrated Business Services.

*** Excluding the impact of lower revenue from Covid support contracts ("Covid contracts").

Core Services & Digital Integrated Business Services (D.I.B.S.)

Revenue amounted to €6,989 million in 2022, a year-on-year increase of +3.8% like-for-like. Reported growth came to +11.0%, with the difference *versus* like-for-like growth primarily attributable to the rise against the euro in the US dollar and, to a lesser extent, in most other currencies including the Brazilian real, the Indian rupee and the Mexican peso. In addition, reported growth includes the contribution of Senture, which has been consolidated in the Group's financial statements from January 1st, 2022.

Excluding the impact of Covid support contracts, the Core Services & D.I.B.S. activity delivered +11.7% growth on a like-for-like basis in 2022. This strong momentum is based in particular on the Group's robust and diversified client portfolio.

In the fourth quarter, Core Services & D.I.B.S. revenue amounted to €1,829 million, up +2.8% like-for-like from the prior-year period. Excluding the impact of Covid support contracts, like-for-like growth was +9.7%.

North America & Asia-Pacific

Revenue totaled €2,679 million in 2022, representing a like-for-like increase of +11.3%. The reported increase of +31.3% was primarily attributable to favorable currency effects – corresponding to the rise against the euro in the US dollar and, to a lesser extent, in the Indian rupee, the Canadian dollar and the Philippine peso – and the positive impact of consolidating Senture from January 1st, 2022.

Regional revenue came to €732 million in the fourth quarter, up +5.8% like-for-like. The slowdown from prior quarters mainly reflected the less favorable comparatives for US onshore activities during the period (due to the rapid ramp-up of new contracts in late 2021) and the decline in activity in China, curtailed by the zero Covid policy.

In 2022, the region's primary growth drivers were offshore activities in India and the Philippines, which delivered very firm gains throughout the year, particularly in the travel, healthcare and financial services sectors. Offshore solutions are particularly attractive because they can effectively address temporary hiring difficulties encountered in the domestic labor market in the United States.

The US onshore activities reported a mixed performance that varied by client sector. The Group's satisfactory momentum in this market was led by the strength and diversification of its client portfolio. In particular, revenue in the social media, online entertainment and financial services sectors grew at a very brisk pace.

LATAM

Revenue in the LATAM region amounted to €1,653 million in 2022, a year-on-year increase of +15.4% like-for-like. The reported increase of +21.8% mainly reflected the rise in the US dollar, Brazilian real and Mexican peso against the euro.

In the fourth quarter, revenue came to €416 million, up +12.5% on a like-for-like basis. The slowdown compared with previous quarters was mainly due to the hyperinflationary conditions in Argentina, which were very unfavorable over the quarter.

This very satisfactory performance was largely attributable to the Group's strong gains in the healthcare, social media, online entertainment and automotive sectors. In addition, the financial services and travel sectors maintained a satisfactory pace.

Over the full year, momentum was strong in most countries in the region. Business growth was particularly robust in Peru, the Dominican Republic and Mexico (domestic activities). Activities are also enjoying fast expansion in Nicaragua, Guatemala and Honduras, where Teleperformance recently opened new facilities.

Europe & MEA (EMEA)

Revenue amounted to €2,657 million in 2022, a year-on-year decline of -7.7% like-for-like and of -8.3% as reported, with the difference corresponding to negative currency effects due mainly to the fall of the Turkish lira against the euro. The like-for-like decline in revenue is linked to the sharp decrease in the contribution from Covid support contracts in the Netherlands, the United Kingdom, France and Germany. Excluding the impact of Covid support contracts, like-for-like growth stood at +10.2%, with faster momentum in the second half.

In the fourth quarter, revenue in the region came to €681 million, down -4.9% on a like-for-like basis, due to the sharp decline in the contribution from Covid support contracts. Excluding the impact of Covid support contracts, like-for-like growth was +11.8%.

In 2022, the Group benefited from the start-up of many new contracts and fast growing demand from multinational clients, particularly in the automotive, travel, online entertainment and financial services sectors.

Multilingual activities, which are the primary contributors to the region's revenue stream and mainly serve the large global leaders in the digital economy, reported sustained growth for the year, particularly at the hubs in Portugal, Egypt and Turkey.

In addition, 2022 saw fast growth in the United Kingdom with the banking and insurance sectors and government agencies (excluding Covid support contracts).

Lastly, the German-speaking market was lifted by the strong gains in the nearshore activities and the ramp-up of new contracts, in particular for multinational clients in the travel and automotive sectors.

Specialized Services

Revenue from Specialized Services stood at €1,165 million in 2022, a year-on-year increase of +18.6% like-for-like and of +42.0% as reported. The difference between like-for-like and reported growth stemmed from the favorable currency effect of the rise of the US dollar against the euro and the positive impact of consolidating Health Advocate since July 1st, 2021 and of PSG Global Solutions since November 1st, 2022.

Fourth-quarter revenue stood at €323 million, up +17.5% on a like-for-like basis, in line with the prior quarter trend line.

The recovery in TLScontact volumes continued in the fourth quarter. However, the basis for comparison was less favorable than in previous quarters, as passenger traffic picked up mainly from the second half of 2021 onwards. Business volume exceeded pre-crisis levels despite the lockdowns in China throughout the year. The recently announced reopening of the country should support TLScontact's growth in 2023.

The accelerated growth of LanguageLine Solutions, the main contributor to Specialized Services revenue, continued in the fourth quarter. The healthcare sector, which accounts for more than half of this business' revenue, notably continued to deliver rapid growth.

2022 RESULTS

EBITDA before non-recurring items stood at €1,750 million for 2022, up +18.4% from the prior year. EBITDA margin before non-recurring items widened by 80 basis points to 21.5%.

EBITA before non-recurring items rose by +17.8% to €1,262 million from €1,071 million in 2021, representing a margin of 15.5% *versus* 15.1% in 2021. The improvement was led by the swift growth in the Specialized Services activities, whose strong margins further

widened, thanks in particular to the sharp recovery in TLScontact volumes. Core Services and D.I.B.S. margins remained solid despite the adverse impact of the steep falloff in the contribution from Covid support contracts. In addition, reported margins were boosted by the rise in the dollar against the euro with a positive transaction effect linked to the Group's offshore activities and a positive translation effect (mix).

OPERATING EARNINGS BY ACTIVITY

► EBITA before non-recurring items by activity

€ millions	2022	2021
CORE SERVICES & D.I.B.S.*	890	824
% of revenue	12.7%	13.1%
North America & Asia-Pacific	330	221
% of revenue	12.3%	10.8%
LATAM	219	187
% of revenue	13.3%	13.7%
Europe & MEA (EMEA)	271	350
% of revenue	10.2%	12.1%
Holding companies	70	66
SPECIALIZED SERVICES	372	247
% of revenue	31.9%	30.2%
TOTAL	1,262	1,071
% OF REVENUE	15.5%	15.1%

* Digital Integrated Business Services.

Core Services & D.I.B.S.

Core Services & D.I.B.S. reported EBITA before non-recurring items of €890 million in 2022, up from €824 million in 2021. EBITA margin declined to 12.7% from 13.1% the year before, reflecting contrasting trends by region, with the EMEA region in particular negatively affected by the lower contribution from Covid support contracts.

North America & Asia-Pacific

EBITA before non-recurring items in the North America & Asia-Pacific region rose to €330 million from €221 million in 2021. EBITA margin widened sharply to 12.3% from 10.8% the year before, impelled

primarily by the renewed momentum in offshore activities in the Philippines and the strong growth in high value-added offshore activities in India.

LATAM

EBITA before non-recurring items in the Ibero-LATAM region rose to €219 million in 2022 from €187 million the year before, while EBITA margin stood at 13.3%, *versus* 13.7% in 2021. The period-on-period decline was due to the development costs incurred for the opening and the ramp up of numerous new sites to support the rapid pace of business growth, especially in Peru and Colombia.

Europe & MEA (EMEA)

EBITA before non-recurring items in the EMEA region came to €271 million in 2022, *versus* €350 million in 2021, yielding a margin of 10.2% *versus* 12.1% one year earlier. The margin decline was mainly due to the sharp falloff in the contribution from Covid support contracts which had a very positive impact on the region's margin in 2021, notably in France and the Netherlands.

Specialized Services

Specialized Services reported EBITA before non-recurring items of €372 million in 2022, compared with €247 million in 2021. EBITA margin expanded to 31.9% from 30.2% in 2021.

This good performance mainly reflects the return of TLScontact's operating margins to levels close to those achieved pre-Covid-19, following a strong recovery in business volumes, satisfactory growth in premium ancillary services and implementation of cost-cutting measures during the crisis.

LanguageLine Solutions' margin remained high, buoyed by the satisfactory growth in business, especially in the second half. It is also being supported by the Company's clear leadership in the North American online interpreting market, its efficient business model based on entirely home-based interpreters and unrivaled technological tools, the successful development of video interpreting solutions, and a very assertive marketing process.

OTHER INCOME STATEMENT ITEMS

EBIT amounted to €994 million, *versus* €869 million in 2021. It included:

- amortization of acquisition-related intangible assets in an amount of €141 million, *versus* €111 million in 2021;
- €113 million in accounting expenses relating to performance share plans, *versus* €87 million the year before.

The financial result represented a net expense of €93 million, on a par with the €94 million reported in 2021, despite the increase in interest rates over the year.

Income tax expense came to €256 million, corresponding to an effective average tax rate of 28.5%, *versus* 28.1% in 2021.

Net profit – Group share totaled €645 million, up +15.8% from €557 million in 2021, while diluted earnings per share came to €10.80, *versus* €9.36 the year before.

The Board of Directors will recommend that shareholders at the annual general meeting on April 13th, 2023 approve an increase in the 2022 dividend to €3.85 per share from the €3.30 paid in respect of 2021. This would correspond to a payout ratio of 36%.

CASH FLOWS AND FINANCIAL STRUCTURE

Net free cash flow after lease expenses, interest and tax paid amounted to €703 million, *versus* €661 million the year before, representing an increase of +6.3%.

The change in consolidated working capital requirement over the year was an outflow of €172 million, compared with an outflow of €75 million in 2021. The increase, part of which was non-recurring, was led by (i) the €18 million in social security contribution payments that had been deferred under measures taken by certain governments in response to the Covid crisis and (ii) the €75 million impact of phasing out, in 2022, the use of temporary employment agencies, which had helped to meet peak demand for Covid support in 2021.

Net capital expenditure amounted to €297 million, or 3.6% of revenue, *versus* €229 million and 3.2% in 2021. This level corresponds to expenditure to develop a hybrid model combining work-from-home and on-site solutions throughout the world (see 2022 Operating Highlights below).

Net debt stood at €2,609 million at December 31st, 2022, virtually unchanged from a year earlier (€2,656 million). Dividend payments totaled €194 million, financing of the share buyback program €146 million and the acquisition of PSG Global Solutions €304 million. As a result, the net debt-to-EBITDA ratio came to 1.50x, or 1.47x on a pro forma basis excluding the PSG Global Solutions acquisition.

The Group's liquidity improved during year following the refinancing transactions carried out in June.

2022 OPERATING HIGHLIGHTS

Hybrid expansion of the global footprint

In 2022, Teleperformance continued to deploy its global expansion strategy in the structurally growing outsourced customer and citizen experience management market despite the uncertain economic and geopolitical environment. Over 30 new sites were opened around the world, notably in Europe, Africa, the United States, Peru, and Colombia, adding nearly 12,000 workstations.

The Group has developed a hybrid service model. Existing sites were reorganized during the year and employees continued to be offered work-from-home solutions. As of December 31st, 2022, some 50% of employees were telecommuting.

Acquisition of PSG Global Solutions

In October 2022, Teleperformance announced the acquisition of PSG Global Solutions, a leading provider of digital recruitment process outsourcing (RPO) solutions in the United States. The transaction enabled the Group to further strengthen its high value-added Specialized Services activities, its leading position in the fast-growing US healthcare sector, and its digital recruitment practices.

The consideration for the transaction was US\$300 million. The company has been fully consolidated since November 1st, 2022.

Best Employer certifications: 64 countries certified

Teleperformance has made the well-being of its employees a key priority worldwide. As of December 31st, 2022, the Group had been certified in 64 countries as a "Best Employer" by independent experts like Great Place to Work. These certifications cover more than 97% of the Group's global workforce, *versus* 70% pre-Covid (22 country organizations certified as of end-2019).

Action and communication plan launched in November 2022 in response to ESG polemics in the media in H2 2022

In November 2022, an action and communication plan was deployed to restore the confidence of the entire financial community, which had been shaken by **repeated and unfounded polemics in social and other media concerning the Group's ESG practices**, which triggered a sudden plunge in the stock price on November 10th. The plan primarily involved:

- announcing, on November 11th, a €150 million share buyback program to protect the interests of Teleperformance shareholders;
- in the United States, launching an external audit by a world-class firm, confirming that there had been no legal or ethical violations in Teleperformance USA's content moderation activities;

- in Colombia, organizing a number of constructive meetings with the Colombian government leading to positive outcome and commissioning an external audit by Bureau Veritas, which enabled the Group to receive independent assurance regarding use and inclusion of International Standard ISO 26000 – social responsibility – guidelines;
- withdrawing from the highly egregious Trust & Safety content moderation segment, to attenuate the perception risks associated with those activities;
- signing a worldwide agreement with UNI Global Union.

The action plan was pursued in early 2023 with the organization of TP Open Doors site visits on January 17th and 24th for investors and analysts in six countries on four continents. This unprecedented, wide-ranging transparency initiative enabled investors to form their own opinions by having 'seen and touched' the reality on the ground.

In late January 2023, the OECD National Contact Point acknowledged that its recommendations had been effectively applied, thereby definitively ending its proceedings, while emphasizing the Group's proper performance of its duty of care.

On February 1st, 2023, the Group released the results of an independent, worldwide survey of its content moderation employees worldwide by the Korn Ferry organizational consulting firm. The highly satisfactory findings rank Teleperformance very high in employee well-being among a sample of 600 companies.

Lastly, after Colombia, Teleperformance's content moderation employees and processes in six other countries were audited by Bureau Veritas, with findings released on February 13th, 2023. Teleperformance received independent assurance regarding use and inclusion of International Standard ISO 26000 – social responsibility – guidelines in these countries.

OUTLOOK

2023 financial objectives

Teleperformance expects 2023 to be another year of sustained, profitable growth.

- recurring like-for-like revenue growth of around +10% (excluding Covid support contracts);
- a more than €200 million decline in the contribution from Covid support contracts;
- like-for-like revenue growth above +7%;
- a 20-basis point increase in EBITA margin before non-recurring items, to 15.7%;
- further targeted acquisitions capable of creating value and strengthening the Group's business model.

2025 financial objectives

Teleperformance is committed to becoming an undisputed global leader in digital integrated business services solutions by 2025.

The Group confirms that it is ahead of schedule in meeting its financial targets:

- revenue above €10 billion at constant scope of consolidation ;
- EBITA margin before non-recurring items of 16%.

Acquisitions will contribute €1 billion to €2 billion in additional revenue by 2025.

Appendices

APPENDIX 1 – QUARTERLY REVENUE BY ACTIVITY (NEW ORGANIZATION)

€ millions	Q4 2022	Q4 2021	% change		
			Like-for-like	Like-for-like excluding "Covid contracts"***	Reported
CORE SERVICES & D.I.B.S.*	1,829	1,691	+2.8%	+9.7%	+8.2%
North America & Asia-Pacific	732	594	+5.8%	+5.8%	+23.1%
LATAM	416	367	+12.5%	+12.5%	+13.4%
Europe & MEA (EMEA)	681	730	-4.9%	+11.8%	-6.6%
SPECIALIZED SERVICES	323	239	+17.5%	+17.5%	+35.5%
TOTAL	2,152	1,930	+4.8%	+10.8%	+11.5%

€ millions	Q3 2022	Q3 2021	% change		
			Like-for-like	Like-for-like excluding "Covid contracts"***	Reported
CORE SERVICES & D.I.B.S.*	1,749	1,529	+5.1%	+13.0%	+14.4%
North America & Asia-Pacific	683	507	+11.2%	+11.2%	+34.8%
LATAM	434	346	+15.5%	+15.5%	+25.3%
Europe & MEA (EMEA)	632	676	-6.0%	+13.1%	-6.6%
SPECIALIZED SERVICES	307	226	+18.8%	+18.8%	+36.3%
TOTAL	2,056	1,755	+7.0%	+13.8%	+17.2%

€ millions	Q2 2022	Q2 2021	% change		
			Like-for-like	Like-for-like excluding "Covid contracts"***	Reported
CORE SERVICES & D.I.B.S.*	1,700	1,539	+2.2%	+13.5%	+10.5%
North America & Asia-Pacific	636	462	+15.4%	+15.4%	+37.6%
LATAM	421	328	+16.5%	+16.5%	+28.3%
Europe & MEA (EMEA)	643	749	-13.8%	+10.6%	-14.1%
SPECIALIZED SERVICES	284	180	+22.9%	+22.9%	+57.7%
TOTAL	1,984	1,719	+4.5%	+14.5%	+15.4%

€ millions	Q1 2022	Q1 2021	% change		
			Like-for-like	Like-for-like excluding "Covid contracts"***	Reported
CORE SERVICES & D.I.B.S.*	1,711	1,536	+5.4%	+10.7%	+11.4%
North America & Asia-Pacific	628	477	+14.1%	+14.1%	+31.8%
LATAM	382	316	+17.1%	+17.1%	+20.9%
Europe & MEA (EMEA)	701	743	-5.7%	+5.5%	-5.6%
SPECIALIZED SERVICES	251	176	+15.5%	+15.5%	+42.2%
TOTAL	1,962	1,712	+6.5%	+11.1%	+14.6%

* Digital Integrated Business Services.

** Excluding the impact of lower revenue from Covid support contracts ("Covid contracts").

APPENDIX 2 – SIMPLIFIED CONSOLIDATED FINANCIAL STATEMENTS

Consolidated income statement

€ millions	2022	2021
Revenues	8,154	7,115
Other revenues	10	10
Personnel	-5,339	-4,810
External expenses	-1,044	-811
Taxes other than income taxes	-31	-26
Depreciation and amortization	-281	-220
Amortization of intangible assets acquired as part of a business combination	-141	-111
Depreciation of right-of-use assets (personnel-related)	-15	-13
Depreciation of right-of-use assets	-192	-174
Impairment loss on goodwill	-8	
Share-based payments	-113	-87
Other operating income and expenses	-6	-4
Operating profit	994	869
Income from cash and cash equivalents	10	8
Gross financing costs	-72	-56
Interest on lease liabilities	-44	-41
Net financing costs	-106	-89
Other financial income and expenses	13	-5
Financial result	-93	-94
Profit before taxes	901	775
Income tax	-256	-218
Net profit	645	557
Net profit – Group share	645	557
Net profit attributable to non-controlling interests		
Earnings per share (in euros)	10.95	9.49
Diluted earnings per share (in euros)	10.80	9.36

Consolidated balance sheet

> Assets

€ millions	12/31/2022	12/31/2021*
NON-CURRENT ASSETS		
Goodwill	3,177	2,800
Other intangible assets	1,345	1,422
Right-of-use assets	626	626
Property, plant and equipment	613	587
Loan hedging instruments – Assets	17	10
Other financial assets	98	59
Deferred tax assets	78	66
Total non-current assets	5,954	5,570
CURRENT ASSETS		
Current income tax receivable	75	87
Accounts receivable – Trade	1,707	1,580
Other current assets	245	226
Other financial assets	66	46
Cash and cash equivalents	817	837
Total current assets	2,910	2,776
TOTAL ASSETS	8,864	8,346

> Equity and liabilities

€ millions	12/31/2022	12/31/2021*
EQUITY		
Share capital	148	147
Share premium	576	575
Translation reserve	9	-101
Other reserves	2,939	2,536
Equity attributable to owners of the Company	3,672	3,157
Non-controlling interests	0	0
Total equity	3,672	3,157
NON-CURRENT LIABILITIES		
Post-employment benefits	34	33
Lease liabilities	510	515
Loan hedging instruments – Liabilities	24	
Other financial liabilities	2,021	2,270
Deferred tax liabilities	315	332
Current liabilities	2,904	3,150
TOTAL NON-CURRENT LIABILITIES		
Provisions	90	83
Current income tax	167	127
Accounts payable – Trade	232	280
Other current liabilities	911	831
Lease liabilities	178	172
Other financial liabilities	710	546
Total current liabilities	2,288	2,039
TOTAL EQUITY AND LIABILITIES	8,864	8,346

* Restated following the finalization of the measurement of the fair value of the identifiable assets and liabilities acquired of Senture.

Consolidated cash flow statement

€ millions	2022	2021
CASH FLOWS FROM OPERATING ACTIVITIES		
Net profit – Group share	645	557
Net profit attributable to non-controlling interests		
Income tax expense	256	218
Net financial interest expense	53	33
Interest expense on lease liabilities	44	41
Non-cash items of income and expense	759	595
Income tax paid	-291	-228
Internally generated funds from operations	1,466	1,216
Change in working capital requirements	-172	-75
Net cash flow from operating activities	1,294	1,141
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of intangible assets and property, plant and equipment	-298	-232
Loans granted	-16	
Acquisition of subsidiaries, net of cash and cash equivalents acquired	-304	-929
Proceeds from disposals of intangible assets and property, plant and equipment	1	3
Loans repaid	15	
Net cash flow from investing activities	-602	-1,158
CASH FLOWS FROM FINANCING ACTIVITIES		
Acquisition net of disposal of treasury shares	-146	6
Change in ownership interest in controlled entities		
Dividends paid to parent company shareholders	-194	-141
Financial interest paid	-49	-33
Lease payments	-244	-218
Increase in financial liabilities	1,627	1,134
Repayment of financial liabilities	-1,709	-921
Net cash flow from financing activities	-715	-173
Change in cash and cash equivalents	-23	-190
Effect of exchange rates on cash held	1	32
NET CASH AT JANUARY 1ST	835	993
NET CASH AT DECEMBER 31ST	813	835

APPENDIX 3 – 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.

2021 revenue	7,115
Currency effect	351
2021 revenue at constant exchange rates	7,466
Like-for-like growth	423
Change in scope	265
2022 REVENUE	8,154

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

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

€ millions	2022	2021
Operating profit	994	869
Depreciation and amortization	281	220
Depreciation of right-of-use of leased assets	192	174
Depreciation of right-of-use of leased assets – personnel related	15	13
Amortization of intangible assets acquired as part of a business combination	141	111
Goodwill impairment	8	-
Share-based payments	113	87
Other operating income and expenses	6	4
EBITDA BEFORE NON-RECURRING ITEMS	1,750	1,478

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 and non-recurring items.

€ millions	2022	2021
Operating profit	994	869
Amortization of intangible assets acquired as part of a business combination	141	111
Goodwill impairment	8	-
Share-based payments	113	87
Other operating income and expenses	6	4
EBITA BEFORE NON-RECURRING ITEMS	1,262	1,071

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.

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.

€ millions	2022	2021
Net cash flow from operating activities	1,294	1,141
Acquisition of intangible assets and property, plant and equipment	-298	-232
Proceeds from disposals of intangible assets and property, plant and equipment	1	3
Loans granted	-16	-
Loans repaid	15	-
Lease payments	-244	-218
Financial interest paid	-49	-33
NET CASH FLOW FROM FINANCING ACTIVITIES	703	661

Net debt

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

€ millions	12.31.2022	12.31.2021
Non-current liabilities*		
Financial liabilities	2,021	2,270
Current liabilities*		
Financial liabilities	710	546
Lease liabilities (IFRS 16)	688	687
Loan hedging instruments	7	-10
Cash and cash equivalents	-817	-837
NET DEBT	2,609	2,656

* Excluding lease liabilities.

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 convertible bonds, stock options and incentive share awards granted to employees when the required performance conditions have been met at the end of the financial year.

B. Statutory financial statements for the last five years

INFORMATION ON THE FINANCIAL RESULTS

(in euros)	2018	2019	2020	2021	2022
I. SHARE CAPITAL AT THE END OF THE YEAR					
Share capital	144,450,000	146,797,500	146,826,500	146,844,000	147,802,105
Number of shares issued	57,780,000	58,719,000	58,730,600	58,737,600	59,120,842
Maximum number of potential shares:					
• by exercise of subscription rights					
• by award of incentives plan shares	969,076	445,492	881,126	1,385,399	1,533,835
II. TRANSACTION INFORMATION					
Revenues, excluding VAT	108,049,908	129,127,334	139,452,933	173,119,665	217,862,866
Net income, excluding income taxes, depreciation and amortization, and provisions	154,115,898	137,485,236	247,661,617	191,758,432	343,620,873
Income taxes	7,765,016	10,685,871	7,960,912	7,662,807	6,692,256
Net income, after income taxes, depreciation and amortization, and provisions	190,344,786	95,173,064	129,423,852	165,380,882	258,119,644
Dividends distributed	109,782,000	140,925,600	140,953,440	193,834,080	227,615,242
III. TRANSACTION INFORMATION PER SHARE					
Net income, after income taxes, but excluding depreciation and amortization, and provisions	2.53	2.16	4.08	3.13	5.70
Net income, after income taxes, depreciation and amortization, and provisions	3.29	1.62	2.20	2.82	4.37
Dividends distributed	1.90	2.40	2.40	3.30	3.85*
IV. PERSONNEL					
Number of salaried personnel	41	40	42	40	43
Total remuneration	6,311,387	6,029,832	4,694,484	5,247,122	5,720,664
Amount of employee fringe benefits (social security, personnel benefits)	3,948,665	3,408,179	3,025,936	5,451,949	2,673,673

* To be proposed to the Shareholders' Meeting to be held on April 13th, 2023.

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 18th, 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 45 years ago.

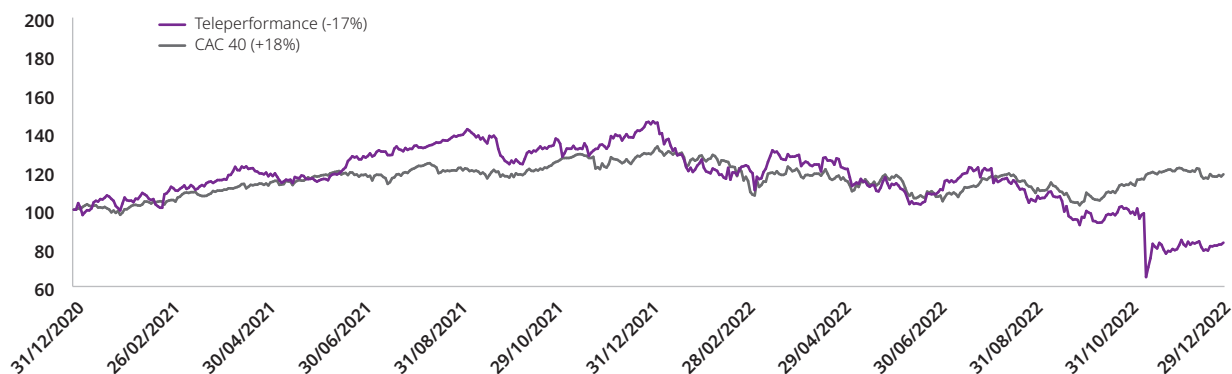
Teleperformance SE shares are also included in the following indexes: CAC Large 60, CAC All Tradable, STOXX Europe 600, MSCI Global Standard and S&P Europe 350. They were also included in the new Euronext Tech Leaders index in June 2022, which includes more than 100 leading and high-growth European technology 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 Teleperformance has been a signatory since 2011. This recognition reflects Teleperformance'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 Euronext Vigeo Euro 120 index since 2015, in the EURO STOXX 50 ESG index since 2020, in the MSCI Europe ESG Leaders index since 2019, in the FTSE4Good index since 2018, in the Solactive Corporate Social Responsibility index, formerly Ethibel Sustainability Excellence Europe index, since 2019 and in the S&P Global 1200 ESG index since 2017.

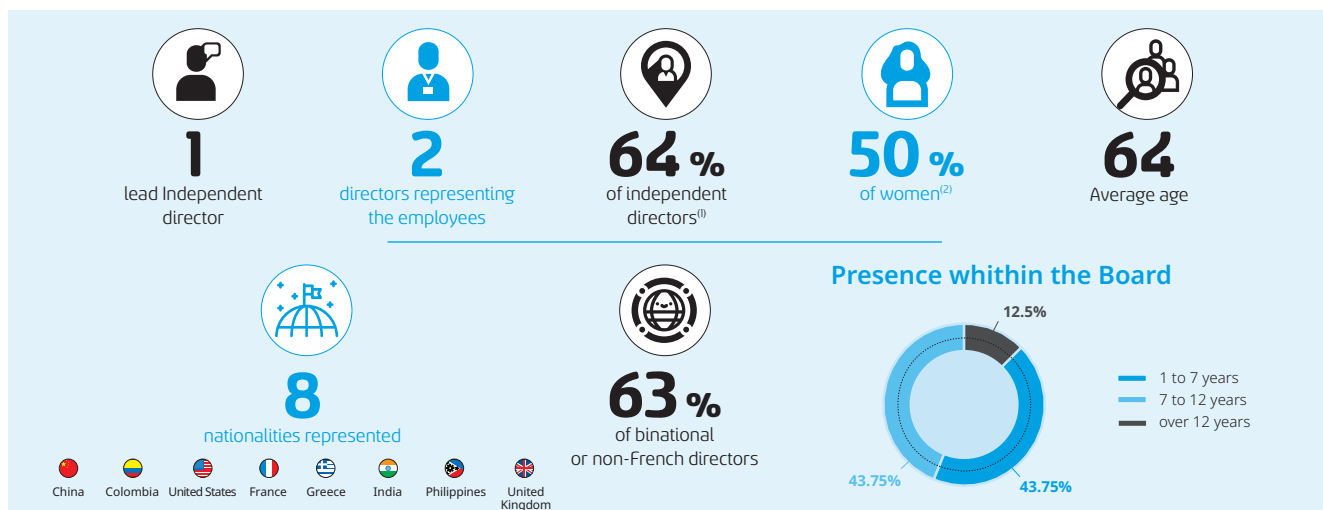
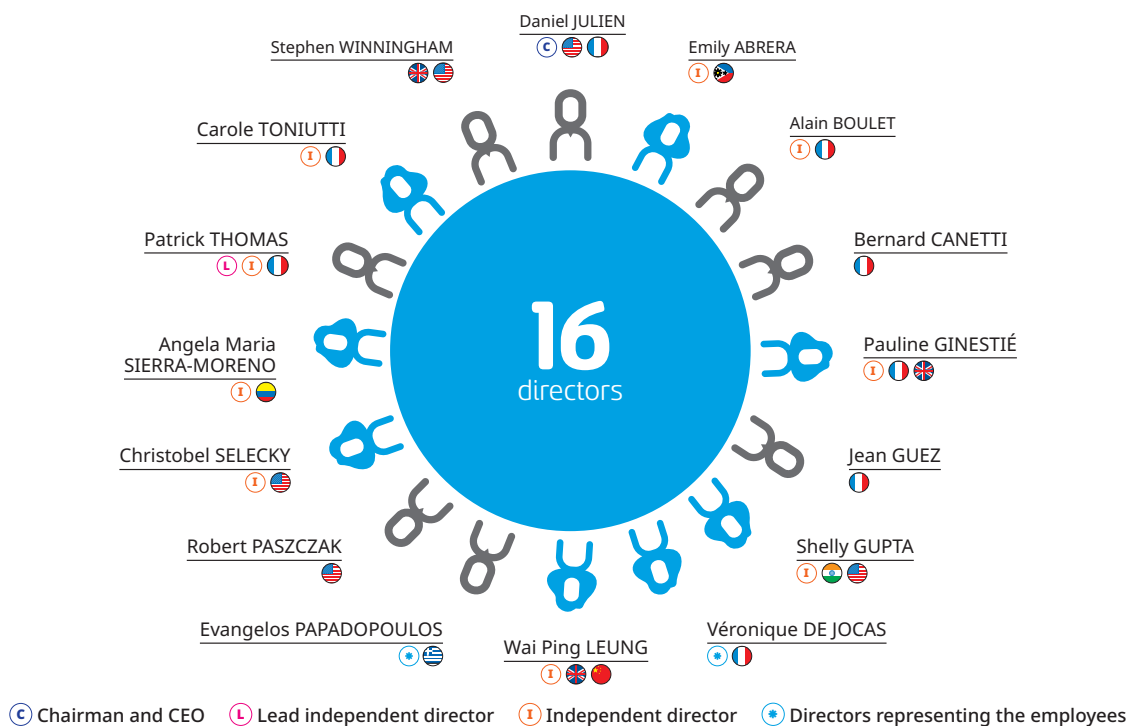
CHANGES IN THE COMPANY'S ADJUSTED SHARE PRICE OVER TWO YEARS, AS COMPARED TO THE CAC 40 INDEX (BASE 100 AS OF DECEMBER 31st, 2010)



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























(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.

The activity and the works of the Board of Directors and its Committees in 2022 are described in section 4.1.2.3 of the 2022 Universal Registration Document. This document also contains a description of the activities in 2022 of the lead independent director (see section 4.1.2.2.3).

► List of directors in office (information as of December 31st, 2022)

	Personal information			Experience		Position on 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
EXECUTIVE OFFICER									
Daniel Julien	70	M		1,190,647	0	05/31/2011	2024 GM	33 y ⁽³⁾	-
<i>Chairman and Chief Executive Officer</i>									
INDEPENDENT DIRECTORS									
Emily Abrera	75	F		1,000	0	11/27/2012	2024 GM	10 y 1 m	RAC (Chair)
Alain Boulet	73	M		600	0	05/31/2011	2024 GM	11 y 7 m	ARCC (Chair)
Pauline Ginestie	52	F	 	1,000	0	04/28/2016	2025 GM	6 y 8 m	CSRC
Shelly Gupta	48	F	 	300	0	04/14/2022	2025 GM	8 m	-
Wai Ping Leung	70	F	 	1,000	0	04/28/2016	2025 GM	6 y 8 m	CSRC
Christobel Selecky	67	F		1,250	1	05/07/2014	2023 GM	8 y 8 m	CSRC
Angela Maria Sierra-Moreno	68	F		1,000	0	05/07/2014	2023 GM	8 y 8 m	CSRC (Chair)
Patrick Thomas ⁽⁴⁾	75	M		500	2	11/30/2017	2025 GM	5 y 1 m	RAC
Carole Toniutti	51	F		227	0	04/14/2022	2025 GM	8 m	ARCC
NON-INDEPENDENT DIRECTORS									
Bernard Canetti	73	M		5,235	0	06/23/2005	2024 GM	17 y 6 m	RAC
Jean Guez	77	M		1,000	0	01/29/2010	2023 GM	12 y 11 m	ARCC
Robert Paszczak	72	M		1,014	0	06/02/2010	2023 GM	12 y 7 m	-
Stephen Winningham	73	M	 	1,000	0	06/02/2010	2023 GM	12 y 7 m	-
DIRECTORS REPRESENTING THE EMPLOYEES									
Véronique de Jocas	39	F		1,250	0	09/09/2020	09/08/2023	2 y 4 m	RAC
Evangelos Papadopoulos	40	M		0	0	11/02/2020	11/01/2023	2 y 2 m	-

(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.

(4) Mr. Patrick Thomas is also Lead Independent Director.

RAC: Remuneration and Appointments Committee. ARCC: Audit, Risk and Compliance Committee. CSRC: CSR Committee.

► Matrix of directors' skills and expertise

								
Daniel Julien	●	●	●	●	●	●	●	●
Emily Abrera		●	●	●	●			●
Alain Boulet	●	●	●	●		●		
Bernard Canetti	●	●	●	●		●		●
Pauline Ginestié	●	●		●	●		●	
Jean Guez	●			●		●		
Shelly Gupta	●		●	●	●			
Véronique de Jocas	●			●		●		●
Wai Ping Leung		●	●	●	●	●		●
Evangelos Papadopoulos	●					●	●	●
Robert Paszczak	●			●		●		●
Christobel Selecky	●		●	●	●	●		●
Angela Maria Sierra-Moreno		●	●	●	●	●		●
Patrick Thomas	●	●	●	●				●
Carole Toniutti	●		●	●				
Stephen Winningham	●		●	●	●	●		●
	13	8	11	15	8	11	3	11



Finance

Expertise and/or experience of corporate finance, audit and control processes, risks management and insurance, accounting, merger 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.



Human capital and CSR

Expertise and/or experience in, the social and environmental and human resources sectors.



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.).

The Committees of the Board in 2022

Audit, Risk and Compliance Committee



Alain Boulet
Chair, independent



Jean Guez
Member



Carole Toniutti
Member, independent



67%

a majority of independent directors



0

executive officer



3

members having specific financial accounting and statutory auditing skills¹

Remuneration and Appointments Committee



Emily Abrera
Chair, independent



Bernard Canetti
Member



Véronique de Jocas
Member, director representing the employees



Patrick Thomas
Member, independent



1

independent chair



67%

a majority of independent directors



1

directors representing the employees



0

executive officer

CSR Committee



Angela Maria Sierra-Moreno
Chair, independent



Pauline Ginesté
Member, independent



Wai Ping Leung
Member, independent



Christobel Selecky
Member, independent



1

independent chair



100%

of independent members

The Management Committee

MANAGEMENT COMMITTEE*

Composition

It is currently composed of 33 members comprising all members of the Executive Committee and the main key operational and functional managers of the group.

EXECUTIVE COMMITTEE **8**
members



Daniel Julien
Chairman and Chief
Executive Officer



Olivier Rigaudy
Deputy Chief Executive Officer
and Group Chief Financial Officer



Miranda Collard
Group Chief
Client Officer



Éric Dupuy
President of Global
Business Development



Agustin Grisanti
Group Chief Operating
Officer



Scott Klein
President of
Specialized Services



Leigh Ryan
Group Chief Legal
and Compliance Officer



Bhupender Singh
President of
Transformation



25

key Group managers



Human capital, research
and development, security,
technologies, operations,
transformation, business
development, finance



30%
of women



13
nationalities



53
years of average age



12
years of average
seniority within
the Group

* Comprehensive composition of the management Committee available on the Group website: www.teleperformance.com - section Leadership.

PROPOSALS TO THE SHAREHOLDERS' MEETING ON THE BOARD OF DIRECTORS' COMPOSITION

The directorships of Ms. Christobel Selecky, Ms. Angela Maria Sierra-Moreno and Mr. Jean Guez, Mr. Robert Paszczak and Mr. Stephen Winningham are expiring at the shareholders' meeting to be held on April 13th, 2023.

In order to continue the evolution of the Board of Directors' composition and the application of the diversity policy within it, Mr. Robert Paszczak and Mr. Stephen Winningham informed the Board of Directors of their decision of not asking for their renewal as Company's directors, which was accepted by the Board. It thanked them for their precious collaboration and the quality of their contribution to the works of the Board and its committees.

The Board of Directors, at its meeting held on February 16th, 2023, decided, upon proposition of the Remuneration and Appointments Committee, to submit to the shareholders' meeting to be held on April 13th, 2023:

- the renewal of the terms of office of Ms. Christobel Selecky and Ms. Angela Maria Sierra-Moreno for three years and the term of office of Mr. Jean Guez for two years for the purpose of staggering terms. The Board, upon recommendation of the Remuneration and Appointments Committee, noted that their expertise and their professional experience, in financial audit for Mr. Guez and in CSR for Ms. Sierra-Moreno and Ms. Selecky, are as many assets for the Board and the Group. Their renewals will usefully strengthen the existing expertise and competencies within the Board;
- the appointment as directors of Mr. Varun Bery and of Mr. Bhupender Singh, for three years, in replacement of Mr. Paszczak and Mr. Winningham.

The Board, upon recommendation of its Remuneration and Appointments Committee, noted that Mr Varun Bery will bring to the Board, in particular, his competence and expertise in financial matters and his very good knowledge of Asian markets in particular in the communication, media and technology sectors. The Board, on the recommendation of its Remuneration and Appointments Committee, has noted that his competence and professional experience in financial matters and in a highly international context are assets for the Board and its works.

Having regards to Mr Bhupender Singh, he is currently Chief Transformation Officer of the Teleperformance Group, and a member of its Executive Committee. His very strong knowledge of the Group, its establishment, its operations and transformation projects in particular the digital and cybersecurity aspects will bring to the Board an even more precise and direct vision of the major projects concerning your Group. The added value of his contribution to large-scale action plans was appreciated by the Board, which believes that his profile, in addition to contributing to the process of refreshing and rejuvenating the Board, provides a profitable perspective with regard to the Company's strategic challenges and its evolution in an environment undergoing constant transformation, particularly with regard to technological and digital aspects.

These appointments would usefully complement and strengthen the expertise and skills already represented within the Board. Directors, whose reappointment and 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.

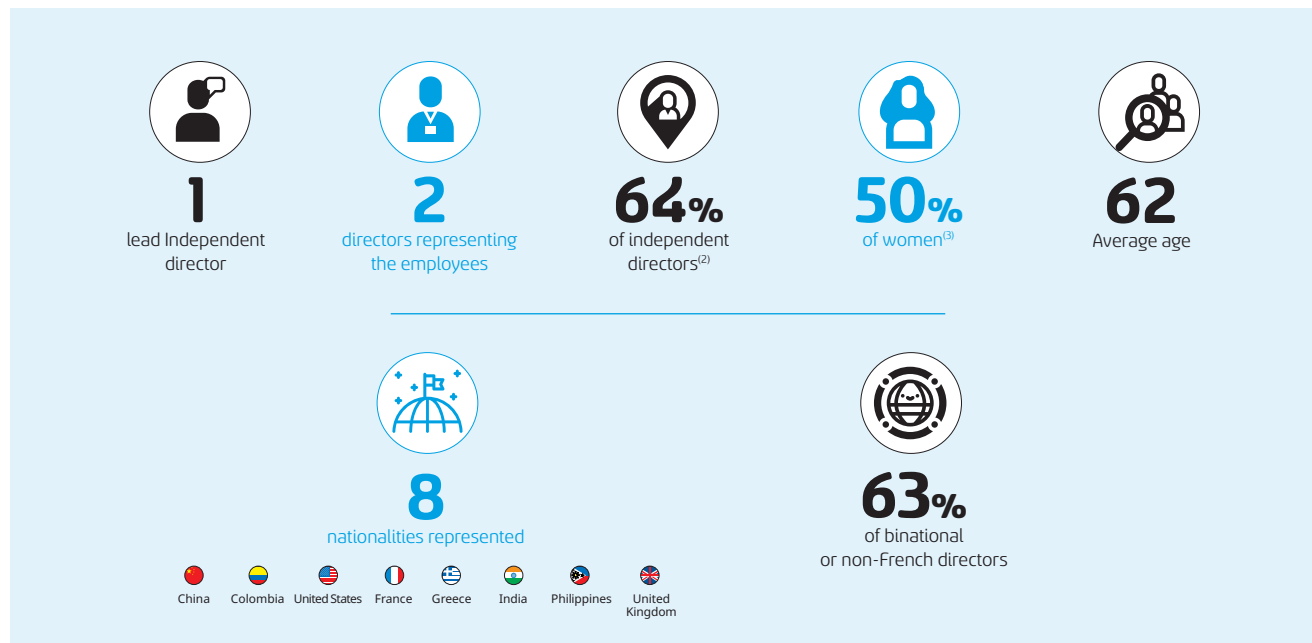
With regards to the independence status, it is reminded that the Board of Directors applies all the criteria defined by the AFEP-MEDEF code. In particular, it does not set aside the 12-year seniority rule. Therefore, it noted, with regards to the directors whose appointments are proposed, that only Mr. Bery meets the necessary conditions to ensure his independence and does not have any business relationships with the Group. He was thus qualified as independent pursuant to the AFEP-MEDEF code criteria.

Mr. Bhupender Singh is not qualified as independent as he is an employee of one of the Group's subsidiaries and a member of the Group Executive Committee.

Regarding the directors whose reappointments are proposed, the Board found that Ms. Christobel Selecky and Ms. Angela Maria Sierra-Moreno meet all the necessary conditions to ensure their independence and that they have no business relationships with the Group. Therefore, it continues to qualify them as independent pursuant to the criteria of the code. Mr. Jean Guez was not qualified as independent due to his terms of office in subsidiaries and his seniority at the Board.

Consequently, out of the two appointments and three reappointments proposed to the shareholders' meeting, three directors are, or will continue to be, qualified as independent. In accordance with the diversity policy presented in paragraph *Diversity policy within the Board of Directors and the Committees* of the 2022 universal registration document (page 203), if the shareholders' meeting approves all the propositions thus submitted and after considering the loss of the independence status of a director in May 2023:

- a strong independence rate within the Board will be maintained at 64%;
- balanced gender representation will continue to comply with the applicable legal provisions, with 7 women and 7 men (50% of women and men);
- a strong internationalization at the Board will be maintained with eight nationalities represented and 62.5% of non-French or binational directors; and
- a strong expertise and knowledge of the Group, its business and specificities necessary to the good functioning of the Board will also be maintained.

After the meeting⁽¹⁾

(1) Subject to the approval of resolutions 11 to 15 by the shareholders' meeting and taking into consideration the loss of independence of one director in May 2023.

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

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

INFORMATION RELATED TO DIRECTORS WHOSE APPOINTMENT OR RENEWAL IS PROPOSED

Renewal of the term of office as a director proposed under the 11th resolution



Christobel Selecky

INDEPENDENT DIRECTOR

MEMBER OF THE CSR COMMITTEE

Skills



> Expertise and experience

Ms. Christobel Selecky was born on March 9th, 1955, and holds a Bachelor's Degree in Political Science and Philosophy from the University of Delaware (United States) and a Masters' Degree in Public Relations and Communications from Syracuse University (New York). Ms. Selecky has over 40 years' experience in the healthcare sector as a director, manager and company founder. In 1981, she joined FHP International Corporation, a NASDAQ-listed company that administered managed healthcare plans, operated medical and dental clinics, hospitals, and pharmacies, and sold health and workers compensation insurance. She became the President of FHP's largest business unit, the California Health Plan, with US\$2 billion in annual revenues serving more than 1 million Medicare, Medicaid, and Commercial health plan members. In 1996, she became co-founder, Chairman, and Chief Executive Officer of LifeMasters Supported Selfcare Inc., a company that provided outsourced, call center-based disease and care management services as part of health care plans and benefits granted by employers, and by public sector employee retirement plans, unions and trusts. The Company provided its services to more than 1 million people in the United States. She has been working as an independent consultant and corporate director since 2010 and provides strategic advice and recommendations to teams of managers and investors involved or seeking to become involved in the healthcare sector at both national and international level.

Ms. Selecky serves on the Board of Directors and chairs the Compensation, Governance and Nominating Committee of Satellite Healthcare, one of the United States' leading not-for-profit providers of kidney dialysis and related services since 1974. She also serves on the Board of Directors and on the Audit and Compensation Committees of ImmunityBio (IBRX) a leading late-clinical-stage immunotherapy company developing next-generation therapies that drive immunogenic mechanisms for defeating cancers and infectious diseases. Finally, she serves on the Board of Directors of Griswold Home Care, a private equity backed non-medical home care company with 200 locations throughout the United States. She is also an Adjunct Professor in the University of California, Irvine Paul Merage School of Business MBA program teaching Healthcare Entrepreneurship.

Ms. Selecky is active in several board governance organizations and currently serves on the Board of Directors of the Pacific Southwest Chapter of the National Association of Corporate Directors, a US national non-profit association providing education and standards for corporate governance and Board excellence. Previously, she served two terms as a member of the Board of trustees, Vice Chair and Chair of the Audit Committee of United Cerebral Palsy, a US national non-profit organization for people with disabilities, and served two terms as Chair of the Board of Directors of Population Health Alliance, a non-profit organization promoting public health care activities through advocacy, research and education.

Ms. Christobel Selecky was appointed a director at the shareholders' meeting held on May 7th, 2014.

> Current directorships

Teleperformance Group

None

Other

Listed companies:

- Director of ImmunityBio (IBRX) (USA)

Non-listed companies:

- Director of Satellite Healthcare Inc. (USA)
- Director of Griswold Home Care (USA)

> Directorships expired within the last five years

Teleperformance Group

None

Other

- Director of Memorial Care Innovation Fund (USA) and American Specialty Health Inc. (USA)
- Member of the Advisory Committee of Houlihan Lokey (USA)
- Director of Verity Health System (USA)
- Director of SCAN Health Plan (USA)

Renewal of the term of office as a director proposed under the 12th resolution



Angela Maria Sierra-Moreno

INDEPENDENT DIRECTOR

CHAIR OF THE CSR COMMITTEE

Skills



> Expertise and experience

Ms. Angela Maria Sierra-Moreno was born on August 30th, 1954 and holds a Degree in Bacteriology from the Colegio Mayor de Antioquia University (Colombia) and a Masters' Degree in Science from the University of Ohio (United States).

Angela Maria Sierra-Moreno has acquired over 20 years' experience in the customer management field in various business sectors. From 1995 to 2002, Ms. Sierra-Moreno was Vice-President in charge of Services at ACES, where one of her main tasks was to coordinate initiatives aimed at changing the Company's culture, in accordance with its requirements and those of the outside environment.

In 2002, she joined Avianca as Vice-President in charge of Services and Human Resources. In this capacity, she contributed to developing a corporate strategy aimed at setting up a customer-centric organizational structure by designing and implementing processes, tools and mechanisms dedicated to customer service for the Company's global operations. Ms. Sierra-Moreno has been an organizational management consultant since 2010, and advises companies and organizations operating in various business sectors on customer relationship management, Human Resources, and cultural and organizational change.

Ms. Angela Maria Sierra-Moreno was appointed a director at the shareholders' meeting held on May 7th, 2014.

> Current directorships

Teleperformance Group

None

Other (non-listed companies)

- Director of Prestigio (Colombia)

> Directorships expired within the last five years

Teleperformance Group

None

Other

- Director of LASA SA (Colombia)

68 years old

Nationality:
Colombian

Number of shares held:
1,000

**Attendance rate
over the last 3 years:**
100%

Term of office:
2023 GM

Renewal of the term of office as a director proposed under the 13th resolution



Jean Guez

DIRECTOR

MEMBER OF THE AUDIT, RISK AND COMPLIANCE COMMITTEE

Skills



> Expertise and experience

Mr. Jean Guez was born on November 25th, 1945 and is a graduate of the Montpellier Business School and the Paris Institute of Corporate Administration. He also holds a Degree in Chartered Accountancy. From October 1967, he worked as a trainee chartered accountant at SETEC (Paris), and then at Peat Marwick Mitchell (KPMG) from December 1968. In 1972, after qualifying as a chartered accountant and statutory auditor, he joined SO.CO.GE.RE as Chief Executive Officer, a position he held until 1982, when he joined Sofintex as a Managing Partner. He then became a partner of the BDO France Group in 2000, and then of the Deloitte Group in 2006. He is currently a Managing Partner at Conseil CSA.

Mr. Jean Guez was appointed to the Supervisory Board of the Company on January 29th, 2010, and became a director on May 31st, 2011, following the change in the governance structure adopted at the shareholders' meeting.

> Current directorships

Teleperformance Group

None

Other (non-listed companies)

- Manager of Cabinet SCA (France)
- Permanent representative of SAS République Participation Conseil as director of Pôle Santé Média (France)

> Directorships expired within the last five years

Teleperformance Group

- Director of Luxembourg Contact Centers Sarl (Luxembourg)
- Director of Société Tunisienne de Telemarketing SA (Tunisia)
- Director of Société Méditerranéenne de Teleservices SA (Tunisia)
- Director of Société Anonyme Marocaine d'Assistance Client SA (Morocco)

Other

- Co-manager of SCI Sinimmo (France)
- President of SASU Troubat (France)
- President of SAS République Participation Conseil (France)
- Member of the Supervisory Board of PRECIPHAR SAS (France)

77 years old

Nationality:
French

Number of shares held:
1,000

**Attendance rate
over the last 3 years:**
97%

Term of office:
2023 GM

Appointment proposed under the 14th resolution



64 years old

Nationality/citizenship :
Chinese and Indian

Varun Bery

Skills



> Expertise and experience

Mr. Varun Bery was born on September 27th, 1958. He holds a BA degree (summa cum laude) in Economics and Mathematics from Yale University where he also played on the varsity squash team. Mr Bery also received an MBA degree with High Distinction from Harvard Business School where he was named a Baker Scholar. He started his career in 1981 as a management consultant with McKinsey & Company in New York. He then worked in investment banking with CS First Boston in New York from 1992 to 1994 before moving to Hong Kong in 1995 to join the Asian Infrastructure Fund, a private equity fund with close to US\$1 billion under management.

Mr. Bery subsequently co-founded TVG Capital Partners in 1998 to invest in media and telecom assets throughout Asia, with over US\$700m under management. During a portion of his tenure at TVG, Mr. Bery concurrently ran the regionwide Private Capital Asia business for JP Morgan out of Hong Kong which had US\$750m of committed capital from the bank. Since 2016, Mr. Bery has been a Senior Advisor to StormHarbour Securities in Hong Kong. Mr. Bery serves on the Boards of both the Hong Kong Venture Capital Association and the Harvard Business School Association of Hong Kong. Mr. Bery also serves on the Board and Finance Committee of Integrated Board Education Limited (IBEL), an educational charity serving children from ethnic minority communities in Hong Kong. At Yale, Mr. Bery serves on the Inaugural Advisory Board of the Jackson School of Global Affairs.

> Current directorships

Teleperformance Group

None

Other

None

> Directorships expired within the last five years

Teleperformance Group

None

Other

- Director of Dataxet Pte. Ltd. (Singapore)

Appointment proposed under the 15th resolution



50 years old

Nationality :
Indian

Number of shares held:
15,000

Bhupender Singh

Skills



> Expertise and experience

Mr. Bhupender Singh was born on December 14th, 1972. He earned his MBA from IIM Ahmedabad and a B-Tech from IIT Delhi. He was awarded Institute Gold medal at IIM and Institute Silver Medal at IIT for his academic achievements.

Mr. Singh is currently Teleperformance's President of Transformation. He heads the company's internal and external transformation from a leading omnichannel customer experience company to a global leader in Digital Integrated Business Services.

Before assuming his current role, Mr. Singh was the Chief Executive Officer of Intelenet Global Services, acquired by Teleperformance in 2018. He had become part of Intelenet in 2007 upon the acquisition of Travelport India Service Operations, where also he served as Chief Executive Officer. Prior to that, he has worked at prominent consulting firms including McKinsey and Booz Allen Hamilton, Inc. Throughout his 24-year career, he has led critical assignments focused on business turn-around and transformation, growth strategies, and mergers and acquisitions.

> Current directorships

Teleperformance Group

- director of several Group subsidiaries (India, Jordan, Mauritius, United Arab Emirates)

Other

None

> Directorships expired within the last five years

Teleperformance Group

- Director of several Group subsidiaries (India)

Other

None

6

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 31st, 2022

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 statutory financial statements for the year ended December 31st, 2022, approves the statutory financial statements as presented to them, which show a profit of €258,219,643.57 as well as the transactions recorded in said financial statements or summarized in said reports.

THIRD RESOLUTION

Appropriation of 2022 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 31st, 2022, of an amount of €258,219,643.57, as follows:

Origin

Profit for the year:	€258,219,643.57
Plus Retained Earnings, i.e.:	€81,813.60
Representing a distributable profit of:	€258,301,457.17

Allocation

Appropriation to the legal reserve for:	€95,810.50
Distributed to the shareholders by way of dividends for:	€227,615,241.70
Allocated to the "Retained Earnings" account for:	€30,590,404.97
The "Retained Earnings" account is thus increased to:	€30,590,404.97

The shareholders' meeting notes that the gross dividend per share is set at €3.85.

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 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, 13 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 April 21st, 2023 and this dividend will be paid on April 25th, 2023.

In the event of a difference in the number of dividend shares compared to the 59,120,842 shares comprising the share capital as of February 16th, 2023, 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.

SECOND RESOLUTION

Approval of the consolidated financial statements for the year ended December 31st, 2022

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 31st, 2022, approves said financial statements as presented to them, which show a profit (Group share) of €645 million, as well as the transactions recorded in said financial statements or summarized in said reports.

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	
2019	€140,925,600* i.e. €2.40 per share	-	-
2020	€140,953,440* i.e. €2.40 per share	-	-
2021	€193,834,000* i.e. €3.30 per share**	-	-

* Including the amount of 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.

FOURTH RESOLUTION

Special report of the statutory auditors on regulated agreements and commitments – Acknowledgement of the absence of new agreements

The shareholders' meeting, having met quorum and majority requirements for ordinary shareholders' meetings, having considered the special report of the statutory auditors on regulated agreements and commitments, hereby fully acknowledges the absence of new agreements of the nature of those referred to in Articles L.225-38 *et seq.* of the French Commercial Code.

FIFTH 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 directors and executive 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 of the French Commercial Code for all of the Company's directors and executive officers, as presented in Chapter 4, sections 4.2.1 and 4.2.2 of the report on corporate governance included in the Universal Registration Document for the year ended December 31st, 2022.

SIXTH RESOLUTION

Approval of the fixed, variable and exceptional elements comprising the total remuneration and the benefits of all kind paid in the 2022 financial year or granted in respect of the 2022 financial year to Mr. Daniel Julien, Chairman and 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.22-10-34 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 2022 financial year or granted in connection with the 2022 financial year, to Mr. Daniel Julien, Chairman and Chief Executive Officer, as presented in Chapter 4, sections 4.2.1 and 4.2.2.2. of the report on corporate governance included in the Universal Registration Document for the year ended December, 31st 2022.

SEVENTH RESOLUTION

Approval of the fixed, variable and exceptional elements comprising the total remuneration and the benefits of all kind paid in the 2022 financial year or granted in respect of the 2022 financial year to Mr. Olivier Rigaudy, 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.22-10-34 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 2022 financial year or granted in connection with the 2022 financial year, to Mr. Olivier Rigaudy, in respect of his term of office as Deputy Chief Executive Officer, as presented in Chapter 4, sections 4.2.1 and 4.2.2.3 of the report on corporate governance included in the Universal Registration Document for the year ended December 31st, 2022.

EIGHTH 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 Chapter 4, sections 4.2.1, 4.2.3.1 and 4.2.3.2 of the report on corporate governance included in the Universal Registration Document for the year ended December 31st, 2022.

NINTH RESOLUTION

Approval of the remuneration policy for the Chairman and 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 Chairman and Chief Executive Officer, as presented in Chapter 4, sections 4.2.1, 4.2.3.1 and 4.2.3.3 of the report on corporate governance included in the Universal Registration Document for the year ended December 31st, 2022.

TENTH 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 Chapter 4, sections 4.2.1, 4.2.3.1 et 4.2.3.4 of the report on corporate governance included in the Universal Registration Document for the year ended December 31st, 2022.

ELEVENTH RESOLUTION

Renewal of the term of office of Ms. Christobel Selecky as a director

The shareholders' meeting, having met the quorum and majority requirements for ordinary shareholders' meetings, decides to renew the term of office of Ms. Christobel Selecky as a director for a three-year term, which will expire at the conclusion of the shareholders' meeting to be held in 2026 to approve the financial statements for the previous financial year.

TWELFTH RESOLUTION

Renewal of the term of office of Ms. Angela Maria Sierra-Moreno as a director

The shareholders' meeting, having met the quorum and majority requirements for ordinary shareholders' meetings, decides to renew the term of office of Ms. Angela Maria Sierra-Moreno as a director for a three-year term, which will expire at the conclusion of the shareholders' meeting to be held in 2026 to approve the financial statements for the previous financial year.

THIRTEENTH RESOLUTION

Renewal of the term of office of Mr. Jean Guez as a director

The shareholders' meeting, having met the quorum and majority requirements for ordinary shareholders' meetings, decides to renew the term of office of Mr. Jean Guez as a director for a two-year term, in accordance with the provisions of Article 14 paragraph 5 of the Company's Articles of Association on staggered terms, which will expire at the conclusion of the shareholders' meeting to be held in 2025 to approve the financial statements for the previous financial year.

FOURTEENTH RESOLUTION

Appointment of Mr. Varun Bery, as a director, to replace Mr. Robert Paszczak

The shareholders' meeting, having met the quorum and majority requirements for ordinary shareholders' meetings, resolves to appoint Mr. Varun Bery as a director to replace Mr. Robert Paszczak, whose term of office is due to expire, for a three-year term, which will expire at the conclusion of the shareholders' meeting to be held in 2026 to approve the financial statements for the previous financial year.

FIFTEENTH RESOLUTION

Appointment of Mr. Bhupender Singh, as a director, to replace Mr. Stephen Winningham

The shareholders' meeting, having met the quorum and majority requirements for ordinary shareholders' meetings, resolves to appoint Mr. Bhupender Singh as a director to replace Mr. Stephen Winningham, whose term of office is due to expire, for a three-year term, which will expire at the conclusion of the shareholders' meeting to be held in 2026 to approve the financial statements for the previous financial year.

SIXTEENTH RESOLUTION

Appointment of PricewaterhouseCoopers Audit SAS, in replacement of KPMG Audit IS, as statutory auditor

Upon proposal of the Board of Directors, the shareholders' meeting, having met the quorum and majority requirements for ordinary shareholders' meetings, appoints PricewaterhouseCoopers Audit SAS, having its registered office is at 63, rue de Villiers, 92200 Neuilly-sur-Seine, France (672 006 483 RCS Nanterre), to replace KPMG Audit IS SAS, whose term of office expires at the conclusion of this meeting, as statutory auditor for a period of six financial years, *i.e.* until the end of the annual ordinary shareholders' meeting to be held in 2029 to approve the financial statements for the year ending December 31st, 2028.

They declared accepting their functions.

SEVENTEENTH RESOLUTION

Renewal of the term of office of Deloitte & Associés SA, as statutory auditor

Upon proposal of the Board of Directors, the shareholders' meeting, having met the quorum and majority requirements for ordinary shareholders' meetings, decides to renew Deloitte & Associés SA, whose term of office expires at the conclusion of this meeting, as statutory auditor for a period of six financial years, *i.e.* until the end of the annual ordinary shareholders' meeting to be held in 2029 to approve the financial statements for the year ending December 31st, 2028.

They declared accepting their functions.

EIGHTEENTH 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.225-10-62 *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 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 April 14th, 2022 in its 18th ordinary resolution.

Company shares may be repurchased for the purposes of:

- stimulating the secondary market or ensure 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 a payment in connection with potential external growth 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 block 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 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 €400 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 €2,364,833,600.

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.

As an extraordinary shareholders' meeting

NINETEENTH 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 present shareholders' meeting, the duration of the present authorization, and notes that this authorization supersedes, as from the date hereof, the unused portion, if any, of any previous authorization having the same purpose;
- 3) grants full powers to the Board of Directors, with the ability to further delegate, 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.

TWENTIETH 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, 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 authorization supersedes, as from the date hereof, the unused portion, if any, of any previous authorization having the same purpose;
- 5) grants full powers to the Board of Directors, with the ability to further delegate, 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-FIRST RESOLUTION

Delegation 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' general meeting, having met the quorum and majority requirements for extraordinary shareholders' meetings, having considered the reports of the Board of Directors and 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) sets the period of validity of this delegation at twenty-six months, starting from the date of this meeting;

- 3) 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.* 4.87% of the share capital as of December 31st, 2022), excluding the nominal amount of the capital increase required 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 capital.

The maximum nominal amount of the capital increases that may be carried out immediately and/or in the future under this delegation shall be deducted from the overall nominal sub-cap for capital increases provided for in the 20th resolution of the shareholders meeting of April 14th, 2022, which shall be deducted from the overall nominal cap for capital increases provided for in the 19th resolution of the shareholders meeting of April 14th, 2022, 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 period of validity of this delegation;

- 4) 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;
- 5) 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.

TWENTY-SECOND 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.



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

submitted to the combined shareholder's meeting
to be held on April 13, 2023

Madam, Sir, dear shareholders,

We have convened you to a combined shareholders' meeting to be held on April 13th, 2023 to submit for your approval the following proposed resolutions.

I. Approval of the financial statements for the year ended December 31st, 2022

(1st and 2nd ordinary resolutions)

The first items on the agenda relate to the approval of the statutory (1st resolution) and consolidated (2nd resolution) financial statements for the year ended December 31st, 2022.

The statutory financial statements of Teleperformance SE show a net profit of €258,219,643.57. The consolidated financial statements show a profit (Group share) of € 645 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 and that the related tax charge incurred amounted to €8,741.

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

Origin	
Profit for the year:	€258,219,643.57
Plus Retained Earnings, i.e.:	€81,813.60
Representing a distributable profit of:	€258,301,457.17
Allocation	
Appropriation to the legal reserve:	€95,810.50
Distributed in its entirety to the shareholders by way of dividends:	€227,615,241.70
Allocated to the "Retained Earnings" account for:	€30,590,404.97
The "Retained Earnings" account is then brought to:	€30,590,404.97

The ex-dividend date for the dividend would be April 21st, 2023 and the payment date would be starting April 25th, 2023.

In the event of a difference in the number of shares carrying a right to dividend compared to the 59,120,842 shares comprising the share capital as of February 16th, 2023, 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 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% (Article 200 A of the French General Tax Code), or to, upon express, irrevocable and global option of the taxpayer, an income tax on a progressive scale after, in particular, a 40% tax credit (Articles 200 A, 13 and 158 of the French General Tax Code). The dividend is also subject to social security contributions at a rate of 17.2%.

The statutory auditors' reports on the statutory and consolidated financial statements are included in sections 6.8 and 5.7 respectively of the 2022 Universal Registration Document.

II. Appropriation of the 2022 results and determination of the dividend

(3rd ordinary resolution)

The Board of Directors, at its meeting held on February 16th, 2023, determined the appropriation of 2022 results and decided to propose to the shareholders' meeting, to set and approve a gross dividend for 2022 at €3.85 per share, increased as compared to last year's dividend. If approved by the shareholders' meeting, this dividend would represent an overall distribution of €227,615,241.70 based on the 59,120,842 shares comprising the share capital as of February 16th, 2023.

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		Income not eligible to tax deduction
	Dividends	Other income distributed	
2019	€140,925,600.00*, or €2.40 per share	-	-
2020	€140,953,440.00*, or €2.40 per share	-	-
2021	€193,834,080.00*, or €3.30 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. Approval of regulated related-party agreements

(4th ordinary resolution)

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, entered into prior to financial year 2022 and still in force during said year. These agreements have been reviewed, on an annual basis, by the Board of Directors at its meeting held on February 16th, 2023.

There were no new agreements entered into in 2022. Therefore, under the terms of the **4th resolution**, you are requested to take note of the absence of new agreement. The special report of the statutory auditors on regulated related-party agreements and commitments is included in the 2022 Universal Registration Document (section 4.3.7).

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

(5th to 10th ordinary resolutions)

Chapter 4 of the 2022 Universal Registration Document constitutes the Corporate Governance Report for 2022 (the “2022 CGR”). Section 4.2 of the 2022 CGR comprises a precise description of the principles and implementation of the remuneration policy applicable to the corporate officers (*mandataires sociaux*). The present section IV reproduces, for the needs of resolutions 5 to 10, excerpts of said section 4.2. It is then referred to the 2022 CGR for an overall reading of this section dedicated to remuneration of directors and executive officers.

Pursuant to legal and regulatory provisions, in particular Articles L.22-10-8, L.22-10-9 and L.22-10-34 of the French Commercial Code, your shareholder's meeting is called to vote on:

- the information referred to in paragraph I of Article L.22-10-9 of the French Commercial Code in relation to each of its directors and executive officers in office during financial year 2022 as well as on remuneration paid during or granted in respect of 2022 in accordance with the remuneration policy approved by the shareholders' meeting held on April 14th, 2022 to the Chairman and Chief Executive Officer and to the Deputy Chief Executive Officer of Teleperformance SE (see section 4.2.2 of the 2022 CGR); and
- the remuneration policy for directors and executive officers of Teleperformance SE, within the meaning of Articles L.22-10-8 and R.22-10-14 of the French Commercial Code, in respect of financial year 2023 (see section 4.2.3 of the 2022 CGR).

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 senior executives and those specific principles applicable to certain functions, which form part of the remuneration policy for directors and executive officers of Teleperformance SE (see sections 4.2.1 and 4.2.2 of the 2022 CGR).

It is reminded that the shareholders' meeting held on April 14th, 2022 approved all resolutions related to 2021 remuneration elements (5th to 7th resolutions) as well as the remuneration policy for 2022 (8th to 10th resolutions)⁽¹⁾.

A. Approval of the information on the implementation of the remuneration policy in connection with financial year 2022 and 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 2022 – *Ex-post* votes

(5th to 7th ordinary resolutions)

In accordance with the legal and regulatory provisions, three 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 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 31st, 2022 (directors, Chairman and Chief Executive Officer and Deputy Chief Executive Officer) (**5th resolution**);
- two “individual *ex-post*” votes relating to the remuneration elements paid during or granted in connection with financial year 2022 in accordance with the principles and criteria approved by the shareholders' meeting held on April 14th, 2022 to the Chairman and Chief Executive Officer (**6th resolution**) and to the Deputy Chief Executive Officer (**7th 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 2022, were subject to favorable votes of the shareholders' meeting held on April 14th, 2022:

- the remuneration policy applicable to the directors (8th resolution) was approved at 99.89%;
- the remuneration policy applicable to the Chairman and Chief Executive Officer (9th resolution) was approved at 90.74%;
- the remuneration policy applicable to the Deputy Chief Executive Officer (10th resolution) was approved at 91.77%.

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

Pursuant to the terms of the **5th 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 the corporate officers.

This information is presented in section 4.2.2 of the 2022 CGR (to be read in conjunction with the principles and rules for determination described in section 4.2.1 of the 2022 CGR). It describes, in a clear and understandable manner, the remuneration elements paid during or granted in connection with the 2022 financial year, for each corporate officer, namely the directors (section 4.2.2.1 of the 2022 CGR), the Chairman and Chief Executive Officer (sections 4.2.2.2, 4.2.2.4 and 4.2.2.5 of the 2022 CGR) and the Deputy Chief Executive Officer (sections 4.2.2.3, 4.2.2.4 and 4.2.2.5 of the 2022 CGR).

The entirety of sections 4.2.1 and 4.2.2 of the 2022 CGR accounts for the implementation in 2022 of the remuneration policy applicable to directors and executive officers of the Company.

(1) 2021 Remuneration policy approved by the shareholders' meeting of April 14th, 2022 (https://www.teleperformance.com/media/tnibht2p/ag-14042022_politique-de-remuneration_eng.pdf) and voting results (<https://www.teleperformance.com/media/4ekpjgdg/tp-se-agm-14-avril-2022-resultats-va-vdef.pdf>).

2. Ex-post vote on the remuneration elements paid or granted in respect of financial year 2022 to Mr. Daniel Julien, Chairman and Chief Executive Officer

Pursuant to the terms of the **6th 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 31st, 2022 to Mr. Daniel Julien, Chairman and Chief Executive Officer. They are thoroughly described in section 4.2.2.2 of the 2022 CGR to which it is referred to and summarized in the table below.

In this context, it is reminded that the shareholders' meeting held on April 14th, 2022:

- approved the total remuneration and benefits of all kind paid during or granted in connection with the 2021 financial year to Mr. Daniel Julien, including the variable remuneration due and paid in April 2022 after said shareholders' meeting (6th resolution approved at 85.56%);
- voted in favor of the remuneration policy for Mr. Daniel Julien, pursuant to which the remuneration elements in connection with the 2022 financial year were implemented and set (9th resolution approved at 90.74%).

► Remuneration elements paid during or granted in respect of 2022 to Mr. Daniel Julien, Chairman and Chief Executive Officer

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. €2,492,877	US\$2,625,000, i.e. €2,492,877	The gross annual fixed remuneration granted to Mr. 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 (2021) and Y-1 (2022)	US\$2,625,000, i.e. €2,492,877 (amount granted in respect of 2021 and paid in April 2022 (6 th resolution – shareholders' meeting of April 14 th , 2022))	US\$2,625,000, i.e. €2,492,877 (amount granted in respect of 2022 and to be paid in 2023 subject to and following approval by the shareholders' meeting of April 13 th , 2023 – 6 th resolution)	At its meeting held on February 16 th , 2023, 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, set the amount of the 2022 annual variable remuneration granted to Mr. Julien as follows: <ul style="list-style-type: none"> • with regard to the financial criteria, all 80 points assigned to these criteria were granted; • with regard to the extra financial criteria, all 20 points assigned to these criteria were granted. The amount of the 2022 variable remuneration has, accordingly, been set at US\$2,625,000 i.e., €2,492,877. 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. The performance criteria and the expected and recorded achievement levels are described in section 4.2.2.2 paragraph <i>Annual variable remuneration</i> of the 2022 CGR. This annual variable remuneration is coupled with a clawback mechanism.
Multi-year variable remuneration in cash	n/a	n/a	The Chairman and Chief Executive Officer is not entitled to receive any multi-year variable remuneration in cash.
Exceptional remuneration	n/a	n/a	The Chairman and Chief Executive Officer is not entitled to receive any exceptional remuneration.
Stock options (SO), performance shares (PS) and other long-term benefits	n/a	SO = none PS = 50,000 shares (accounting valuation: €14,664,250)	The Chairman and Chief Executive Officer is not entitled to receive any stock options. The Board of Directors of Teleperformance SE at its meeting held on July 27 th , 2022, in accordance with the authorization approved by the shareholders' meeting of April 14 th , 2022 (24 th resolution) and with the remuneration policy set out in sections 4.2.1 and 4.2.2.2 of the 2022 CGR, decided to grant 50,000 performance shares to the Chairman and Chief Executive Officer under presence and performance conditions. The performance conditions, measured over three years, include two internal financial criteria weighting 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 15% and one environmental criterion (reduction of scopes 1 and 2 of carbon footprint) for 15%. The number of shares granted are compliant with the number approved by the shareholders' meeting of April 14 th , 2022 (9 th resolution) and represented 0.085% of the share capital (as of the grant date) and 8.44% of the total grant.
Remuneration granted for directorships	€0	€0	No remuneration is paid to the Chairman and Chief Executive Officer in respect of his directorship within Teleperformance SE or one of its subsidiaries, in accordance with the remuneration policy and principles set out in sections 4.2.1.2 and 4.2.2.2 of the 2022 CGR.

Remuneration elements	Amounts paid during the financial year ended*	Amounts granted in respect of the financial year ended or accounting valuation*	Comments
Benefits in kind	US\$70,797, i.e. €67,234	US\$70,797, i.e. €67,234	The benefits in kind granted to Mr. Daniel Julien comprise a company car, healthcare insurance plan and the matching contribution for 2022 paid under the non-qualified deferred compensation plan described in section 4.2.2.2 paragraph <i>Benefits in kind</i> of the 2022 CGR.
Take-up or termination payments	n/a	n/a	The Chairman and Chief Executive Officer is not granted any payment upon the taking up or termination of his duties.
Additional pension	n/a	n/a	The Chairman and Chief Executive Officer does not benefit from any supplementary or additional pension scheme.
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. This agreement was amended upon authorization of the Board of Directors at its meeting held on November 30 th , 2017 in order to limit the duration of the obligations incumbent on Mr. Julien to two years and, as such, cap compensation to two years' remuneration (fixed and variable). Amendment No. 3 entered into on December 1 st , 2017 was approved by the ordinary shareholders' meeting held on April 20 th , 2018 (4 th resolution) and is described in section 4.2.2.2, paragraph <i>Remuneration principles and structure</i> of the 2022 CGR.

* Remuneration denominated in a foreign currency is converted into euros at the average exchange rate for the year (for 2022: €1 = US\$1.053 and for 2021: €1=US\$1.183). It is paid or granted 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. *Ex-post* vote on the remuneration elements paid during or granted in connection with financial year 2022 to Mr. Olivier Rigaudy, in respect of his office as Deputy Chief Executive Officer

Pursuant to 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 31st, 2022 to Mr. Olivier Rigaudy, Deputy Chief Executive Officer. They are thoroughly described in section 4.2.2.3 of the 2022 CGR to which it is referred to and summarized in the table below.

In this regard, it is reminded that the shareholders' meeting held on April 14th, 2022:

- approved the total remuneration and benefits of all kind paid during or granted to Mr. Olivier Rigaudy in respect of the 2021 financial year, in respect of his office as Deputy Chief Executive Officer, including the annual variable remuneration paid to him in April 2022 after said shareholders' meeting (7th resolution approved at 88.02%); 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 for the 2022 financial year was established (10th resolution approved at 91.77%).

► Remuneration elements paid during or granted in respect of the 2022 financial year to Mr. Olivier Rigaudy in respect of his office as Deputy Chief Executive Officer

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: €80,000	Office: €80,000	Mr. Olivier Rigaudy's gross annual fixed remuneration was set by the Board of Directors at €80,000 (unchanged since 2018).
	Employment contract: €520,000	Employment contract: €520,000	Under his employment contract as Group Chief Financial Officer, Mr. Olivier Rigaudy receives a gross fixed annual remuneration of €520,000 (unchanged since 2017).
Annual variable remuneration Y-2 (2021) and Y-1 (2022)	Office: €380,000 (amount granted in respect of 2021 and paid in April 2022 (7 th resolution – shareholders' meeting of April 14 th , 2022))	Office: €380,000 (amount granted in respect of 2022 and to be paid in 2023 subject to and following approval by the shareholders' meeting of April 13 th , 2023 – 7 th resolution)	At its meeting held on February 16 th , 2023, 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, set the amount of the annual variable remuneration granted to Mr. Olivier Rigaudy, as Deputy Chief Executive Officer, for the 2022 financial year, as follows: <ul style="list-style-type: none"> • with regard to the financial criteria, all 80 points assigned to these criteria were granted; • with regard to the extra financial criteria, all 20 points assigned to these criteria were granted. The amount of the annual variable remuneration has, accordingly, been set at €380,000. The performance criteria and the expected and recorded achievement levels are described in section 4.2.2.2 paragraph <i>Annual variable remuneration</i> of the 2022 CGR. This annual variable remuneration is coupled with a clawback mechanism.

Remuneration elements	Amounts paid during the financial year ended	Amounts granted in respect of the financial year ended or accounting valuation	Comments
	Employment contract: €220,000	Employment contract: €220,000	Under his employment contract as Group Chief Financial Officer, Mr. Olivier Rigaudy receives maximum gross annual variable remuneration of €220,000, subject to the performance criteria are described in section 4.2.2.3 paragraph <i>Annual variable remuneration</i> of the 2022 CGR. This amount was paid to him in 2022 in respect of the performance of his salaried duties in 2021. This same amount was paid to him at the end of February 2023 in respect of the performance of his salaried duties in 2022.
Multi-year variable remuneration in cash	n/a	n/a	The Deputy Chief Executive Officer receives no multi-year variable remuneration in cash.
Exceptional remuneration	n/a	n/a	The Deputy Chief Executive Officer receives no exceptional remuneration.
Stock options (SO), performance shares (PS) and other long-term benefits	n/a	SO = none PS = 22,000 shares (accounting valuation: €6,452,270)	The Deputy Chief Executive Officer receives no stock options. The Board of Directors of Teleperformance SE at its meeting held on July 27 th , 2022, in accordance with the authorization approved by the shareholders' meeting of April 14 th , 2022 (24 th resolution) and with the remuneration policy set out in sections 4.2.1 and 4.2.2.3 of the 2022 CGR, decided to grant 22,000 performance shares to the Deputy Chief Executive Officer under presence and performance conditions. The performance conditions, measured over three years, include two internal financial criteria weighting 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 15% and one environmental criterion (reduction of scopes 1 and 2 of carbon footprint) for 15%. This number of shares granted are compliant with the number approved by the shareholders' meeting of April 14 th , 2022 (10 th resolution) and represented 0.037% of the share capital (as of the grant date) and 3.72% of the total grant.
Remuneration granted for directorships	€0	€0	No remuneration is paid to the Deputy Chief Executive Officer as consideration for his directorship in the Teleperformance Group subsidiaries (in accordance with the remuneration policy and principles set out in sections 4.2.1.2 and 4.2.2.3 of the 2022 CGR).
Benefits in kind	Office: €0	Office: €0	Mr. Rigaudy received no benefits in kind in respect of his office.
	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 scheme	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 th , 2017, entered into on February 1 st , 2018 and approved by the shareholders' meeting held on April 20 th , 2018 (5 th resolution) and detailed in section 4.2.2.2 paragraph <i>Remuneration principles and structure</i> of the 2022 CGR.

B. Remuneration policy of corporate officers for 2023 – *Ex-ante* votes

(8th to 10th 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.

The shareholders' meeting of April 13th, 2023 is accordingly requested to approve:

- 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 31st, 2023, as set out in sections 4.2.1, 4.2.3.1 and 4.2.3.2 of 2022 CGR referred to by Article L.225-37 of the French Commercial Code as set by the Board of Directors at its meeting of February 16th, 2023 (8th resolution);
- the principles and elements comprising the remuneration policy applicable to the Company's Chairman and Chief Executive Officer within the meaning of Article R.22-10-14 of the French Commercial Code in respect of the financial year ending December 31st, 2023, as set out in sections 4.2.1, 4.2.3.1 and 4.2.3.3 of the 2022 CGR referred to by Article L.225-37 of the French Commercial Code as set by the Board of Directors at its meeting of February 16th, 2023 (9th resolution);
- the principles and elements comprising the remuneration policy applicable to the Company's Deputy Chief Executive Officer within the meaning of Article R.22-10-14 of the French Commercial Code in respect of the financial year ending December 31st, 2023, as set out in sections 4.2.1, 4.2.3.1 and 4.2.3.4 of the 2022 CGR referred to by Article L.225-37 of the French Commercial Code as set by the Board of Directors at its meeting of February 16th, 2023 (10th 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 2022 CGR, form part of the remuneration policy applicable for 2023. It is specified and supplemented, for 2023, by the items described in section 4.2.3 of the 2022 CGR. The remuneration policy for 2023 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 setting up its recommendations on 2023 remuneration for directors and executive officers of the Company, the Remuneration and Appointments Committee has taken into account in particular the results of the votes expressed by shareholders and the Group's development, environment and business operations. Upon proposal of the Remuneration and Appointments Committee, the Board, at its meeting held on February 16th, 2023, which the Deputy Chief Executive Officer and Chairman and Chief Executive Officer did not attend (the latter not taking part also in the vote), reviewed and established the directors and executive officers remuneration policy for 2023. This policy incorporates common principles applied to all directors and executive officers, as well as specific provisions for directors (section 4.2.3.2. of the 2022 CGR), the Chairman and Chief Executive Officer (section 4.2.3.3 of the 2022 CGR) and the Deputy Chief Executive Officer (section 4.2.3.4 of the 2022 CGR).

Decisions of the Board of Directors for 2023

In drawing up its recommendations for 2023, the Remuneration and Appointments Committee also considered (i) the approval expressed by the shareholders' meeting over the past years, (ii) the expectations expressed by the shareholders on the remuneration policy applicable to the Chairman and Chief Executive Officer and the Deputy Chief Executive Officer for 2022 and (iii) the fact that the remuneration policies thus voted led to the desired behaviour and performance.

For 2023, the Board of Directors therefore decided, upon recommendations of the Remuneration and Appointments Committee, to:

- maintain unchanged the principles for establishing and distributing the remuneration due or granted to directors as set after the shareholders' meeting of April 14th, 2022;
- retain unchanged the global maximum amount of fixed and variable remuneration granted to (i) the Chairman and Chief Executive Officer, for the 11th consecutive year (amount unchanged since 2013) and (ii) the Deputy Chief Executive Officer (amount and structure unchanged since 2018);
- maintain unchanged the breakdown between the fixed and variable parts approved in 2018 for the Chairman and Chief Executive Officer and the Deputy Chief Executive Officer (both parts representing 50% of total remuneration each);
- maintain in the annual variable remuneration extra financial criteria related to CSR aspects identified as being a priority with regards to the materiality matrix and the Group challenges;
- maintain, without suspending, the employment contract of Mr. Olivier Rigaudy as Group Chief Financial Officer;
- maintain the possibility to use its discretionary power concerning the implementation of the executive officers' remuneration policy. The Covid-19 pandemic has convinced the Board that a health-related crisis, a natural disaster or similar event were likely to justify certain adjustments to certain elements of remuneration of executive officers. In the event of specific occurrences, the Board of Directors may adjust, 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. This approach will ensure that the results of the application of the criteria reflect both the performance of the executives concerned and that of the Group. Should the Board decide, upon recommendation of its Remuneration and Appointments Committee and due to exceptional circumstances, to use this discretionary power, it would continue to comply with the principles set out in the remuneration policy, in particular the caps on annual variable remuneration, and provide a clear, precise and complete explanation of its choice. Any adjustment to the remuneration policy would be made public and submitted to a binding vote of the shareholders at the next shareholders' meeting;
- maintain the grant principles decided in 2019 for long-term share-based remuneration and described in section 4.2.1 of the 2022 CGR. The Board and the Remuneration and Appointments Committee have discussed the appropriateness of introducing a percentage limit of the annual remuneration. However, they remain convinced that a limit expressed in a maximum number of shares to be granted contributes to a better alignment of executive officers' remuneration with shareholders' interests. Indeed, such a cap, known in advance, limits the potential dilution resulting from the grant and eliminates windfall effects. It is also consistent with the stability of the executive officers concerned as Company's shareholders;
- maintain at 50,000 the maximum number of performance shares that could be granted as decided in 2022;
- maintain an environmental criterion and a criterion related to cash flow management in the long-term share-based variable remuneration;
- strengthen the CSR criteria, particularly in social matters, in the annual variable part with the introduction of i) a measure of the trust index and 2) a criterion relating to the attrition rate, as well as in the long-term remuneration with the introduction of a performance measure on internal promotions. In line with its materiality matrix, Teleperformance places its employees at the heart of its model and wished to combine satisfaction and trust measures piloted annually with a measure reflecting its promotion and retention actions over the long term.

All these elements for 2023 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 related to the Group's environment, objectives and priorities in social matters (see section 4.2.1. of the 2022 CGR).

1. Remuneration policy applicable for 2023 to Directors

Pursuant to the terms of the **8th resolution**, it is proposed that you approve the remuneration policy applicable to Directors for 2023, thoroughly described in sections 4.2.1, 4.2.3.1 and 4.2.3.2 of the 2022 CGR.

For 2023, the Board of Directors, upon recommendation of the Remuneration and Appointments Committee, decided not to change the principles for determining the remuneration granted to directors. These principles (described in sections 4.2.1 and 4.2.1.2 of the 2022 CGR) are as follows:

- fixed remuneration and variable remuneration paid subject to presence criteria;
- a higher variable part;
- specific additional remuneration for membership of a Committee;
- specific additional remuneration for the Lead Independent director;
- 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 its Remuneration and Appointments Committee, set the allocation rules for the global amount of €1,200,000 for 2023 as follows (gross amounts):

- each director received a remuneration comprising an annual fixed part of €27,500 and a variable amount of €6,600 per meeting subject to attendance;
- members of the Audit, Risk and Compliance Committee received an annual fixed part 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 received an annual fixed part of €8,250, doubled for the Committee Chair, and a variable amount of €3,900 per meeting subject to attendance;
- the Lead Independent director received an annual fixed remuneration of €55,000;
- an additional remuneration of €1,500 for attending a Board or Committee meeting for directors traveling from a country within Europe (excluding France) and of €3,500 for attending a Board or Committee meeting for directors traveling from a country outside Europe.

2. Remuneration policy applicable for 2023 to the Chairman and Chief Executive Officer

Under the terms of the **9th resolution**, it is proposed that you approve the remuneration policy applicable for 2023 to the Chairman and Chief Executive Officer, thoroughly described in sections 4.2.1, 4.2.3.1 and 4.2.3.3 of the 2022 CGR. This policy for 2023 was set by decision of the Board of Directors at its meeting held on February 16th, 2023 upon recommendations of the Remuneration and Appointments Committee. The Board decided to maintain the remuneration elements as approved by the shareholders' meeting of April 14th, 2022, in line with the principles detailed in section 4.2.1 of the 2022 CGR.

For reference purposes, the evolution of the remuneration elements for the Chairman and Chief Executive Officer since 2017 is presented in section 4.2.2.2 of the 2022 CGR.

► Remuneration elements of the Chairman and Chief Executive Officer for 2023

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	<p>The maximum amount of the 2023 annual variable remuneration has been set at US\$2,625,000 (unchanged since 2018).</p> <p>The objectives for the annual variable part consist of (i) financial performance criteria for 80% of the maximum amount (achievement of levels of revenues for 40% and EBITA for 40%) and (ii) extra financial criteria for 20% corresponding to identified CSR priorities.</p> <p>The Board of Directors, upon recommendations of the Remuneration and Appointments Committee and after opinion of the CSR Committee, wishes to maintain the employee engagement criterion by dividing into two sub-criteria (for a total 15%) and introduce a criterion on attrition rate (for 5%).</p> <p>The expected levels of achievement are published prospectively and are described in section 4.2.3.3 paragraph <i>Annual variable remuneration</i> of the 2022 CGR.</p> <p>This annual variable remuneration is coupled with a clawback mechanism.</p>
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	<p>There is no grant of stock options.</p> <p>The Board, upon recommendation of the Remuneration and Appointments Committee, has decided to maintain, for 2023, the maximum number of performance shares to be granted, by the Company, to the Chairman and Chief Executive Officer to 50,000 shares (same level as the number; decreased, granted since July 2021).</p> <p>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 Chairman and 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.</p> <p>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.</p> <p>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 compared to the CAC 40 index over each year of the period, an environmental criterion, introduced in 2022, based on the achievement of a reduction of carbon footprint rate and, as of 2023, a criterion based on the rate of internal promotions). The expected levels of achievement, are published prospectively and are described in section 4.2.3.3 paragraph <i>Long-term share-based remuneration</i> of the 2022 CGR.</p>
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 2023 (use of a company car, healthcare insurance plan and the matching contribution paid, in the case of deferred remuneration payment, under the non-qualified deferred compensation plan) described in section 4.2.3.3 paragraph <i>Benefits in kind</i> of the 2022 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, paragraph <i>Remuneration principles and structure</i> of the 2022 CGR.

3. Remuneration policy applicable for 2023 to the Deputy Chief Executive Officer

Pursuant to the terms of the **10th resolution**, it is proposed that you approve the remuneration policy applicable for 2023 to the Deputy Chief Executive Officer, thoroughly described in sections 4.2.1, 4.2.3.1 and 4.2.3.4 of the 2022 CGR. This policy for 2023 was set by decision of the Board of Directors on February 16th, 2023 upon recommendations of the Remuneration and Appointments Committee.

The Board decided to maintain the remuneration elements as approved by the shareholders' meeting held on April 14th, 2022, in line with the principles detailed in section 4.2.1 of the 2022 CGR.

A description of the remuneration granted to Mr. Olivier Rigaudy as Deputy Chief Executive Officer in respect of 2023 is summarized below. For the sake of transparency and 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 for 2023

Remuneration elements	Maximum amounts or number	Comments
Fixed remuneration	Office: €80,000	The gross annual fixed remuneration is unchanged and was set at €80,000 (unchanged since 2018).
	Employment contract: €520,000	Under his employment contract as Group Chief Financial Officer, Mr. Olivier Rigaudy will receive in 2023 a gross annual fixed remuneration of €520,000 (unchanged since 2018).
Annual variable remuneration	Office: €380,000	The maximum amount of the 2023 annual variable remuneration has been set at €380,000 (unchanged since 2018). The objectives for the annual variable part consist of (i) financial performance criteria for 80% of the maximum amount (achievement of levels of revenues for 40% and EBITA for 40%) and (ii) extra financial criteria for 20% corresponding to identified CSR priorities. The Board of Directors, upon recommendations of the Remuneration and Appointments Committee and after opinion of the CSR Committee, wishes to maintain the employee engagement criterion by dividing it into two sub-criteria (for a total 15%) and introduce a criterion on attrition rate (for 5%). The expected levels of achievement are published prospectively and are described in section 4.2.3.3 paragraph <i>Annual variable remuneration</i> of the 2022 CGR. This annual variable remuneration is coupled with a clawback mechanism
	Employment contract: €220,000	In addition, he is eligible, under his employment contract as Group Chief Financial Officer, to a maximum gross annual variable remuneration of €220,000 (unchanged since 2018), subject to the performance criteria presented in section 4.2.3.4 paragraph <i>Annual variable remuneration</i> of the 2022 CGR.
	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	There is no grant of stock options.
	PS: max. 22,000 shares	The Board, upon recommendation of the Remuneration and Appointments Committee, has decided to maintain, for 2023, the maximum number of performance shares to be granted, to the Deputy Chief Executive Officer to 22,000 shares. This cap, which is identical to those decided upon since 2019, provides for maximum variable and long-term remuneration (if 100% of the objectives are achieved) representing more than 90% of the total remuneration granted to Mr. Rigaudy, as part of the effort to align the interests of executives with those of the shareholders. 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 compared to the CAC 40 index over each year of the period, an environmental criterion, introduced in 2022, based on the achievement of a reduction of carbon footprint rate and, as of 2023, a criterion based on the rate of internal promotions). The expected levels of achievement are published prospectively and are described in section 4.2.3.3 paragraph <i>Long-term share-based remuneration</i> of the 2022 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	Office: n/a	No benefit in kind as Deputy CEO.
	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 paragraph <i>Remuneration principles and structure</i> of the 2022 CGR.

V. Composition of the Board of Directors

(11th to 15th ordinary resolutions)

Your Board of Directors reminds you that the terms of office of Ms. Christobel SELECKY, Ms. Angela Maria Sierra-Moreno, Mr. Jean Guez, Mr. Robert Paszczak and Mr. Stephen Winningham expire at the end of the shareholders' meeting of April 13th, 2023.

In order to continue the evolution of the composition of the Board of Directors and the application of the diversity policy within it, Mr. Robert Paszczak and Mr. Stephen Winningham informed the Board of their decision not to seek renewal as directors, which was accepted by the Board. The Board thanked them for their valuable collaboration and the quality of their participation in its work and that of the committees.

Over the last few years, the Board has striven to work on the succession plan and the renewal of its composition. As part of these considerations, and upon recommendations of its Remuneration and Appointments Committee, the Board aims at strengthening its strong internationalization while maintaining a high diversity of profiles and expertise and gender parity. In addition to these concerns, the Board seeks to attract new personalities who will shore up the expertise and skills already represented and which, would reduce the Board's average age, while also maintaining a number of fourteen directors.

It is proposed that you renew the terms of office of Ms. Christobel Selecky, Ms. Angela Sierra-Moreno and Mr. Jean Guez and that you appoint two new directors: Mr. Varun Bery and Mr. Bhupender Singh.

If you approve his appointment, Mr Varun Bery will bring to the Board, in particular, his competence and expertise in financial matters and his very good knowledge of Asian markets in particular in the communication, media and technology sectors. The Board, on the recommendation of its Remuneration and Appointments Committee, has noted that his competence and professional experience in financial matters and in a highly international context are assets for the Board and its works.

Having regards to Mr Bhupender Singh, he is currently Chief Transformation Officer of the Teleperformance Group, and a member of its Executive Committee. His very strong knowledge of the Group, its establishment, its operations and transformation projects in particular the digital and cybersecurity aspects will bring an even more precise and direct vision of the major projects concerning your Group. The added value of his contribution to large-scale action plans was appreciated by the Board, which believes that his profile, in addition to contributing to the process of refreshing and rejuvenating the Board, provides a profitable perspective with regard to the Company's strategic challenges and its evolution in an environment undergoing constant transformation, particularly with regard to technological and digital aspects.

These appointments would usefully complement and strengthen the expertise and skills already represented within the Board.

It should be noted that under the terms of the articles of association (Article 14), the term of office of directors is three years. As an exception, and in order to allow the implementation and maintenance of the staggered terms of office of directors, the ordinary general meeting may appoint one or more directors for a term of two years.

Therefore, in order to maintain a balanced representation of men and women and diversity in terms of experience, expertise and nationalities within the Board and the staggering of terms of office, it is proposed that you:

- renew the terms of office of Ms. Christobel Selecky and Ms. Angela Maria Sierra-Moreno as directors for a period of three years (**11th and 12th resolutions**);
- renew the term of office of Mr. Jean Guez as a Director for a period of two years (**13th resolution**);
- appoint Mr. Varun Bery as a Director for a period of three years (**14th resolution**), replacing Mr. Robert Paszczak;
- appoint Mr. Bhupender Singh as a Director for a period of three years (**15th resolution**), replacing Mr. Stephen Winningham.

Situation regarding the rules on number of terms of office held

The Board took note that directors, whose renewals and 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 directors are detailed in the 2022 Universal Registration Document (available on the Company's website at www.teleperformance.com). In 2022, the global attendance rate for all directors was of 96%.

Over the last three years, the participation rate for Ms. Angela Maria Sierra-Moreno has been 100%. The same rate was of 97% for Ms. Christobel Selecky and Mr. Jean Guez (only one absence in the last three years).

Independence

It is reminded that the Board of Directors strictly applies the criteria defined by the AFEP-MEDEF code regarding the independence of its members. In this respect, it does not disregard the 12-year seniority rule.

Consequently, it noted that Mr. Varun Bery, whose appointment is proposed, meets all the conditions necessary to ensure his independence and that he has no business relationship with the Group. He has therefore been qualified as independent in accordance with the criteria of the AFEP-MEDEF code.

Mr. Bhupender Singh has not been qualified as independent as he is an employee of a Group subsidiary and a member of the Executive Committee.

With regard to the directors whose terms of office are proposed for renewal, the Board noted that only Mr. Jean Guez does not qualify as an independent director because of past directorships in companies that the Company consolidates and because of his seniority at the Board. Ms. Sierra-Moreno and Ms. Selecky present and continue to present all the guarantees of independence necessary for the performance of their duties and thus continue to be qualified as independent.

Expertise, experience, competence and knowledge of the Group

The Board noted that the recognized management skills of Mr. Varun Bery, of Chinese nationality and an Indian citizen, his successful experience and his very good knowledge of the Asian financial markets, which are key markets for the Group, are all assets for the Board and its works. This appointment will therefore be a useful addition to the expertise and skills already present on the Board. It further noted that as Chief of Transformation for the Group, Bhupender Singh would bring to the Board its very in-depth knowledge of the Group operations, main transformation projects including IT security.

The Board has also considered the extensive experience in key areas and expertise of the Directors whose terms of office are to be renewed, as well as their very good knowledge of the Board and the Teleperformance Group. Their effective individual contribution to the work of the Board and the committees of which they are members is particularly appreciated by the Board as a whole. These elements were also emphasized during the formal self-assessment of the Board conducted in January 2022.

Ms. Christobel Selecky, an American national, and Ms. Angela Maria Sierra-Moreno, a Colombian national, have been members of the Board of Directors since May 2014. Ms. Selecky, with more than 30 years of general management experience in the healthcare sector, and Ms. Sierra-Moreno, with more than 20 years of experience in human resources in Colombia and in client management, bring their expertise and international vision to the Board and to the Group. Their independence allows them to participate in the works of the Board with complete freedom of judgment. They are also members of the CSR Committee, created in January 2021, chaired by Ms. Sierra-Moreno.

Mr. Jean Guez has been a director of the Company since January 2010. Mr. Guez brings to the Board more than 30 years of experience in the field of public accounting and auditing. This experience and his good knowledge of the Group and its operations

are essential to the Board and its Audit, Risk and Compliance Committee, of which Mr. Guez is a member. The Board, which wishes to give preference to expertise over age or seniority, is convinced that the composition of its Audit, Risk and Compliance Committee is adequate in terms of skills but also in terms of independence. The Committee is composed of a majority of independent directors and is chaired by an independent director, which is in line with the recommendations of the AFEP-MEDEF code in this respect.

Information and details regarding candidates whose appointment and renewal are proposed, are provided in paragraph *Main activities exercised by directors in office and Proposed renewals and appointments of directors to the shareholders' meeting of April 13th, 2023* of section 4.1.2.1 of the 2022 CGR and in the brochure for the shareholders' meeting.

If you approve all of these proposed renewals and appointment:

- **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 **maintained at 70%**, it being specified that it will be 64% as from May 2023 (due to the criterion of 12 years of seniority, Mr. Alain Boulet will lose his status as independent in May 2023).

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, and will review in particular the composition of the Audit, Risk and Compliance Committee in order to maintain an independent chair due to the loss of independent status of Mr. Boulet in May 2023;

- **parity on the Board** will continue to comply with the relevant legal provisions in this matter, since the composition of the Board will be of 7 women and 7 men;
- **the Board's international composition** will be **62,5%** non-French or bi-national directors, with eight nationalities represented;
- the Board will also **maintain the high level of expertise and knowledge** of the Group, its businesses and its specific characteristics that are necessary for the Board to function properly.

VI. Statutory auditors

(16th and 17th ordinary resolutions)

The terms of office of the statutory auditors will expire at the end of the shareholders' meeting of April 13th, 2023 called to approve the financial statements for the year 2022.

The rules governing the rotation of statutory auditors resulting from the European audit reform, and in particular the provisions of Article 41 of Regulation (EU) No. 537/2014 of the European Parliament and of the European Union Council of April 16th, 2014 on specific requirements for the statutory audit of public interest entities, allow the renewal of the appointment of Deloitte & Associés SA for a new term of six financial years.

However, they do not allow the renewal of the term of office of KPMG Audit IS S.A. insofar as, at the date of entry into force of Regulation (EU) No. 537/2014, i.e., June 16th, 2014, KPMG Audit IS S.A. had been the Company's statutory auditor for more than 20 years. As a result, a new statutory auditor, selected through a call for tenders, must be proposed for appointment by your meeting on April 13th, 2023.

The Audit, Risk and Compliance Committee has conducted an independent selection process, which began at its meeting on November 4th, 2021. At the end of this process, at its meeting of May 18th, 2022, the Committee recommended to your Board of Directors the appointment of PricewaterhouseCoopers Audit S.A.S as statutory auditors in preference to another firm resulting from the selection process, noting that the appointment of PricewaterhouseCoopers Audit S.A.S should make it possible to maintain a high level of audit quality for the Company and the scope of consolidation.

The Audit, Risk and Compliance Committee has also recommended to your Board of Directors that it propose to the shareholders' meeting the renewal of Deloitte & Associés SA as statutory auditors for a further term of six years; this appointment should also enable the Company and the scope of consolidation to maintain a high level of audit quality and a smooth and necessary transition to that end. Your Board of Directors, with the exception of Ms. Carole Toniutti who abstained, has approved these proposals, which are submitted for your approval.

Thus, it is proposed in the **16th resolution** to appoint PricewaterhouseCoopers S.A.S as statutory auditors and, in the **17th resolution**, to renew the term of office of Deloitte & Associés SA as statutory auditors. The terms of office of the statutory auditors will be for six financial years in accordance with the provisions of Article L.823-3 of the French Commercial Code.

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

(18th ordinary resolution)

and if applicable, to cancel them

(19th extraordinary resolution)

Under the **18th 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, 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 of an exchange or a payment in connection with potential external growth transactions; 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 may not 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 October 12th, 2024.

It is proposed to set the maximum purchase price at €400 per share, and as a consequence, the maximum amount of the transactions at €2,364,833,600.

This new authorization shall cancel and supersede the authorization granted to the Board of Directors by the Combined shareholders' meeting held on April 14th, 2022 (18th resolution).

During 2022, Teleperformance SE shares were purchased in connection with the objective of stimulating the secondary market or ensuring the liquidity of the Teleperformance SE share through the

liquidity agreement. A total of 956,972 shares were repurchased at an average purchase price of €297.22, while sales totaled 921,535 shares at an average sale price of €296.66.

In addition, during 2022 and until January 31st, 2023, Teleperformance SE repurchased 653,023 treasury shares, *i.e.* 1.1% of the share capital, purchased at a gross average price of €214.6037 and for a total amount of €140,141,169 pursuant to the share repurchase program authorized by the combined shareholders' meeting held on April 14th, 2022 and implemented by the Board of Directors at its meeting held on the same date. These shares were allocated to the coverage of performance share plans and for the purposes of cancellation.

Teleperformance's objective is to continue in 2023 its dynamic of purchase, *i.e.*, the use, as main purpose, of this authorization in connection with the objective of stimulating the secondary market or the liquidity of the Teleperformance SE share.

Under the terms of the **19th resolution**, you are requested to renew the authorization granted to the Board of Directors, 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, by way of 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 22nd, 2021 (17th resolution). During the validity of this previous authorization, the Board of Directors did not use it.

VIII. Financial delegations of authority

(20th and 21st extraordinary resolutions)

The Board of Directors would like to be granted the delegations of power required to proceed with, should it deem this useful, to issues that might prove necessary with respect to developing the Company's operations.

The proposed delegations of authority granted by your shareholders' meeting held on April 14th, 2022 and those proposed to your approval would empower the Board of Directors with regard to financial management by enabling it 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.

Like all major multinational 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.

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

(20th extraordinary resolution)

The shareholders' meeting held on April 22nd, 2021 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 2023, the Board proposed, pursuant to the terms of the **20th 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

This is the reason why it is requested from shareholders to renew the delegation of authority to increase the share capital by capitalization of reserves, profits and/or premiums (20th resolution) and to approve the delegation to increase the share capital to compensate contribution in kind of securities (21st resolution).

These delegations 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.

The table describing the delegations of authority and authorizations adopted by the shareholders' meetings held on April 22nd, 2021 and April 14th, 2022 and those proposed to the combined shareholders' meeting to be held on April 13th, 2023 is appended to the present report.

combination of these two methods, within the limit of a nominal amount of €142 million. This amount may 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 the present shareholders' meeting.

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 22nd, 2021 (18th resolution).

B. 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

(21st extraordinary resolution)

Under the terms of the **21st 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 without preferential subscription rights, as consideration for contributions in kind of shares or securities giving access to the capital, when 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 authorized by the shareholders' meeting of

April 14th, 2022 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 20th resolution of the shareholders' meeting of April 14th, 2022, which will be deducted from the overall nominal cap for capital increases provided for in the 19th resolution of the shareholders' meeting of April 14th, 2022 (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, as the case may be, the nominal amount of the shares to be issued in order to preserve, in accordance with the legal and regulatory provisions and, as the case may be, with the contractual stipulations providing for other cases of adjustment, the rights of the holders of securities giving access to the capital or other rights giving access to the capital.

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

IX. Powers to carry out formalities

(22nd resolution)

The **22nd 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 of authority and authorizations approved by the shareholders' meetings held on April 22nd, 2021 and April 14th, 2022 and proposals of delegations and authorizations submitted to the combined shareholders' meeting to be held on April 13th, 2023

	Date of shareholders' meeting (resolution no.)	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*	April 14 th , 2022 (19 th)	50 million ⁽¹⁾	26 months (June 2024)
ISSUES WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS FOR SHAREHOLDERS			
Capital increase by issues of shares and/or securities giving access to the capital and/or to debt instruments 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 with an optional priority right of 3 trading days minimum*	April 14 th , 2022 (20 th)	14.5 million ⁽²⁾	26 months (June 2024)
Capital increase by issues of shares and/or securities giving access to the capital and/or to debt instruments by private placement (offer set forth by paragraph 1 of Article L.411-2 of the French Monetary and Financial Code)*	April 14 th , 2022 (21 st)	7.2 million ⁽³⁾	26 months (June 2024)
Share capital increase by issue of ordinary shares and/or securities giving access to the capital to compensate contributions in kind of equity securities or securities giving access to the capital*	April 13th, 2023 (21st)	7.2 million⁽⁴⁾	26 months (June 2025)
ISSUES TO EMPLOYEES AND, WHERE APPLICABLE, EXECUTIVE DIRECTORS			
Free grants of performance shares to employees and/or executive directors	April 14 th , 2022 (24 th)	3% of the capital ⁽⁵⁾	38 months (June 2025)
Capital increases reserved for members of a company or group savings scheme	April 14 th , 2022 (23 rd)	2 million	26 months (June 2024)
OTHER ISSUES			
Increase of the issues in case of oversubscription*	April 14 th , 2022 (22 nd)	15% of the initial issue and in the limits provided for under 19 th , 20 th and 21 st resolutions of the 2022 AGM	26 months (June 2024)
Capital increase by capitalization of premiums, reserves or profits	April 13th, 2023 (20th)	142 million	26 months (June 2025)
	April 22 nd , 2021 (18 th)	142 million	26 months (June 2023)
SHARE BUYBACK PROGRAM AND SHARES CANCELLATION			
Shares repurchases*	April 13th, 2023 (18th)	Max purchase price per share: €400 Limit: 10% of share capital	18 months (Oct. 2024)
	April 14 th , 2022 (18 th)	Max purchase price per share: €500 Limit: 10% of share capital	18 months (Oct. 2023)
Cancellation of shares	April 13th, 2023 (19th)	10% of the calculated capital on date of cancellation decision	26 months (June 2025)
	April 22 nd , 2021 (17 th)	10% of the calculated capital on date of cancellation decision	26 months (June 2023)

(1) This amount represents the maximum overall nominal cap for share capital increases that may be carried out under the 19th, 20th and 21st resolutions of the shareholders' meeting of April 14th, 2022. Maximum of €1,500 million for debt instruments (overall and common cap to the 19th, 20th and 21st resolutions of the same meeting).

(2) This amount represents the overall nominal sub-cap for share capital increases on which will be deducted any share capital increase carried out under the 21st resolution of the shareholders' meeting of April 14th, 2022. It is deductible from the overall nominal cap for share capital increase set by the 19th resolution of the same shareholders' meeting. Maximum of €1,500 million for debt instruments (to be deducted from the overall cap set by the 19th resolution of the same meeting).

(3) This amount is deductible from the overall nominal sub-cap for share capital increases set by the 20th resolution of the shareholders' meeting of April 14th, 2022 which is deducted from the overall nominal cap for share capital increases set by the 19th resolution of the same shareholders' meeting. Maximum of €1,500 million for debt instruments (to be deducted from the overall cap set by the 19th resolution of the same meeting).

(4) This amount is deductible from the overall nominal sub-cap for share capital increases set by the 20th resolution of the shareholders' meeting of April 14th, 2022, which is deducted from the overall nominal cap for share capital increases set by the 19th resolution of the same meeting.

(5) Limitation of the number of performance shares that may be granted, each year, to executive officers at 0.153% of the share capital within this envelope. Used in 2022 in respect of 592,104 shares (i.e. 1% of the share capital).

* Suspended during a public offering.

The following reports are available in the 2022 Universal Registration Document (*Document d'enregistrement universel 2022*) filed with the Autorité des marchés financiers on February 27th, 2023 under reference D.23-0062 and available on the Company's website (www.teleperformance.com):

- report of the statutory auditors on the statutory financial statements (page 354 of the 2022 Universal Registration Document);
- report of the statutory auditors on the consolidated financial statements (page 322 of the 2022 Universal Registration Document);
- special report of the statutory auditors on regulated agreements and commitments (page 270 of the 2022 Universal Registration Document).

The shareholders may obtain a copy by returning the request form presented in page 65 of the present notice.

Statutory auditors' report on the reduction of share capital

Combined shareholders' meeting of April 13th, 2023

19th resolution

This is a free translation into English of a report issued in 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' Meeting of Teleperformance SE,

In our capacity as statutory auditors of your company, and in accordance with the requirements of article L. 22-10-62 of the French Commercial Code which relates to the reduction of share capital by way of cancellation of repurchased shares, we report to you on our assessment of the reasons for and conditions of the proposed reduction of share capital.

The Board of Directors is requesting you to delegate to it for a period of twenty-six months as of the Shareholders' General Meeting all powers required to cancel shares repurchased under the above-mentioned article, up to a maximum of 10% of the outstanding share capital calculated on the day of the cancellation decision in each period of twenty-four months.

We have performed the procedures we considered necessary under French professional guidelines issued by the French National Institute of Statutory Auditors ("Compagnie nationale des commissaires aux comptes") relating to this type of engagement. The procedures are designed to determine whether the reasons for and conditions of the reduction of share capital, which should not favour any particular shareholder, are in conformity with the law.

We have no matters to report concerning the reasons for and the conditions of the proposed reduction of share capital.

Paris La Défense, March 13, 2023

The Statutory Auditors,

KPMG Audit IS

Jacques Pierre
Partner

Jérôme Lo Iacono
Partner

Deloitte & Associés

Patrick E. Suissa
Partner

Statutory auditors' report on the issue of shares and/or various marketable securities in order to pay for contributions in kind

Combined shareholders' meeting of April 13th, 2023

21st resolution

This is a free translation into English of a report issued in 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 (the "Company") and in accordance with the procedures set forth in Articles L. 228-92 of the French Commercial Code (*Code de Commerce*), we hereby report to you on the proposed delegations to the Board of Directors to issue ordinary shares and/or marketable securities granting access the share capital in order to pay for contributions in kind made to the Company and consisting of equity shares or marketable securities granting access the share capital, transaction on which you are being asked to vote.

The overall par value amount of share capital increases that may be carried out, immediately or in the future, under the present resolution, may not exceed 7,2 million euros, it being specified that this amount shall be deducted from the overall nominal sub-cap for capital increases provided for in the 20th resolution of the Combined Shareholders Meeting of April 14, 2022, which shall be deducted itself from the overall nominal cap for capital increases provided for in the 19th resolution of the Combined Shareholders Meeting of April 14, 2022.

The Board of Directors proposes that, on the basis of its report, it be empowered for a period of twenty-six months as of the date of this Combined Shareholders' General Meeting, to determine the conditions of 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 transaction and on certain other information concerning the transaction, 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 the transaction and the terms and conditions governing the determination of the issue price of the equity securities to be issued.

As the report of the Board of Directors 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 present delegation, 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.

In accordance with Article R. 225-116 of the French Commercial Code, we will prepare an additional report, if required, should the delegation be exercised by your Board of Directors, in the event of issues of marketable securities representing equity securities granting access to other equity securities and in the event of issues of marketable securities granting access to equity securities to be issued.

Paris La Défense, March 13, 2023

The Statutory Auditors,

KPMG Audit IS

Jacques Pierre
Partner

Jérôme Lo Iacono
Partner

Deloitte & Associés

Patrick E. Suissa
Partner

9

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 in order to reduce the quantity of printed materials.



Combined Shareholders' Meeting of April 13, 2023

I, the undersigned,

Mrs. ☐ Mr. ☐

Last name (or company name):

First name:

Address:

Zip code: City: Country:

Email address: @

Owner of: registered shares

And/or bearer shares held by:

(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 April 13th, 2023**, 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.teleperformance.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: 2023

Signature

This request is to be sent to:

UPTEVIA
Assemblée Générale
Les Grands Moulins de Pantin
9 rue du Débarcadère - 93761 Pantin Cedex - France

or to the custodian of your shares,
or to the email address: assembleegenerale@teleperformance.com

Informations: 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.





Teleperformance SE
European company
(societas europaea)

with a share capital of €147,802,105
RCS number 301 292 702 Paris
21/25 rue Balzac - 75008 Paris - France
Tel.: +33 (0) 1 53 83 59 00

Follow us



/teleperformanceglobal



@teleperformance



/teleperformance



<https://teleperformance.com/en-us/insights/blog>



/company/teleperformance



@teleperformance_group