

Form **8937**  
(December 2017)  
Department of the Treasury  
Internal Revenue Service

## Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-0123

► See separate instructions.

### Part I Reporting Issuer

1 Issuer's name  Sodexo S.A.		2 Issuer's employer identification number (EIN)  98-0218246	
3 Name of contact for additional information  3. Jean-Baptiste Bons	4 Telephone No. of contact  +33 1 30 85 75 00	5 Email address of contact  groupfax@sodexo.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact  255 quai de Stalingrad		7 City, town, or post office, state, and ZIP code of contact  92130 Issy-les-Moulineaux France	
8 Date of action  February 1, 2024	9 Classification and description  See attachment.		
10 CUSIP number	11 Serial number(s)	12 Ticker symbol  See attachment.	13 Account number(s)

### Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

- 14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ► [See attachment.](#)
- 15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ► [See attachment.](#)
- 16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► [See attachment.](#)

**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ [See attachment.](#)

18 Can any resulting loss be recognized? ▶ [See attachment.](#)

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ [See attachment.](#)

**Sign  
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶  DocuSigned by:

Date ▶ March 15th, 2024

Print your name ▶ Florence Biraud

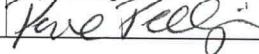
Title ▶ VP group tax

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Paul Pellegrini

Preparer's signature



Date

March 18, 2024

Check ☐ if  
self-employed

PTIN

P01287816

Firm's name ▶ Deloitte Tax LLP

Firm's EIN ▶ 86-1065772

Firm's address ▶ 1700 MARKET STREET, 25TH FLOOR PHILADELPHIA, PA 19103

Phone no. 215-299-4555

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

**SODEXO S.A.**  
**EIN: 98-0218246**

**Attachment to Form 8937**

The information contained herein is being provided pursuant to the requirements of Section 6045B of the Internal Revenue Code of 1986, as amended, and includes a general summary regarding the application of certain U.S. federal income tax laws and regulations relating to the effects of the Distribution (as defined below) on the shares of Sodexo S.A. ordinary stock, and the allocation of tax basis between shares of Sodexo S.A. ordinary stock and Pluxee N.V. ordinary stock. It does not constitute tax advice and does not purport to be complete or describe the tax consequences that may apply to particular persons or categories of persons. You are urged to consult your own tax advisors regarding the particular tax consequences of the Distribution to you, including the applicability and effect of all U.S. federal, state, local and foreign taxes, and should read the Prospectus, dated January 10, 2024, of Pluxee N.V. filed with the Dutch Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*, the “AFM”) on January 10, 2024, particularly the discussion beginning on page 148 under the heading “Material US Federal Income Tax Consequences.” You may access the form at [www.sodexo.com](http://www.sodexo.com).

**Lines 9, 12 Classification and Description, Ticker Symbol**

Sodexo S.A. Ordinary Shares, SW

Pluxee N.V. Ordinary Shares, PLX

**Line 14 Describe the organizational action and, if applicable, the date of the action or the date against which the shareholders’ ownership is measured for the action.**

On February 1, 2024 (the “Distribution Date”), pursuant to a decision of Sodexo S.A.’s (“Sodexo”) general assembly dated January 30<sup>th</sup>, 2024, Sodexo distributed 100 percent of its shares of Pluxee N.V. (“Pluxee”) ordinary stock (the “Distribution”) on a pro rata basis to shareholders of record of Sodexo ordinary stock as of February 1, 2024 (the “Distribution Record Date”). As a result, shareholders of Sodexo ordinary stock became entitled to receive one share of Pluxee ordinary stock for each share of Sodexo ordinary stock held as of the Distribution Record Date (the “Distribution Ratio”). Delivery of the shares of Pluxee ordinary stock to shareholders of record of Sodexo ordinary stock occurred on February 5, 2024.

**Line 15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis.**

The Distribution is intended to qualify as a tax-free distribution under section 355(a) of the Internal Revenue Code of 1986, as amended (the “Code”), and this attachment assumes such treatment is respected. Each shareholder of Sodexo ordinary stock received one share of Pluxee ordinary stock for each share of Sodexo ordinary stock held by such shareholder. Accordingly,



under section 358(a) of the Code, Sodexo shareholders must allocate their aggregate tax basis in their Sodexo ordinary stock held immediately before the Distribution between (i) the Pluxee ordinary stock, and (ii) the Sodexo ordinary stock in respect of which such Pluxee ordinary stock was received in proportion to the relative fair market value of each after the Distribution.

U.S. federal tax law does not specifically prescribe how shareholders should determine the fair market values of the Sodexo ordinary stock and the Pluxee ordinary stock for purposes of allocating their tax basis. There may be several methods for doing so. One approach may be to use the average of the highest and lowest quoted trading prices of Sodexo ordinary stock and Pluxee ordinary stock on February 1, 2024, the first trading day on Euronext Paris upon the Distribution (see Line 16 for additional data). Under this approach, the pre-Distribution aggregate tax basis in the Sodexo ordinary stock would be allocated (i) 27.04% to Pluxee ordinary stock, and (ii) 72.96% to Sodexo ordinary stock. Other valuation methodologies may also be possible, and shareholders should consult their own tax advisors regarding basis allocation calculations. Shareholders of Sodexo ordinary stock are not bound by the approach illustrated herein and may, in consultation with their own tax advisors, consider using another approach in determining the fair market values of Sodexo ordinary shares and Pluxee ordinary shares.

Further, Sodexo shareholders that purchased or acquired Sodexo ordinary stock at different times or at different prices should allocate the aggregate tax basis to the Pluxee ordinary stock in a manner that replicates, to the greatest extent possible, the bases and holding periods of the Sodexo ordinary share with respect to which the Pluxee ordinary share was received. This allocation may result in some shares of Pluxee ordinary stock having split basis and holding periods.

**Line 16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates.**

The relative fair market value of Sodexo ordinary stock and Pluxee ordinary stock on February 1, 2024 (the first trading day upon the Distribution) for purposes of obtaining the percentages described in Line 15 was calculated using the mean of the highest and lowest quoted prices of Sodexo ordinary stock (€79.44 high; €74.32 low; €76.88 mean) and Pluxee ordinary stock (€29.91 high; €27.09 low; €28.5 mean). Applying the Distribution Ratio, one share of Pluxee ordinary stock (mean value of €28.5) was received with respect to each share of Sodexo ordinary stock (mean value of €76.88), which corresponds to a relative fair market value allocation of (i) 27.04% to Pluxee ordinary stock (€29.21/€105.38), and (ii) 72.96% to Sodexo ordinary stock (€76.88/€105.38).

**Line 17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based.**

Sections 355(a), 358(a), and 358(b).

**Line 18 Can any resulting loss be recognized?**

Sodexo shareholders may not recognize loss for U.S. federal income tax purposes upon the receipt of Pluxee ordinary stock in the Distribution.

**Line 19 Provide any other information necessary to implement the adjustment, such as the reportable tax year.**

The Distribution was effective on February 1, 2024. For a shareholder with a calendar tax year, the reportable tax year is 2024.