

Schedule 2
Forms of Transfer Certificates

Part I
Form of Transfer Certificate:
Regulation S Global Note to Rule 144A Global Note

[DATE]

To: CITIBANK, N.A., London Branch

Telephone: +1 [●]

Fax: +1 [●]

Attention: [●]

Email address: [●]

Copy to:

SODEXO Inc.

9801 Washingtonian Blvd, Gaithersburg,

Md. 20879

Email address: [●]

Attention: [●]

Sodexo Inc. (the “Issuer”)

[U.S.\$500,000,000 1.634% NOTES DUE 2026]/[U.S.\$750,000,000 2.718% NOTES DUE 2031]
(the “Notes”)

Reference is made to the terms and conditions of the Notes (the “**Conditions**”) set out in Schedule 7 (*Terms and Conditions of the Notes*) to the fiscal agency agreement (the “**Fiscal Agency Agreement**”) dated as of April 16, 2021, as amended or supplemented, between the Issuer, the Guarantor and Citibank, N.A., London Branch as Fiscal Agent, Paying Agent, Transfer Agent and DTC Custodian. Terms defined in the Conditions or the Fiscal Agency Agreement shall have the same meanings when used in this certificate unless otherwise stated.

This certificate relates to the [U.S.\$500,000,000 1.634% Notes due 2026, with CUSIP number U8336L AA6]/[U.S.\$750,000,000 2.718% Notes due 2031, with CUSIP number U8336L AB4], which represent an interest in a Regulation S Global Note beneficially owned by the undersigned (the “**Transferor**”) to effect the transfer of such Notes in exchange for an equivalent beneficial interest in the Rule 144A Global Note, with CUSIP number [833794 AA8]/[833794 AB6] , to [transferee].

In connection with such request, and with respect to such Notes, the Transferor does hereby certify that such Notes are being transferred in accordance with Rule 144A under the Securities Act of 1933, as amended (“**Rule 144A**”), to a transferee that the Transferor reasonably believes is purchasing the Notes for its own account or an account with respect to which the transferee exercises sole investment discretion, and the transferee, as well as any such account, is a “qualified institutional buyer” within the meaning of Rule 144A, in a transaction meeting the requirements of Rule 144A and in accordance with applicable securities laws of any state of the United States or any other jurisdiction.

The Transferor understands that this certificate is required in connection with certain securities or other legislation in the United States and/or in connection with the Notes being eligible for clearance in one or more clearance systems. If administrative or legal proceedings are commenced or

threatened in connection with which this certificate is or might be relevant, the Transferor irrevocably authorizes each entity to which this certificate is addressed to produce this certificate or a copy hereof to any interested party in such proceedings.

The Fiscal Agent and the Issuer are entitled to conclusively rely upon this letter and are irrevocably authorized to produce this letter or a copy hereof to any interested party in any administrative or legal proceedings or official inquiry with respect to the matters covered hereby.

[Insert name of Transferor]

By: _____

Name:

Title:

Medallion Guaranteed Stamp

Part II
Form of Transfer Certificate:
Rule 144A Global Note to Regulation S Global Note

[DATE]

To: Citibank, N.A., London Branch
Telephone: +1 [•]
Fax: +1 [•]
Attention: [•]
Email address: [•]

Copy to:

SODEXO Inc.
9801 Washingtonian Blvd, Gaithersburg,
Md. 20879
Email address: [•]
Attention: [•]

Sodexo Inc. (the "Issuer")

[U.S.\$500,000,000 1.634% NOTES DUE 2026]/[U.S.\$750,000,000 2.718% NOTES DUE 2031]

Reference is made to the terms and conditions of the Notes (the "**Conditions**") set out Schedule 7 (*Terms and Conditions of the Notes*) to the fiscal agency agreement (the "**Fiscal Agency Agreement**") dated as of April 16, 2021, as amended or supplemented, between the Issuer, the Guarantor and Citibank, N.A., London Branch as Fiscal Agent, Paying Agent, Transfer Agent and DTC Custodian. Terms defined in the Conditions or the Fiscal Agency Agreement shall have the same meanings when used in this certificate unless otherwise stated.

This certificate relates to the [U.S.\$500,000,000 1.634% Notes due 2026, with CUSIP number 833794 AA8]/[U.S.\$750,000,000 2.718% Notes due 2031, with CUSIP number 833794 AB6], which represent an interest in a Rule 144A Global Note beneficially owned by the undersigned (the "**Transferor**") to effect the transfer of such Notes in exchange for an equivalent beneficial interest in the Regulation S Global Note, with CUSIP number [U8336L AA6]/[U8336L AB4], to [transferee].

In connection with such request, and with respect to such Notes, the Transferor does hereby certify that:

- (a) the offer of the Notes and the Guarantee in respect thereof was not made to a U.S. person (as defined in Regulation S) or a person in the United States;
- (b) the transferee is a Non-U.S. Person and either (i) at the time the buy order was originated, the transferee was outside the United States or the Transferor and any person acting on its behalf reasonably believed that the transferee was outside the United States or (ii) the transaction was executed in, on or through the facilities of a designated off-shore securities market and neither the Transferor nor any person acting on its behalf knows that the transaction has been pre-arranged with a buyer in the United States;
- (c) no directed selling efforts have been made in the United States in contravention of the requirements of Rule 903(b) or Rule 904(b) of Regulation S, as applicable;
- (d) the transaction is not part of a plan or scheme to evade the registration requirements of the Securities Act; and

- (e) The Transferor is the beneficial owner of the principal amount of Notes being transferred.

The Transferor understands that this certificate is required in connection with certain securities or other legislation in the United States and/or in connection with the Notes being eligible for clearance in one or more clearance systems. If administrative or legal proceedings are commenced or threatened in connection with which this certificate is or might be relevant, the Transferor irrevocably authorizes each entity to which this certificate is addressed to produce this certificate or a copy hereof to any interested party in such proceedings.

The Fiscal Agent and the Issuer are entitled to conclusively rely upon this letter and are irrevocably authorized to produce this letter or a copy hereof to any interested party in any administrative or legal proceedings or official inquiry with respect to the matters covered hereby. Terms used in this letter have the meanings set forth in Regulation S.

[Insert name of Transferor]

By: _____

Name:

Title:

Medallion Guaranteed Stamp