

Description of Elior Group's share buyback program

(authorized at the February 23, 2023 Annual General Meeting)

I - LEGAL FRAMEWORK OF THE SHARE BUYBACK PROGRAM

The share buyback program is governed by the applicable laws and regulations. It was authorized by the shareholders at the Annual General Meeting of Elior Group (the "**Company**") held on February 23, 2023 (the "**AGM**") in the terms mentioned in the Notice of Meeting as published on January 16, 2023 in the France's Official Legal Journal ("BALO") and displays the features described below. The program has been put in place pursuant to a decision taken by the Company's Board of Directors on February 23, 2023.

II – PURPOSES OF THE SHARE BUYBACK PROGRAM

In accordance with the 16th resolution adopted at the AGM, the share buyback program may be used for the following purposes:

- To cancel all or some of the purchased shares, in connection with a capital reduction carried out in accordance with the authorization granted, or to be granted, by the shareholders;
- To hold shares in treasury to be subsequently used in exchange or as payment in connection with any mergers, demergers, asset contributions or external growth transactions, provided that the number of shares purchased for such operations does not exceed 5% of the Company's capital;
- To allocate shares on exercise of rights attached to securities redeemable, convertible, exchangeable or otherwise exercisable for shares of the Company;
- To hedge the risks arising on the Company's financial instrument obligations, particularly the risk of fluctuations in the Elior Group share price;
- To allocate shares for the implementation of (i) stock option plans, (ii) free share plans, (iii) employee share ownership plans, in operations complying with Articles L. 3331-1 et seq. of the French Labor Code, and/or (iv) grants of shares to employees and/or officers of the Company or of any related entities;
- To maintain a liquid market for the Company's shares under a liquidity contract entered into with an investment services provider that complies with the practices authorized by the applicable regulations;
- more generally, to carry out any transactions or market practices currently authorized or that may be authorized in the future by the applicable laws and regulations or by the Autorité des Marchés Financiers.

III - TERMS AND CONDITIONS OF THE SHARE BUYBACK PROGRAM

Maximum proportion of the Company's capital: the shares purchased under the buyback program may not represent more than 10% of the Company's capital, determined based on the number of shares making up the Company's capital at the date on which the authorization is used. Future corporate actions that may be carried out by the Company shall not result in owning, directly or indirectly through its affiliates, more than 10% of the Company's capital.

When shares are bought back for the purpose of maintaining a liquid market in the Company's shares, the number of shares taken into account in order to calculate the cap of 10% of the Company's capital corresponds to the number of shares purchased less the number of shares sold during the authorization period.

In the event of a public offer for its securities, the Company would suspend the implementation of the buyback program during the offer period, except if it were obliged to implement the program in order to deliver securities or carry out a strategic transaction that the Company has committed to and announced before the public offer is launched, and provided that the offer meets the conditions set out in the applicable regulations (i.e. provided that it is a "standard procedure" offer fully paid in cash).

Type of shares that may be bought back: ordinary shares of the Company with a par value of €0.01 each.

Maximum per-share purchase price: €10 (excluding transaction costs).

Maximum amount that may be invested in the program: €172,000,000.

Duration of the buyback program: 18 months (from February 23, 2023 to August 22, 2024).

About Elior Group

Founded in 1991, Elior Group has grown into one of the world's leading operators in contract catering and support services and has become a benchmark player in the Business & Industry, Education, Health & Welfare and Leisure markets. With strong positions in five countries, the Group generated €4.45 billion in revenue in fiscal 2022. Our 97,000 employees feed over 3 million people on a daily basis in 20,250 restaurants on three continents and offer services on 2,400 sites in France. Innovation and social responsibility are at the core of our business model. Elior Group has been a member of the United Nations Global Compact since 2004, reaching the GC Advanced Level in 2015.

For further information please visit our website at <http://www.eliorgroup.com> or follow us on Twitter ([@Elior_Group](https://twitter.com/Elior_Group))
