

## PRESS RELEASE

*This is a press release issued by Teleperformance SE ("**Teleperformance**") pursuant to the provisions of Section 17, Paragraph 4 of the Dutch Decree on Public Takeover Bids (Besluit openbare biedingen Wft, the "**Decree**") in connection with the public offer (the "**Offer**") by Teleperformance for all the issued and outstanding ordinary shares in the capital of Majorel Group Luxembourg S.A. ("**Majorel**") (the "**Shares**", and each holder of such Shares, a "**Shareholder**"). This press release does not constitute an offer, or any solicitation of any offer, to buy or subscribe for any securities in Teleperformance or Majorel. Any offer will be made only by means of the offer memorandum approved by the Dutch Authority for the Financial Markets (Autoriteit Financiële Markten, the "**AFM**"), which has been published on 11 August 2023 (the "**Offer Memorandum**"), and subject to the restrictions set forth therein. This press release is not for release, publication or distribution, in whole or in part, in or into, directly or indirectly, in any jurisdiction in which such release, publication or distribution would be unlawful. Terms not defined in this press release will have the meaning as set forth in the Offer Memorandum.*

### Final results of the Offer for Majorel

### End of the Post Acceptance Period: Teleperformance will hold 99.91% of the outstanding share capital of Majorel

**Paris, 3 November 2023** – Teleperformance, a global leader in digital business services, is pleased to announce that, during the two-week Post-Acceptance Period that started on 23 October 2023 and ended today, 1,456,833 Shares representing approximately 1.46% of Majorel's outstanding share capital have been tendered under the Offer. Together with the Shares already tendered during the prior Offer Period, Teleperformance will, as of the Second Settlement, hold 99,905,004 Shares in total, representing approximately 99.91% of Majorel's outstanding share capital.

As a result, Teleperformance is willing to implement squeeze-out proceedings under the Luxembourg Takeover Law for all the Shares held by minority shareholders who have not tendered their Shares to the Offer. In parallel, Teleperformance will start the procedure to delist the Shares. The last trading date of the Shares on Euronext Amsterdam is expected to be on 8 December 2023, and delisting is expected to occur on 11 December 2023.

The Second Settlement will take place on 8 November 2023 (the "**Second Settlement Date**"). Shareholders who have elected to receive the Share Consideration during the Offer Period or the Post-Acceptance Period will receive, on the Second Settlement Date, Teleperformance shares at an exchange ratio of 30/217 on a pro rata basis and the remainder in cash. Shareholders who validly tendered their Shares against the Cash Consideration during the Post-Acceptance Period will then receive the Cash Consideration.

#### Tender results

During the Post-Acceptance Period, which ended on 3 November 2023, at 17:40 hours CET, 1,456,833 additional Shares, with an aggregate value of approximately EUR 43,704,990, were tendered under the Offer, representing

approximately 1.46% of Majorel's outstanding capital. Together with the Shares already tendered during the Offer Period, this represents a total of 99,905,004 Shares and approximately 99.91% of Majorel's outstanding capital.

## **Second Settlement**

On the Second Settlement Date, Teleperformance will pay the Cash Consideration to Shareholders who have (i) validly tendered their Shares against the Cash Consideration during the Post-Acceptance Period (or defectively tendered their Shares provided that such defect has been waived by Teleperformance), and (ii) not validly withdrawn and have transferred such Shares for acceptance pursuant to the Offer on or prior to the end of the Post-Acceptance Period.

On the Second Settlement Date, Teleperformance will also pay the Share Consideration to Shareholders who have (i) validly tendered their Shares against the Share Consideration during the Offer Period or the Post-Acceptance Period (or defectively tendered their Shares provided that such defect has been waived by Teleperformance), and (ii) not validly withdrawn and have transferred such Shares for acceptance pursuant to the Offer on or prior to the end of the Offer Period or the Post-Acceptance Period.

A total of 78,984,447 Shares have been tendered against the Share Consideration during the Offer Period and the Post-Acceptance Period. This means that the Share Consideration is oversubscribed, since a maximum of 33,333,334 Shares can be exchanged for Teleperformance shares (i.e., 4,608,295 Teleperformance shares are available for issue under the Share Consideration). The 4,608,295 Teleperformance shares required for settlement of the Share Consideration will be issued on the Second Settlement Date in accordance with Teleperformance's existing share issue authorization. The Teleperformance shares will be allocated among the Shareholders that elected the Share Consideration on a pro rata basis according to the total number of Shares tendered by the Shareholders who have validly elected the Share Consideration in accordance with Sections 5.2 (*Offer Consideration*) and 5.9 (*Second Settlement*) of the Offer Memorandum. In respect of the remaining Tendered Shares that are not exchanged for Teleperformance shares, such Shareholders will receive the corresponding Cash Consideration on the Second Settlement Date. The Teleperformance shares that are issued under the Share Consideration will be admitted to trading on Euronext Paris on 8 November 2023.

Teleperformance cannot guarantee that Shareholders holding Shares through an Admitted Institution will actually receive payment on the Second Settlement Date from such Admitted Institution.

## **Post-settlement measures with respect to non-tendered Shares**

Since Teleperformance will hold at least 95% of the voting capital and voting rights in the Company after the Second Settlement, it is willing to initiate squeeze-out proceedings under the Luxembourg Takeover Law, as soon as practicable. Teleperformance intends to offer the amount of the Cash Consideration (i.e., EUR 30 per Share) as part of these squeeze-out proceedings.

Following the Second Settlement, Teleperformance may also choose to implement certain Post-Settlement Restructurings (as described in more detail in Section 6.13 (*Consequences of the Offer for non-tendering Shareholders*) of the Offer Memorandum). Teleperformance reserves the right to use any legally permitted method to acquire all of the Shares or full ownership of Majorel's business.

When deliberating and resolving on the implementation of the squeeze-out proceedings or a Post-Settlement Restructuring, due consideration is given to the requirements of law, including, to the extent applicable, the Dutch Financial Markets Supervision Act (*Wet op het financieel toezicht*), the Decree and the duties of the Company Boards to promote the corporate interest of Majorel, and the interests of all shareholders (including minority shareholders)

and other relevant stakeholders, and relevant employee representative bodies' information and/or consultation requirements.

## **Delisting**

Since Teleperformance will hold at least 95% of the voting capital and voting rights in the Company after the Second Settlement, it will request the termination of the listing and trading of the Shares on Euronext Amsterdam. The last trading date of the Shares on Euronext Amsterdam is expected to be on 8 December 2023 and delisting is expected to occur on 11 December 2023.

Reference is made to Section 6.13 (Consequences of the Offer for non-tendering Shareholders) of the Offer Memorandum.

## **Announcements**

Any announcement contemplated by the Offer Memorandum will be issued by means of a press release. Any press release issued by Teleperformance will be made available on the website of Teleperformance (<https://www.teleperformance.com/en-us/investors/publications-and-events/acquisition-of-majorel/>).

## **Offer Memorandum and further information**

This announcement contains selected, condensed information regarding the Offer and does not replace the Offer Memorandum. The information in this announcement is not complete and additional information is contained in the Offer Memorandum.

Digital copies of the Offer Memorandum are available on the website of Teleperformance (<https://www.teleperformance.com/en-us/investors/publications-and-events/acquisition-of-majorel/>) and digital copies of the Position Statement, which has been published on 11 August 2023, are available on the website of Majorel (<https://www.majorel.com/whats-new/majorel-publishes-position-statement-on-voluntary-public-cash-and-exchange-offer-for-all-shares-in-majorel-by-teleperformance-se-recommending-to-accept-the-offer/>).

Copies of the Offer Memorandum are also available free of charge at the office of the Settlement Agent (ABN AMRO Bank N.V., Gustav Mahlerlaan 10, 1082 PP, Amsterdam, Netherlands).

On 11 August 2023, Teleperformance also published the first amendment to its Universal Registration Document filed with the French Autorité des Marchés Financiers (AMF) on 27 February 2023 and the exemption document pursuant to Article 1 sub 4(f) and 5(e) of the EU Prospectus Regulation. These documents are published in relation to Teleperformance shares to be issued and admitted to trading on Euronext Paris as part of the Share Consideration. These documents are available on Teleperformance's website (<https://www.teleperformance.com/en-us/investors/publications-and-events/financial-publications/>). These documents have not been approved by the AFM prior to publication.

## **Disclaimer**

*Certain information included in this press release are not historical facts but are forward-looking statements. These forward-looking statements are based on current beliefs, expectations, and assumptions, including, without limitation, assumptions as to the potential combination of Teleperformance with Majorel, and involve known and unknown risks, uncertainties and other factors, which may cause actual results, performance or achievements, or industry results or other events, to be materially different from those expressed or implied by these forward-looking statements. Forward-looking statements speak only as of the date of this press release and Teleperformance expressly disclaims*

any obligation or undertaking to release any update or revisions to any forward-looking statements included in this press release to reflect any change in expectations or any change in events, conditions, or circumstances on which these forward-looking statements are based. Such forward-looking statements are for illustrative purposes only. Forward-looking information and statements are not guarantees of future performance and are subject to various risks and uncertainties, many of which are difficult to predict and generally beyond the control of Teleperformance. The forward-looking statements included in this press release do not include any assumption for a further significant deterioration in market conditions or the current geopolitical situation. These risks and uncertainties include those discussed or identified under Section 2.1 of the Universal Registration Document of Teleperformance, filed with the French Autorité des Marchés Financiers (AMF) on 27 February 2023, as amended by the Amendment to the Universal Registration Document, and available on the Teleperformance website ([www.teleperformance.com](http://www.teleperformance.com)) and the AMF website ([www.amf-france.org](http://www.amf-france.org)).

This press release is for information purposes only and does not, and shall not, constitute an offer to sell or a solicitation of an offer to buy or subscribe for any securities of Teleperformance or Majorel nor a solicitation to offer to purchase or to subscribe for securities of Teleperformance or Majorel in any jurisdiction, including in France and the Netherlands. Any offer will be made only by means of the Offer Memorandum.

The distribution of this press release may, in some countries, be restricted by law or regulation. Accordingly, persons who come into possession of this document should inform themselves of and observe these restrictions. To the fullest extent permitted by applicable law, Teleperformance disclaims any responsibility or liability for the violation of any such restrictions by any person. Any failure to comply with these restrictions may constitute a violation of the securities laws of that jurisdiction. Neither Teleperformance nor any of its advisors assumes any responsibility for any violation of any of these restrictions. Any Majorel shareholder who is in any doubt as to his or her position should consult an appropriate professional advisor without delay.

#### **Notice to U.S. Shareholders**

The Offer is being made by Teleperformance, a French company whose shares are listed on Euronext Paris, for the Shares in Majorel, a Luxembourg company whose shares are listed on Euronext Amsterdam, and is subject to Dutch, Luxembourg and French disclosure and procedural requirements, which differ from those of the United States. It is important that U.S. shareholders understand that the Offer and any related offer documents are subject to disclosure and takeover laws and regulations in the Netherlands, France and/or Luxembourg that may be different from those in the United States. The financial information included or referred to herein has been prepared in accordance with non-U.S. accounting standards and, accordingly, may not be comparable to the financial information of U.S. companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the U.S. U.S. shareholders are referred to Section 3.2 (Information for U.S. shareholders) of the Offer Memorandum.

The Offer is being made in the United States in compliance with, and in reliance on, the exemption provided by Rule 14d-1(c), known as the "Tier I" exemption, under the U.S. Exchange Act of 1934, as amended (the "**U.S. Exchange Act**").

Securities may not be offered or sold in the United States absent registration under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or pursuant to an exemption from such registration. The Offeror Shares to be issued in connection with the settlement of the Offer are not, and will not be, registered under the U.S. Securities Act or under the securities laws of any jurisdiction of the United States and will be issued to Shareholders in the United States in reliance on the exemption from registration provided by Rule 802 under the Securities Act and in reliance on available exemptions from any state law registration requirements.

*It may be difficult for U.S. shareholders to enforce their rights and claims arising out of the U.S. federal securities laws, since Teleperformance and Majorel are located in a country other than the United States, and some or all of their officers and directors may be residents of a country other than the United States. U.S. shareholders may not be able to sue a non-U.S. company or its officers or directors in a non-U.S. court for violations of the U.S. securities laws. Further, it may be difficult to compel a non-U.S. company and its affiliates to subject themselves to a U.S. court's judgment.*

*Neither the U.S. Securities and Exchange Commission nor any U.S. state securities commission or other regulatory authority has approved or disapproved the Offer or the Offeror Shares to be issued in connection with the settlement of the Offer, passed upon the fairness or merits of the Offer or provided an opinion as to the accuracy or completeness of this Offer Memorandum or any other documents regarding the Offer. Any declaration to the contrary constitutes a criminal offence in the United States.*

*In accordance with standard Dutch practice and pursuant to Rule 14e-5(b) of the U.S. Exchange Act, Teleperformance or its nominees, or its brokers (acting as agents), or affiliates of Teleperformance's financial advisors, may from time to time make certain purchases of, or arrangements to purchase, Shares outside of the United States, other than pursuant to the Offer, before or during the period in which the Offer remains open for acceptance. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. Information about such purchases, if any, will be announced by press release in accordance with Article 13 of the Decree and posted on the website of Teleperformance (<https://www.teleperformance.com/en-us/investors/publications-and-events/acquisition-of-majorel/>).*

## ABOUT TELEPERFORMANCE GROUP

**Teleperformance (TEP – ISIN: FR0000051807 – Reuters: TEPRF.PA - Bloomberg: TEP FP)**, is a global leader in digital business services, blending the best of advanced technology with human empathy to deliver enhanced customer care that is simpler, faster, and safer for the world's biggest brands and their customers. The Group's comprehensive, AI-powered service portfolio ranges from front-office customer care to back-office functions, including Trust and Safety services that help defend both online users and brand reputation. It also offers a range of specialized services such as collections, interpreting and localization, visa and consular services, and recruitment process outsourcing services. With more than 410,000 inspired and passionate people speaking more than 300 languages, the Group's global scale and local presence allows it to be a force of good in supporting communities, clients, and the environment. In 2022, Teleperformance reported consolidated revenue of €8,154 million (US\$8.6 billion, based on €1 = \$1.05) and net profit of €645 million.

Teleperformance shares are traded on the Euronext Paris market, Compartment A, and are eligible for the deferred settlement service. They are included in the following indices: CAC 40, STOXX 600, S&P Europe 350, MSCI Global Standard and Euronext Tech Leaders. In the area of corporate social responsibility, Teleperformance shares are included in the CAC 40 ESG since September 2022, the Euronext Vigeo Euro 120 index since 2015, the EURO STOXX 50 ESG index since 2020, the MSCI Europe ESG Leaders index since 2019, the FTSE4Good index since 2018 and the S&P Global 1200 ESG index since 2017.

For more information: [www.teleperformance.com](http://www.teleperformance.com)

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