



---

THE ADECCO GROUP

## **Invitation to the Annual General Shareholders' Meeting**

We are pleased to invite you to the

### **Annual General Shareholders' Meeting of Adecco Group AG**

to be held on Tuesday, 16 April 2019, 11.00 a.m.  
at the Beaulieu, Centre de Congrès et d'Expositions  
Av. des Bergières 10, CH-1004 Lausanne.

Doors open: 10.15 a.m.  
Meeting starts: 11.00 a.m.



---

## THE ADECCO GROUP

Dear Shareholders,

2018 was a year of significant strategic progress for the Adecco Group but also contained some challenges. On the one hand, our teams in the vast majority of countries delivered solid financial performances, and the Group's digital transformation gathered momentum. We also strengthened our innovation agenda with the acquisitions of General Assembly and Vetterly, establishing a solutions portfolio with a breadth and depth that is unrivalled in the industry. On the other hand, it was a year in which the economic environment became increasingly difficult, and in which our German business was disrupted by the merger of our general staffing operations there.

Despite a material slowdown in economic growth in Europe, particularly in the second half, Group organic revenue growth remained positive, at 3% for the full-year. EBITA margin excluding one-offs declined 40 basis points year-on-year, to 4.5%, impacted by a higher level of investment in our New Ventures. Nevertheless, the underlying margin trend improved through the year, supported by cost savings relating to the GrowTogether program. We again generated good cash flow and ended the year with a strong balance sheet, even after making significant investments and returning more than EUR 450 million to shareholders.

The world of work is changing. New ways of working are emerging and the concept of the "traditional" job (i.e. an open-ended contract with a single employer) is becoming blurred, driven by the needs of both individuals and employers. At the same time, talent scarcity is rising, as the gap widens between the skills that workers have and those that the economy needs. These are trends that play to the core strengths of the Adecco Group and present numerous opportunities. To capitalize, in 2017, we embarked on a major investment program, which continued in 2018. While impacting our results in the short-term, the investments are positioning the business for long-term success.

Indeed, we see a unique opportunity to transform our core operations by optimizing, digitizing and automating processes; deploying new technologies like robotic process automation and chatbots to both increase internal productivity and improve the client and candidate experience. Our GrowTogether program is already delivering real results with EUR 50 million productivity savings in 2018 and a further EUR 70 million anticipated in 2019. We are also investing in our New Ventures; establishing a portfolio that now includes leading platforms in online staffing, digital permanent recruitment, freelance and up/reskilling. These new businesses open up attractive adjacent markets and are establishing the Adecco Group as the online, as well as the offline, leader in HR solutions.

While we invest in the transformation of our business, we remain committed to a progressive dividend policy within a payout ratio of 40–50% of adjusted earnings per share. We also commit to holding our Swiss Franc dividend per share at least in line with the prior year, even if earnings temporarily decline. At the AGM, the Board will propose a dividend of CHF 2.50, in line with the prior year and representing a payout ratio of 48%.



---

**THE ADECCO GROUP**

The nature of our work means that the impact of the Adecco Group goes far beyond the financial. Every day, in our business and through our social programs, we help people across the globe to be inspired, motivated, prepared and developed to embrace the future of work. Our goal is to provide security and prospects for individuals and to provide companies with the critical talent and solutions they need to stay competitive. We are a vocal advocate of the need for a new social contract, to reflect the changing nature of employment and guarantee appropriate protections for all. We are also leading the debate on how companies should rethink workforce investment, to address skills shortages and employability challenges. In addition to our social commitments, maintaining the highest standards of ethical conduct and ensuring we meet our legal obligations are central to the Adecco Group's sustainable success. Our Compliance organization and processes are constantly reviewed and adapted to support this aim.

As we look ahead to 2019 and beyond, we are mindful of the uncertain external environment. Nevertheless, it is not the first time we have faced economic uncertainty and we will steer the business based on our decades of experience dealing with the ups and downs of the business cycle. We are also optimistic about the aspects of performance that are within our control. GrowTogether is driving true productivity improvement and will increase our customer value proposition. Meanwhile, the New Ventures have made a good start and will support growth and margins in the medium-term. We are thus building a strong foundation to achieve our financial commitments, to accelerate structural revenue growth, improve margins and drive continued strong cash flow.

We look forward to continuing our mission to make the future work for everyone and creating more shared value for all our stakeholders in 2019.

Dear shareholders, once again, we thank you for your trust and continued support, as we thank our clients, and the associates and employees who work for the Adecco Group worldwide.

**Rolf Dörig**  
Chair of the Board of Directors





---

THE ADECCO GROUP

## Agenda Items and Proposals of the Board of Directors:

### 1. Annual Report 2018

#### 1.1. Approval of the Annual Report 2018

The Board of Directors proposes to approve the Operating and Financial Review and Prospects, the Financial Statements of Adecco Group AG and the Consolidated Financial Statements of the Adecco Group for the financial year 2018.

#### 1.2. Advisory vote on the Remuneration Report 2018<sup>1</sup>

The Board of Directors proposes to ratify the Remuneration Report for the financial year 2018 in a nonbinding advisory vote.

### 2. Appropriation of available earnings 2018 and distribution of dividend

The Board of Directors proposes to distribute a gross dividend of CHF 2.50 per registered share out of the available earnings 2018 and to carry forward the remaining amount of available earnings 2018. The treasury shares held by the Company will not receive a dividend.

Explanations: As of 31 December 2018, the assumed total dividend amounted to approximately CHF 409 million (gross). The total dividend amount results from multiplying the total dividend per share amount (gross) with the number of shares outstanding entitled to dividend payment at the dividend record date (24 April 2019). Until the dividend record date, this number of shares can change. Ex-date is 23 April 2019. The dividend will be paid out after deduction of withholding tax of 35%.

### 3. Granting of discharge to the members of the Board of Directors and of the Executive Committee

The Board of Directors proposes to grant discharge of liability to all members of the Board of Directors and of the Executive Committee for the financial year 2018.

---

<sup>1</sup> See Annual Report 2018, section "Remuneration Report".



---

THE ADECCO GROUP

**4. Approval of Maximum Total Amount of Remuneration of the Board of Directors and of the Executive Committee<sup>2</sup>**

**4.1. Approval of Maximum Total Amount of Remuneration of the Board of Directors**

The Board of Directors proposes to approve CHF 5.1 million as Maximum Total Amount of Remuneration for the Board of Directors for the office period starting at the AGM 2019 and ending after completion of the AGM 2020.

**4.2. Approval of Maximum Total Amount of Remuneration of the Executive Committee**

The Board of Directors proposes to approve CHF 35 million as Maximum Total Amount of Remuneration for the Executive Committee for the financial year 2020.

**5. Elections**

**5.1. Election of the members of the Board of Directors and of the Chair<sup>3</sup>**

The Board of Directors proposes to individually re-elect Mr Rolf Dörig as member and as Chair of the Board of Directors and Mr Jean-Christophe Deslarzes, Ms Ariane Gorin, Mr Alexander Gut, Mr Didier Lamouche, Mr David Prince, Ms Kathleen Taylor, and Ms Regula Wallimann as members of the Board of Directors for a new tenure of one year ending after completion of the next AGM.

Mr Rolf Dörig has decided that the upcoming term as Chair of the Board of Directors will be his last and he will not be standing for re-election at the AGM 2020. The Board of Directors unanimously proposes that Mr Jean-Christophe Deslarzes be elected at the AGM 2020 to succeed Mr Rolf Dörig as Chair of the Board of Directors.

**5.2. Election of the members of the Compensation Committee<sup>3</sup>**

The Board of Directors proposes to individually re-elect Mr Jean-Christophe Deslarzes and Ms Kathleen Taylor and to elect Mr Didier Lamouche as members of the Compensation Committee for a tenure of one year ending after completion of the next AGM.

---

<sup>2</sup> See the explanations under “ad 4.1.” and “ad 4.2.”.

<sup>3</sup> See Annual Report 2018, section “Corporate Governance Report”, 3. “Board of Directors”.



---

THE ADECCO GROUP

**5.3. Election of the Independent Proxy Representative**

The Board of Directors proposes to elect the Law Office Keller Partnership, Zurich, as Independent Proxy Representative for a tenure of one year ending after completion of the next AGM.

**5.4. Election of the Auditors**

The Board of Directors proposes to re-elect Ernst & Young Ltd, Zurich, as Auditors for the financial year 2019.

**6. Renewal of Authorized Share Capital**

Explanations: Art. 3<sup>bis</sup> of the Articles of Incorporation authorizes the Board of Directors to create until 30 April 2019 authorized share capital of up to 5% of the Company's share capital. The Board of Directors did not use this authorization and proposes to renew such entitlement for another two years until 30 April 2021 for a maximum amount of up to 5% of the Company's share capital as of the date of the entry of the capital reduction according to item 7 in the commercial register, i.e. CHF 816'720.00.

The Board of Directors proposes (i) to renew and replace the authorized share capital by the amount of CHF 816'720.00 and accordingly (ii) to adopt Art. 3<sup>bis</sup> para.1 of the Articles of Incorporation as follows (translation):

Art. 3<sup>bis</sup> Authorized Share Capital

"1 The Board of Directors shall be authorized to increase the share capital in an amount not to exceed CHF 816'720.00 through the issuance of up to 8,167,200 fully paid registered shares with a par value of CHF 0.10 per share by not later than 30 April 2021. Increases in partial amounts shall be permitted."

All other provisions of Art. 3<sup>bis</sup> of the Articles of Incorporation shall remain unchanged.

**7. Capital reduction by way of cancellation of own shares after share buy-back**

The Board of Directors proposes the cancellation of 3,231,750 own shares acquired until 8 February 2019 under the share buyback program completed in March 2019 and the reduction of the Company's share capital by 3,231,750 registered shares with a nominal value of CHF 0.10 each.



---

## THE ADECCO GROUP

Art. 3 of the Articles of Incorporation shall be amended as follows (translation):

**Art. 3 Share Capital**

“The share capital shall be in a total amount of CHF 16'334'417.70, divided into 163,344,177 fully paid-up registered shares of a nominal value of CHF 0.10 each.”

In their report for the AGM, the Company's Auditors Ernst & Young Ltd confirm that claims by creditors are fully covered notwithstanding the proposed capital reduction.

### **Documents, attendance and representation**

The Annual Report 2018 including the Remuneration Report 2018, the Auditors' Reports, the Articles of Incorporation (<http://aoi.adecgroup.com>) and the Invitation to the AGM with the agenda and proposals are available from 20 March 2019, at Adecco Group AG, Bellerivestrasse 30, CH-8008 Zurich. Shareholders may request a copy of the Annual Report 2018. In addition, the Annual Report 2018 and the Invitation to the AGM with the agenda and proposals are accessible on the Company's website (<http://adecgroup.com> and <http://agm.adecgroup.com>).

Only shareholders who are registered by 9 April 2019, 5.00 p.m. (record date) with the right to vote are entitled to vote at the AGM 2019 or to appoint a proxy.

Shareholders can order an admission card or instruct a representative to vote on their behalf by using the reply form received together with this Invitation.

Shareholders are kindly requested to return the reply form as soon as possible to ShareCommService AG, Europastrasse 29, CH-8152 Glattbrugg, in order to receive an admission card by mail. If reply forms are received too late for mailing, admission cards will be available at the admission desk. No admission cards will be sent out before 2 April 2019.

Alternatively, shareholders can order their admission cards or grant power of attorney and issue voting instructions to the Independent Proxy Representative online. Information to access the online platform is included in the reply form. Should you have any questions, please see the contact information for support on the homepage of the platform.





---

**THE ADECCO GROUP**

Shareholders who do not wish to attend the AGM in person can be represented as follows:

- By the Independent Proxy Representative, Mr Andreas G. Keller, c/o Law Office Keller Partnership, Alfred-Escher-Strasse 11, CH-8002 Zurich. Shareholders may instruct the Independent Proxy Representative by filling in and duly signing the reply form accordingly or online via the platform.
- For specific instructions, please use the form on the reverse side of the reply form or the respective page on the platform until the close of the online voting period on 12 April 2019 at 6.00 p.m. Without specific instructions, the Independent Proxy Representative will vote according to the proposals of the Board of Directors.
- By a third person with written proxy. The shareholder needs to fill in the proxy section on the reply form and duly sign it. Adecco Group AG will send the admission card directly to the appointed proxy.

The minutes of the AGM will be available for inspection from 7 May 2019 at the Company's offices, Bellerivestrasse 30, CH-8008 Zurich.

The Board of Directors



---

THE ADECCO GROUP

**ad 4.1. Approval of Maximum Total Amount of Remuneration of the Board of Directors**

The AGM 2018 approved the Maximum Total Amount of Remuneration of CHF 4.7 million of the Board of Directors for the term from the AGM 2018 until the completion of the AGM 2019. The remuneration paid to the Board for this term is anticipated to be approximately CHF 4.6 million.

The Board of Directors submits for approval to the AGM the Maximum Total Amount of Remuneration of the Board of Directors for the term of office from the AGM 2019 until the completion of the AGM 2020, which amounts to CHF 5.1 million. This amount is calculated by applying the remuneration system outlined in the Remuneration Report 2018, section 4.1.

The increase of the Maximum Total Amount of Remuneration for the term of office from AGM 2019 to AGM 2020 results from the creation of a further committee of the Board of Directors (the Digital Platform and Technology Committee as described in the Corporate Governance Report) and the corresponding memberships of the Board of Directors members in this new committee. The remuneration for committee memberships remains unchanged (see Remuneration Report).

According to the Adecco Group's compensation policy, the members of the Board of Directors receive a fixed fee only of which a certain portion is paid out in form of blocked Adecco Group AG shares (restricted for a period of three years) instead of cash.

**ad 4.2. Approval of Maximum Total Amount of Remuneration of the Executive Committee**

The AGM 2018 approved the Maximum Total Amount of Remuneration of the Executive Committee for 2019 of CHF 35 million.

The Board of Directors submits for approval to the AGM the Maximum Total Amount of Remuneration of the Executive Committee for the financial year 2020, which amounts to CHF 35 million.

The below table explains the Maximum Total Amount of Remuneration of the Executive Committee for 2020 compared to the maximum potential remuneration for 2019.

The LTIP amounts are based on the maximum value at grant as disclosed in the table below under "Potential at maximum".



THE ADECCO GROUP

The amounts of the individual elements of compensation shown in the table include some estimates and as such may change, but the total shall not exceed the Maximum Total Amount of Remuneration.

	2019 <sup>1</sup>	2020 <sup>2</sup>
In CHF million	Potential at maximum as approved by AGM	Potential at maximum to be approved by AGM
Gross cash compensation		
– Base salary	9.4	8.7
– Annual bonus	13.7	12.9
Compensation in kind and other	1.0	1.0
Share awards to be granted in the respective year under the long-term incentive plan (LTIP) <sup>3</sup>	7.7	9.2
Social contributions, incl. for old age insurance/pension incl. on LTIP awards granted in the respective year becoming due in later periods, estimated	3.2	3.2
<b>Total</b>	<b>35.0<sup>4</sup></b>	<b>35.0</b>

<sup>1</sup> The same foreign exchange rates are applied as for 2017 compensation information.

<sup>2</sup> The same foreign exchange rates are applied as for 2018 compensation information.

<sup>3</sup> The maximum value is determined in accordance with the rules for the remuneration disclosure as reported in the Remuneration Report (see Articles of Incorporation, Art. 14<sup>bis</sup> para. 5).

<sup>4</sup> Amount conferred 2018: CHF 21.6 million; see Remuneration Report 2018, section 5.2. Potential at maximum for 2018 was CHF 34.8 million.

\* \* \*

