

## Teleperformance – Deferred Compensation for Mr Michel Peschard

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Paris, June 7<sup>th</sup>, 2008

On 3 June 2008, the Supervisory Board of Teleperformance approved the proposal of the Remuneration Committee, which defines the terms and conditions which Mr Michel Peschard, Managing Director Finance, must satisfy in order for a severance payment to be made in the event he ceases to hold his current position.

Pursuant to Article 17 III of Act no. 2007-1233 of 21 August 2007, the severance payment due to Mr Michel Peschard, as well as the determination of the amount thereof, shall be subject to the beneficiary's performance. This shall in turn be determined with reference to the performance of the company.

### Group performance

The two chosen indicators measure the group's performance in terms of turnover and operating profitability:

- increase in consolidated turnover, based on published data;
- increase in EBITDA.

These two indicators shall be determined in accordance with IFRS accounting standards currently in effect. Any significant change in these standards shall be taken into account so as to offset this impact on these two indicators.

The average annual rate of increase of each of these two indicators must be greater than 6.5%. This average rate shall be calculated over the period beginning 1 January 2008 and ending on Mr Michel Peschard's date of departure.

### Mr Michel Peschard's performance

Achievement of at least 75% of the annual targets set by the Remuneration Committee ("Performance") for the determination of Mr Michel Peschard's variable compensation, keeping in mind that some of these targets are qualitative and some quantitative (time necessary to publish the annual and semi-annual consolidated financial statements, optimised cash management in respect of a centralised cash pooling system, interest-rate and currency risk management with respect to implementation of an interest-rate and currency hedging system, certified without reserve by the statutory auditors of the annual and semi-annual financial statements, etc.)

Performance shall be deemed achieved if the average of the number of points acquired by Mr Michel Peschard with respect to targets met during the period beginning 1 January 2008 and ending on the date of his departure represents at least 75% of the points attributed to all annual targets set by the Remuneration Committee.