

# Corporate Governance

## Applicable Corporate Governance standards

This Corporate Governance disclosure reflects the requirements of the Directive on Information Relating to Corporate Governance, issued by the SIX Swiss Exchange as amended on 20 June 2019 and entered into force 2 January 2020. The principles and the more detailed rules of Adecco Group AG's Corporate Governance are defined in Adecco Group AG's Articles of Incorporation (Aol; (<http://aoi.adecgroup.com>)), its internal policies and organisational rules, and in the Charters of the Committees of the Board of Directors (Board) which are outlined in sections 3.4.1 to 3.4.4 (see pages 75 to 77 of this Annual Report). Adecco Group AG's principles as a general rule take into account the recommendations set out in the Swiss Code of Best Practice for Corporate Governance as amended in 2016 (published on 29 February 2016).

Additionally, on 20 November 2013, the Swiss Federal Council approved the Ordinance Against Excessive Compensation at Listed Corporations (the Ordinance) which entered into force on 1 January 2014. The Ordinance was issued to implement the key elements of the so-called Minder-Initiative, a constitutional amendment approved by the Swiss electorate in March 2013. The Ordinance is applicable to listed companies with a registered office in Switzerland and has introduced a number of obligations and requirements such as (i) the individual and yearly election of the members of the Board, the Chair, the members of the remuneration committee and the independent proxy agent by the shareholders, (ii) the amendment of the Aol (<http://aoi.adecgroup.com>), (iii) the content of the Remuneration Report, (iv) an annual binding say of the shareholders on the compensation of the members of the Board and of the Executive Committee (EC), and (v) provisions regarding employment terms. The Ordinance forbids certain compensation payments (such as severance payments) and obliges pension funds to exercise their voting rights and to disclose their voting behaviour. Non-compliance with the provisions of the Ordinance may entail criminal sanctions.

Statements throughout this Corporate Governance disclosure using the term "the Company" refer to the Adecco Group, which comprises Adecco Group AG, a Swiss corporation, its consolidated subsidiaries, as well as variable interest entities for which the Adecco Group is considered the primary beneficiary.

Corporate Governance information is presented as of 31 December, unless indicated otherwise, as the statutory fiscal year of Adecco Group AG is the calendar year.

The Corporate Governance information included in this report is presented in Euro, except for information on shares, share capital and dividends, which is provided in Swiss Francs. Income, expenses and cash flows are translated using average exchange rates for the period, or at transaction exchange rates, and assets and liabilities are translated using the year-end exchange rates.

### CORPORATE GOVERNANCE

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# Structure, shareholders and capital

## 1. Structure and shareholders

### 1.1 Legal and management structure

Adecco Group AG is a stock corporation (Aktiengesellschaft) organised under the laws of Switzerland with its registered office at Bellerivestrasse 30, 8008 Zürich, Switzerland.

Adecco Group AG is listed on the SIX Swiss Exchange (symbol ADEN, security number 1213860; ISIN CH0012138605). As of 31 December 2019, the market capitalisation of Adecco Group AG, based on the number of shares issued, including treasury shares, and the closing price of shares on the SIX Swiss Exchange, amounted to approximately CHF 10.0 billion. On 2 March 2020, this market capitalisation amounted to approximately CHF 8.2 billion.

The Company is the world's leading provider of HR solutions including temporary staffing, permanent placement, outsourcing, career transition and other services.

The Company is organised in a geographical structure plus the global business Career Transition & Talent Development, which correspond to the primary segments. This structure is complemented by business lines.

The segments consist of: France; North America, UK & Ireland General Staffing; North America, UK & Ireland Professional Staffing; Germany, Austria, Switzerland; Benelux & Nordics; Italy; Japan; Iberia; Career Transition & Talent Development; and the Rest of World segments (comprising Australia & New Zealand; Latin America; Eastern Europe and Middle East & North Africa; Asia; and India).

The business lines consist of General Staffing (Office, Industrial) and Professional Staffing (Information Technology, Engineering & Technical, Finance & Legal, Medical & Science), as well as Solutions. Solutions comprises Career Transition & Talent Development (CTTD), and Business Process Outsourcing (BPO), which includes Managed Service Programmes (MSP) and Recruitment Process Outsourcing (RPO). The classification of a specific branch into a business line for General Staffing and Professional Staffing is determined by the business line generating the largest revenue share in that specific branch. Effective 1 January 2020, the Company has updated its secondary segment reporting (business lines) to better align with its go-to-market strategy and its global brand structure. The updated business lines will consist of: Workforce Solutions (comprising the Adecco brand); Professional Solutions (comprising Modis, Badenoch + Clark/Spring Professional, and Other Professional Brands); and Talent Solutions & Ventures (comprising LHH, Pontoon, and Ventures). This change has no impact on the Company's primary segment reporting in 2020.

The Company provides services to businesses and organisations located throughout Europe, North America, Asia Pacific, Latin America and North Africa.

As of 1 January 2020, the Company's EC was composed as follows (for more details as of 31 December 2019, see section 4.1):

- Alain Dehaze, Chief Executive Officer;
- Hans Ploos van Amstel, Chief Financial Officer (until H1 2020, to be succeeded by Coram Williams);
- Christophe Catoir, Regional Head of France and Northern Europe;
- Ian Lee, Regional Head of Asia Pacific;
- Sergio Picarelli, Regional Head of North America, UK & Ireland Professional Staffing and of Talent Solutions;
- Enrique Sanchez, Regional Head of Iberia, Italy, Eastern Europe & MENA (Middle East & North Africa);
- Federico Vione, Regional Head of North America, UK & Ireland General Staffing and Latin America;
- Jan Gupta, President of Modis;
- Gordana Landen, Chief Human Resources Officer;
- Stephan Howeg, Chief of Staff and Communications Officer;
- Teppo Paavola, Chief Digital Officer.

The Company comprises numerous legal entities around the world. The major consolidated subsidiaries of the Adecco Group are listed on page 159 of this Annual Report. No subsidiary has shares listed on a stock exchange.

### 1.2 Significant shareholders

As of 31 December 2019, the total number of shareholders directly registered with the share register of Adecco Group AG was approximately 15,500; the major shareholders during 2019 and their shareholdings were disclosed to Adecco Group AG as listed in the following table, which shows the last notifications published on the SIX website up to 31 December 2019.

Please note that percentages of shareholdings refer to the date of disclosure unless indicated otherwise, up to 31 December 2019, and may have changed in the meantime.

For further details pertaining to the below-listed disclosures, refer to the following websites:

<https://www.six-exchange-regulation.com/en/home/publications/significant-shareholders.html?companyId=ADECCO>  
or  
<http://adecgroup.com/investors/shareholder-debt-info/disclosure-shareholding/>  
or  
<http://ir.adecgroup.com/>

Investor	Date of SIX publication	Percentage of voting rights as disclosed
Akila Finance S.A.	28.05.2014	4.31% equity, 0.26% sale positions <sup>1</sup>
Group BlackRock Inc.	18.10.2019	5.19% purchase positions, 0.07% sale positions
Marathon Asset Management LLP	04.06.2019	Falling below threshold of 3%
Silchester International Investors LLP	22.11.2019	4.99%

<sup>1</sup> As per current share capital: 4.99% equity, 0.31% sale positions. Beneficial owners have been disclosed.

As of 31 December 2019, Adecco Group AG is not aware of any person or legal entity, other than those stated above, that directly or indirectly owned 3% or more of voting rights in Adecco Group AG, as defined by the Swiss disclosure requirements. Adecco Group AG is not aware of shareholders' agreements, other than those described in the aforementioned disclosures, between its shareholders pertaining to Adecco Group AG shares held.

According to Art. 120 of the Swiss Federal Act on Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading ("FMIA"; applicable since 1 January 2016), anyone who directly or indirectly or acting in concert with third parties acquires or disposes of shares or acquisition or sale rights relating to shares of a company with its registered office in Switzerland whose equity securities are listed in whole or in part in Switzerland, or of a company with its registered office abroad whose equity securities are mainly listed in whole or in part in Switzerland, and thereby reaches, falls below or exceeds the thresholds of 3%, 5%, 10%, 15%, 20%, 25%, 33⅓%, 50% or 66⅔% of the voting rights, whether exercisable or not, must notify this to Adecco Group AG and to the Disclosure Office of the SIX Swiss Exchange. Such notification must be made no later than four trading days after the obligation to disclose arises.

For further information refer to section 7.1.

### 1.3 Cross-shareholdings

As of 31 December 2019, there were no cross-shareholdings exceeding 5% of a party's share capital.

## 2. Capital structure

### 2.1 Share capital

At the Annual General Meeting of Shareholders (AGM) of 16 April 2019, the Company's shareholders approved the cancellation of 3,231,750 treasury shares acquired under the share buyback programme and the corresponding reduction of Adecco Group AG's share capital by 3,231,750 registered shares with a nominal value of CHF 0.10 each. The cancellation of 3,231,750 treasury shares was effective 3 July 2019. Since 3 July 2019, the share capital of the Company amounts to CHF 16,334,417.70 divided into 163,344,177 shares.

As of 31 December 2019, the share capital of Adecco Group AG registered with the Commercial Register amounted to CHF 16,334,417.70 divided into 163,344,177 fully paid up registered shares with a nominal value of CHF 0.10 per share.

### 2.2 Authorised and conditional capital

The Board of Directors is authorised 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 nominal value of CHF 0.10 per share by not later than 30 April 2021. Authorised capital amounts to a maximum of CHF 816,720.00, which equates to almost 5% of the existing share capital of CHF 16,334,417.70. Increases in partial amounts shall be permitted.

The conditional capital of CHF 1,540,000 divided into 15,400,000 registered shares with a nominal value of CHF 0.10 each is reserved for the exercise of option or conversion rights granted in relation to financial instruments such as bonds or similar debt instruments of Adecco Group AG or its affiliates. Conditional capital amounts to a maximum of CHF 1,540,000, which equates to about 9.43% of the existing share capital of CHF 16,334,417.70. The subscription rights of the shareholders regarding the subscription of the shares are excluded. The shareholders' preferential bond subscription rights in the issue of the bonds or similar debt instruments may be limited or excluded by the Board. The conditional capital is available for share issuance upon conversion of financial instruments Adecco Group AG or its subsidiaries may issue in the future.

If both, the authorised and the conditional capital were utilised, the total increase would amount to a maximum of CHF 2,356,720.00, which is equal to approximately 14.43% of the existing share capital of CHF 16,334,417.70. For details on the terms and conditions of the issuance/creation of shares under authorised/conditional capital, refer to Art. 3<sup>bis</sup> and 3<sup>quater</sup> of the Aol (<http://aoi.adecgroup.com>).

## Structure, shareholders and capital (continued)

### 2.3 Changes in capital

Adecco Group AG's share, authorised and conditional capital structure as of the dates indicated below were as follows:

in CHF millions, except shares	Issued shares		Authorised capital		Conditional capital	
	Shares	Amount	Shares	Amount	Shares	Amount
<b>1 January 2016</b>	<b>174,474,937</b>	<b>174.5</b>	-	-	<b>19,566,804</b>	<b>19.6</b>
Share cancellation	(3,318,750)	(3.3)	n.a.	n.a.	n.a.	n.a.
<b>31 December 2016</b>	<b>171,156,187</b>	<b>171.2</b>	-	-	<b>19,566,804</b>	<b>19.6</b>
Changes in nominal amount and in authorised and conditional capital		(154.1)	8,557,809	0.9	(4,166,804)	(18.1)
<b>31 December 2017</b>	<b>171,156,187</b>	<b>17.1</b>	<b>8,557,809</b>	<b>0.9</b>	<b>15,400,000</b>	<b>1.5</b>
Share cancellation	(4,580,260)	(0.5)	(229,013)	(0.02)	n.a.	n.a.
<b>31 December 2018</b>	<b>166,575,927</b>	<b>16.6</b>	<b>8,328,796</b>	<b>0.8</b>	<b>15,400,000</b>	<b>1.5</b>
Share cancellation	(3,231,750)	(0.3)	(161,596)	(0.02)	n.a.	n.a.
<b>31 December 2019</b>	<b>163,344,177</b>	<b>16.3</b>	<b>8,167,200</b>	<b>0.8</b>	<b>15,400,000</b>	<b>1.5</b>

### 2.4 Shares and participation certificates

Adecco Group AG shares have a nominal value of CHF 0.10 each. All shares are fully paid registered shares and bear the same dividend and voting rights. Pursuant to Art. 7 of the Aol (<http://aoi.adecgroup.com>), the right to vote and all other rights associated with a registered share may only be exercised by a shareholder, usufructuary or nominee who is registered in the share register as the shareholder, usufructuary or nominee with right to vote.

As of 31 December 2019, there were no outstanding participation certificates.

### 2.5 Bonus certificates

Adecco Group AG has not issued bonus certificates (Genussscheine).

### 2.6 Limitations on registration, nominee registration and transferability

Each Adecco Group AG share represents one vote.

Acquirers of registered shares are recorded in the share register as shareholders with the right to vote upon request, provided that they declare explicitly to have acquired the registered shares in their own name and for their own account (Art. 4 sec. 2 of the Aol; <http://aoi.adecgroup.com>). Upon such declaration, any person or entity will be registered with the right to vote.

The Board may register nominees with the right to vote in the share register to the extent of up to 3% of the registered share capital as set forth in the Commercial Register. Registered shares held by a nominee that exceed this limit may be registered in the share register if the nominee discloses the names, addresses and the number of shares of the persons for whose account it holds 0.5% or more of the registered share capital as set forth in the Commercial Register. Nominees within the meaning of this provision are persons who do not explicitly declare in the request for registration to hold the shares for their own account or with whom the Board has entered into a corresponding agreement (refer to Art. 4 sec. 3 of the Aol; <http://aoi.adecgroup.com>). The Board may grant exemptions to this registration restriction (refer to Art. 4 sec. 6 of the Aol; <http://aoi.adecgroup.com>). In 2019, there were no such exemptions granted.

Corporate bodies and partnerships or other groups of persons or joint owners who are interrelated to one another through capital ownership, voting rights, uniform management, or otherwise linked, as well as individuals or corporate bodies and partnerships who act together to circumvent the regulations concerning the nominees (especially as syndicates), are treated as one nominee, respectively as one person within the meaning of this article (refer to Art. 4 sec. 4 of the Aol; <http://aoi.adecgroup.com>).

For further information regarding the procedure and conditions for cancelling statutory privileges and limitations on transferability of shares, refer to the Aol; <http://aoi.adecgroup.com>.

### 2.7 Convertible bonds and options

Adecco Group has no outstanding convertible bonds or options.

## Board of Directors, Executive Committee and compensation

### 3. Board of Directors

As of 31 December 2019, the Board of Adecco Group AG consisted of eight members. All members qualify as independent and non-executive members (see below 3.2). Committee memberships are shown as per 31 December 2019 but may have changed during 2019.



From left to right: Kathleen Taylor (Vice-Chair), Didier Lamouche, Ariane Gorin, Alexander Gut, Rolf Dörig (Chair), Regula Wallimann, David Prince, Jean-Christophe Deslarzes.

For Committee memberships please see sections 3.4.1 to 3.4.3.

## Board of Directors, Executive Committee and compensation (continued)

### 3.1 Biographies of members of the Board of Directors

The following sets forth the name, year of birth, entry date, nationality, professional education and principal positions of those individuals who served as members of the Board as of 31 December 2019. All members are elected for a one-year term of office until the end of the next Annual General Meeting of Shareholders.

#### Rolf Dörig

- Swiss national, born 1957.
- Rolf Dörig has been a member of the Board of Directors since May 2007. He has served on various committees and has been Chair of the Board of Directors since January 2009 and member of the Governance and Nomination Committee since April 2017. Rolf Dörig will not stand for re-election at the AGM of April 2020.
- Rolf Dörig obtained a doctorate degree in law (Dr. iur.) from the University of Zurich, Switzerland, and was subsequently admitted to the Bar. He also completed the Advanced Management Program at Harvard Business School (Boston), USA.
- After joining Credit Suisse in 1986, he held a number of executive positions in various areas of banking and different geographical markets. As a member of the Group Executive Board, he was assigned responsibility for Swiss corporate and retail banking from 2000 onwards. In 2002, he held the position of Chairman Switzerland. Rolf Dörig was Chief Executive Officer of the Swiss Life Group from November 2002 until May 2008, when he was elected to the Board of Directors.
- Rolf Dörig is Chairman of the Board of Directors of Swiss Life Holding AG<sup>1</sup>, member of the Board of Directors of dormakaba Holding AG<sup>1</sup> (until October 2020), member of the Board of Directors of Emil Frey Holding AG, all in Switzerland, and member of the Supervisory Board of Danzer Holding AG in Austria. In June 2017, Rolf Dörig was appointed Chairman of the Swiss Insurance Association (SIA). Furthermore, he is a member of the Board Committee of economiesuisse, Switzerland.

#### Kathleen Taylor

- Canadian national, born 1957.
- Kathleen Taylor has been a member of the Board of Directors and a member of the Audit Committee since April 2015 and since April 2017 Vice-Chair and a member of the Compensation Committee and the Governance and Nomination Committee. Furthermore, she has been a member of the Digital Platform and Technology Committee since April 2019.
- Kathleen Taylor obtained a Master's degree in Business Administration from Schulich School of Business, a law degree from Osgoode Hall Law School and a Bachelor of Arts (Honours) degree from the University of Toronto, all in Canada.
- Kathleen Taylor is the former President and Chief Executive Officer of Four Seasons Hotels and Resorts, Canada, where she served in a variety of senior leadership roles from 1989 to 2013.
- Kathleen Taylor has been a member of the Board of the Royal Bank of Canada<sup>1</sup> since November 2001, and its Chair since January 2014. She has also served as Chair of Altas Partners, Canada, since April 2019. She has been a director of the Canada Pension Plan Investment Board since October 2013 and a director of Air Canada<sup>1</sup> since May 2016.
- Kathleen Taylor is Chair of the Board of the SickKids Hospital Foundation, Canada, and a member of the Hospital's Board of Trustees. She is also a member of the Principal's International

Advisory Board of McGill University and of the Dean's Advisory Council of the Schulich School of Business of York University, both in Canada. She is a member of the National Council of the C.D. Howe Institute, Canada, and the Co-Chair of its Human Capital Policy Council.

#### Jean-Christophe Deslarzes

- Swiss national, born 1963.
- Jean-Christophe Deslarzes has been a member of the Board of Directors since April 2015. He has been Chair of the Compensation Committee since April 2018 (member since April 2016) and has been member of the Governance and Nomination Committee since April 2018. He was a member of the Audit Committee from April 2015 until April 2018.
- Jean-Christophe Deslarzes holds a master's degree in Law from the University of Fribourg, Switzerland.
- Jean-Christophe Deslarzes began his career in 1991 as a tax and legal consultant at Arthur Andersen in Switzerland. From 1994 to 2010, he worked at Rio Tinto and its predecessor companies, Alcan and Alusuisse, in human resources and general management roles in Europe and Canada, including as Senior Vice President Human Resources and member of the Executive Committee of Alcan Group as well as President and CEO, Downstream Aluminium Businesses, Rio Tinto, based in Canada. He served as Chief Human Resources and Organisation Officer and member of the Executive Board at Carrefour Group, based in France, from 2010 to 2013. From 2013 to 2019, Jean-Christophe Deslarzes was Chief Human Resources Officer and member of the Executive Committee of ABB Group<sup>1</sup>, based in Switzerland. Since February 2018, he has been Chairman of the Board of Directors of ABB India Limited<sup>1</sup>, India.

#### Ariane Gorin

- French and United States national, born 1974.
- Ariane Gorin has been a member of the Board of Directors and a member of the Audit Committee since April 2017 and has been Chair of the Digital Platform and Technology Committee since April 2019.
- She obtained an MBA degree from Kellogg School of Management, Northwestern University, Evanston, IL, USA and a Bachelor degree in Economics from University of California, Berkeley, CA, USA.
- Since 2013, Ariane Gorin has been member of the management team of Expedia Group<sup>1</sup>, headquartered in the USA. In December 2019 Ariane Gorin was named President of Expedia Business Services brand. She previously was President of the Expedia Partner Solutions and Senior Vice President and General Manager, Expedia Affiliate Network brand, based in the UK. She is a member of Expedia's Travel Leadership Team.
- From 2003 to 2013, Ariane Gorin served in various functions in Microsoft Corporation<sup>1</sup>, USA: initially as Strategic Initiatives Manager for the Enterprise Services Division in Europe, Middle East and Africa, thereafter as Business Manager Western Europe, and from 2007 to 2010 as Marketing Director and then Sales Director Small and Midmarket Business and Distribution for France, and finally from 2010 to 2013 as Director Office Products and Services for France, based in France.
- From 2000 to 2002 Ariane Gorin served as consultant at The Boston Consulting Group in France and in the USA.
- Ariane Gorin is a member of the Supervisory Board of Trivago, Germany.

<sup>1</sup> Listed company.

#### Alexander Gut

- British and Swiss national, born 1963.
- Alexander Gut has been a member of the Board of Directors since May 2010. He has served on various committees and has been Chair of the Governance and Nomination Committee since April 2018 and a member of the Digital Platform and Technology Committee since April 2019. He was a member of the Compensation Committee from April 2015 until April 2019.
- Alexander Gut holds a doctorate degree in business administration (Dr. oec. publ.) from the University of Zurich, Switzerland, and is a Swiss Certified Accountant.
- From 1991 to 2001 he was with KPMG in Zurich and London and from 2001 to 2003 with Ernst & Young in Zurich, where he became a partner in 2002. From 2003 to 2007 he was a partner with KPMG in Zurich, where he became a member of the Executive Committee of KPMG Switzerland in 2005.
- Alexander Gut is the founder and managing partner of Gut Corporate Finance AG. Furthermore, he is a member of the Board of Directors of Credit Suisse Group<sup>1</sup> (until April 2020) and Credit Suisse (Switzerland) AG (until April 2020), both in Switzerland. Until June 2019 he was a member of the Board of Directors of SIHAG Swiss Industrial Holding AG, Switzerland.

#### Didier Lamouche

- French national, born 1959.
- Didier Lamouche has been a member of the Board of Directors since April 2011. He has been a member of the Compensation Committee and the Digital Platform and Technology Committee since April 2019. He was a member of the Audit Committee from April 2017 until April 2019 and of the Corporate Governance Committee from April 2011 until April 2017.
- Didier Lamouche obtained a PhD and Engineer Degree in semiconductor technology from Ecole Centrale de Lyon, France.
- He was CEO of Altis Semiconductor from 1998 to 2003. From 2003 to 2005, he held the position of Vice President of Worldwide Semiconductor Operations at IBM Microelectronics. From 2005 to 2010, Didier Lamouche was Chairman and Chief Executive Officer at Bull. As of 2006 he held various Board and Executive roles at STMicroelectronics, Switzerland and from December 2011 until March 2013, he was President of the Executive Board and CEO of ST-Ericsson S.A., Switzerland. From April 2013 to October 2018, he was CEO of Idemia (formerly Oberthur Technologies), France. Since 2019, Didier Lamouche has been chairman of the Boards of UTIMACO, Germany and QUADIENT<sup>1</sup>, France.
- Didier Lamouche has held mandates as non-executive director at boards of various listed and non-listed companies.

#### David Prince

- British national, born 1951.
- David Prince has been a member of the Board of Directors since June 2004. He has served on various committees and has been Chair of the Audit Committee from April 2015 until April 2019 where he is still a member. Since April 2017 he is a member of the Governance and Nomination Committee.
- David Prince is an associate member of the Chartered Institute of Management Accountants (CIMA) and the Chartered Institute of Purchasing and Supply (CIPS).
- He started his career in the oil and gas industry as part of a management trainee scheme at British Gas, later attending business school in the UK. Following accountancy roles at Philips Industries and TRW, he joined Cable & Wireless, holding accountancy, general management and group marketing positions in the UK and in Hong Kong. From 1994 to 2000, he worked for Hong Kong Telecom plc (HKT) as Group Finance Director, followed by an appointment as Deputy CEO. In 2000, David Prince became Group CFO of PCCW plc, Hong Kong. From 2002 to 2004, he worked for Cable & Wireless as Group Finance Director. Since 2004 he has acted as investment advisor to companies based in Asia, China and Australia.
- David Prince was a member of the Board of Directors and Chairman of the Audit Committee of ARK Therapeutics, UK until March 2013, and is a member of the Board of Directors of SmarTone Telecommunications Holdings Ltd<sup>1</sup>, Hong Kong and of various companies in the Wilson Parking Group, Australia. He has been a non-executive director of the Board of Sunevision Holdings Ltd.<sup>1</sup>, Cayman Islands since October 2016.

#### Regula Wallimann

- Swiss national, born 1967.
- Regula Wallimann has been a member of the Board of Directors since April 2018. She has been Chair of the Audit Committee since April 2019 (member since April 2018).
- She obtained a business degree (lic. oec. HSG) from University of St. Gallen, Switzerland and is a Certified Public Accountant, both Swiss and US.
- From 1993 to 2017, Regula Wallimann worked for KPMG Switzerland, where she acted during 14 years as global lead partner for various large listed and non-listed international and national clients. From 2012 to 2014, Regula Wallimann was member of KPMG Switzerland's strategic Partners' Committee.
- Regula Wallimann has been non-executive board member and member of the audit committee of Straumann Holding AG<sup>1</sup> since 2017, Switzerland, and Chair of the audit and risk committee since April 2019. In addition, she has been non-executive board member and head of the finance and audit committee of Swissgrid AG since 2017, Switzerland. Furthermore, she has been a non-executive board member and member of the audit committee since April 2018 and member of the nomination committee since April 2019 of Helvetia Holding AG<sup>1</sup>, Switzerland. She has been member of the supervisory board of the institute for Accounting, Control and Auditing of the University of St. Gallen, Switzerland, since 2010.

<sup>1</sup> Listed company.

#### Members of the Board of Directors who left in 2019

No member left the Board of Directors in 2019.

## Board of Directors, Executive Committee and compensation (continued)

### 3.2 Other activities and vested interests of the Board of Directors

Except those described in section 3.1 “Biographies of members of the Board of Directors”, no permanent management/consultancy functions for significant domestic or foreign interest groups, and no significant official functions or political posts are held by the members of the Board of Adecco Group AG. The Board regularly assesses the independence of its members.

As of 31 December 2019, all members of the Board were independent and non-executive, none of them (i) having been in an executive function with the Company during the past three years, or (ii) having any other significant or important business relation with the Adecco Group, or (iii) having served directly or indirectly as or for the auditors of the Adecco Group.

The Company provides services in the normal course of business at arm’s length terms to entities that are affiliated with certain of its officers, members of the Board and significant shareholders through investment or board directorship.

The Aol (Art. 16 sec. 4; <http://aoi.adecgroup.com>) limit the number of mandates that may be assumed by members of the Board in directorial bodies of legal entities not affiliated with the Company. All members of the Board have complied with these requirements.

### 3.3 Elections and terms of office

Pursuant to the Aol, the Board consists of at least five members (Art. 16 sec. 1 of the Aol; <http://aoi.adecgroup.com>). Members of the Board are elected individually for a term of office of one year, until the end of the next AGM, and may be re-elected for successive terms (Art. 16 sec. 2 of the Aol; <http://aoi.adecgroup.com>). Adecco Group AG’s Aol (<http://aoi.adecgroup.com>) do not limit the number of terms a member may be re-elected to the Board. Candidates to be elected or re-elected to the Board are proposed by the Board to the AGM. For succession-planning considerations, see section 3.4.1.

In advance of any candidates of the Compensation Committee being proposed by the Board to the AGM for individual election, the Board reviews and confirms the specific independence of the Committee’s members-to-elect.

The AGM elects individually the members of the Board, its Chair and the members of its Compensation Committee.

As of 31 December 2019, the Board is composed of eight non-executive members.

### 3.4 Internal organisational structure

The Board holds the ultimate decision-making authority of Adecco Group AG for all matters except those reserved by law or the Aol (<http://aoi.adecgroup.com>) to the shareholders. It determines the overall strategy of the Company and supervises the management of the Company.

The Chair of the Board of Directors is a non-executive member of the Board. He performs his role on a part-time basis, providing leadership to the Board which operates under his direction. The Chair sets the agenda of the Board’s meetings and drives key Board topics, especially regarding the strategic development of the Adecco Group. Any member of the Board may request that an item be included on the agenda. The Chair works with the Committee chairs to co-ordinate the tasks of the

Committees and regularly attends Committee meetings as a guest without voting power (except for the GNC where he is a regular member). The Chair further ensures that the members of the Board are provided, in advance of meetings, with adequate materials to prepare for the items tabled. The Board recognises the importance of being fully informed on material matters involving the Company and seeks to ensure that it has sufficient information to take appropriate decisions by, at the decision of the Chair, inviting members of management or other individuals to report on their areas of responsibility, conducting regular meetings of the respective Committees of the Board with management, and retaining outside consultants and independent auditors (Auditors) where appropriate, as well as through regular distribution of important information to its members. On behalf of the Board, the Chair exercises the ongoing overall supervision and control of the course of business and the activities of the CEO and the EC; he conducts a regular exchange with the CEO and other members of the EC. In urgent situations, the Chair may also determine necessary measures and take steps falling within the scope of the competencies of the Board until the Board of Directors takes a decision. If a timely decision cannot be reached by the Board, the Chair is empowered to take a decision. The Chair is also in charge of chairing the AGM and, together with the CEO, takes an active role in representing Adecco to key shareholders, investors, regulators and industry associations as well as other external stakeholders.

The Board’s committees are the Audit Committee, the Governance and Nomination Committee, the Compensation Committee, and the Digital Platform and Technology Committee.

At its meetings, the Board receives reports on its committees’ work, findings, proposals and decisions. Decisions are taken by the Board as a whole, with the support of the respective committee. The Chair has a casting vote. If a member of the Board has a personal interest in a matter, other than an interest in his/her capacity as a shareholder of Adecco Group AG, adequate measures are taken; such measures may include abstention from voting, where adequate. The Board has established numerous policies and rules. The awareness of and compliance with them is closely monitored.

Each committee has a written charter outlining its duties and responsibilities, and regularly meets with management and, where appropriate, outside consultants. Committee members are provided, in advance of meetings, with adequate materials to prepare for the items on their agenda.

The Board of Directors, in line with best practices, is continuously reviewing the allocation of tasks of its committees.

The Adecco Group pursues an integrated approach to purpose, responsible and sustainable business conduct, and shared value creation. Issues considered material from a sustainability and stakeholder perspective are aligned and embedded with the Adecco Group’s overall strategic priorities and business objectives, as outlined in the Adecco Group’s respective policies and rules regarding sustainability. With its members as stewards of the Company, the Board has thus ultimate responsibility for the overall strategic direction and oversight of these matters, but has assigned certain of these duties and responsibilities to its Governance and Nomination Committee. There is regular engagement between this Board committee and the relevant management functions who address these issues on a day-to-day basis with the Board receiving formal updates at least twice a year.

The Adecco Group Board members thereby contribute based on their diverse backgrounds, industry experiences, professional roles, and viewpoints. Board members’ extensive experience in human resources and senior leadership roles provide, for example, valuable insights towards the Adecco Group’s strategic priorities of skilling and enabling workers, attracting, engaging and retaining talent, as well as promoting inclusion and diversity. Specific expertise in the technology industry helps to address challenges and opportunities tied to driving digital transformation. Backgrounds in the travel, hospitality, and extractive industries support in achieving solutions related to topics such as

human rights, workforce vitality/health and safety, and environmental impact. Board members’ considerable risk management, financial and audit knowledge provide the basis for ensuring responsible, sustainable business conduct overall. Taken together, these comprehensive capabilities position the Board of Adecco Group AG well towards supporting the Company’s vision of making the future work for everyone.

In 2019, the Board held 10 meetings in person and phone conferences.

#### Number and duration of meetings and phone conferences during 2019:

	Full Board of Directors	Audit Committee	Governance and Nomination Committee	Compensation Committee	Digital Platform and Technology Committee
Number of meetings in person	6	5	5	5	5
Number of phone conferences	4	5	2	1	
<b>Total number of meetings</b>	<b>10</b>	<b>10</b>	<b>7</b>	<b>6</b>	<b>5</b>
Average duration in hours:					
• Meetings in person	5½ <sup>1</sup>	2½	2½	2	2
• Phone conferences	½	1	1	1	

#### Attendance at meetings and phone conferences during 2019:

	Full Board of Directors	Audit Committee <sup>1</sup>	Governance and Nomination Committee	Compensation Committee	Digital Platform and Technology Committee
<b>Number of meetings in total</b>	<b>10</b>	<b>10</b>	<b>7</b>	<b>6</b>	<b>5</b>
Rolf Dörig	10	10 <sup>2</sup>	7	6 <sup>2</sup>	5 <sup>2</sup>
Kathleen Taylor <sup>3</sup>	10	10	7	6	5
Jean-Christophe Deslarzes	9	2 <sup>2</sup>	7	6	1 <sup>2</sup>
Ariane Gorin <sup>3</sup>	9	9	1 <sup>2</sup>	1 <sup>2</sup>	5
Alexander Gut <sup>3,4</sup>	10	3 <sup>2</sup>	7	3	5
Didier Lamouche <sup>3,5</sup>	8	7		3	3
David Prince	10	10	7		2 <sup>2</sup>
Regula Wallimann	10	10			1 <sup>2</sup>

<sup>1</sup> In three Audit Committee meetings, Board members not being member of the Audit Committee attended as guests without voting right.

<sup>2</sup> Guest, without voting right.

<sup>3</sup> Member of the Digital Platform and Technology Committee since 16 April 2019.

<sup>4</sup> Member of the Compensation Committee until 16 April 2019.

<sup>5</sup> Member of the Audit Committee until 16 April 2019, and member of the Compensation Committee since 16 April 2019.

The Board has discussed and assessed its own (including its committees’) and its members’ performance in 2019 as every year. The Board concluded that the Board performed well and has the necessary resources and capacities available.

#### 3.4.1 Governance and Nomination Committee (GNC)

The GNC’s primary responsibility is to assist the Board in carrying out its responsibilities as they relate to strategy, governance, sustainability and public responsibility, business environment, relations with shareholders and other stakeholders, nomination, succession and talent development. The GNC is amongst others charged with:

- Supporting the preparation of defining strategic opportunities and priorities for the Company;
- Reviewing the Company’s corporate governance structures and principles and independence rules, including principles and measures on Corporate Responsibility, as well as reassessing such principles and rules, including the Company’s Code of Conduct

<https://www.adecgroup.com/our-company/code-of-conduct/>, to ensure that they remain relevant and in line with legal and stock exchange requirements; recommendations as to best practice are also reviewed to ensure compliance;

- Overseeing the Company’s monitoring of the market and regulatory developments, including questions of market-related risks;
- Analysing the composition and type of shareholders and reviewing, amongst others, the Company’s dividend policy;

## Board of Directors, Executive Committee and compensation (continued)

- Overseeing the Company's initiatives and reviewing the principles related to sustainable and responsible business conduct, by identifying and prioritising the Company's social, regulatory, economic and ecological challenges and opportunities and reporting on its efforts;
- Providing recommendations to the Board regarding its size and composition. For this purpose, the GNC has developed and monitors, based on the needs of the Board and the attributes of its members, criteria such as independence and diversity in all its aspects, including senior leadership experience in a global enterprise, experience in areas of strategic importance for the Company, in particular in HR, Digital and IT or in geographical regions of importance, financial expertise, transformation and change expertise as well as age and gender for the selection of potential candidates to be elected or re-elected as members of the Board and its committees. The GNC is mandated to identify individuals who meet such criteria and to recommend them to the Board as candidates for election to ensure that the long-term succession planning provides for a balance of necessary competencies and an appropriate diversity of its members over time. The candidates to the Board must possess the necessary profile, qualifications and experience to discharge their duties. Newly appointed Board members receive an appropriate introduction into the business and affairs of the Company. Furthermore, the GNC is mandated to review candidates proposed and to assess and advise the Board on whether they meet such criteria;
- Providing recommendations to the Board regarding the selection of candidates for the EC;
- Assuring talent development including retention and succession planning;
- Ensuring that self-evaluations of the Board and of its committees are carried out and monitored, with a view to appropriate measures of improvement.

After the creation of the Board's new Digital Platform and Technology Committee (DPTC) and the corresponding assignment of responsibilities between the Board committees, beginning with the office period AGM 2019, the GNC has its focus of activities on matters related to Governance, Nomination and Talent Development.

The GNC defines its annual programme and roadmap according to focus topics of the year. In 2019, the GNC held seven meetings. The CEO represents the EC in the meetings. The Chief Human Resources Officer typically participates in the meetings for specific topics.

All members of the GNC, including the Chair, are considered independent as per paragraph 1 and 2 of section 3.2 and the independence requirements of the Swiss stock exchange.

As of 31 December 2019, the members of the GNC were:

Name	Position
Alexander Gut	Chair of the GNC
Jean-Christophe Deslarzes	Member
Rolf Dörig	Member
David Prince	Member
Kathleen Taylor	Member

### 3.4.2 Audit Committee (AC)

The AC's primary responsibility is to assist the Board in carrying out its responsibilities as they relate to the Company's accounting policies, internal controls and financial reporting practice, thus overseeing management regarding the:

- Integrity of the Company's financial statements and other financial reporting and disclosure to any governmental or regulatory body and to the public and other users thereof;
- Adequacy and effectiveness of the systems of the Internal Controls Over Financial Reporting (ICOFR) and of the disclosure controls;
- Performance of the Company's internal audit function;
- Qualifications, engagement, compensation, independence and performance of the Company's Auditors, their conduct of the annual audit and their engagement for any other services (refer to section 8. "Auditors");
- Company's compliance with legal and regulatory requirements relating to accounting, auditing, financial reporting and disclosure, or other financial and non-financial matters.

The AC has established a roadmap which determines the Committees' main discussion topics throughout the year. In 2019, the AC held ten meetings and phone conferences. For specific subjects, the CEO represents the EC in the meetings. The Chief Financial Officer (CFO), the Head of Group Internal Audit, the Group General Counsel and the partners of the Auditors typically participate in the meetings. For compliance reporting matters, the Head of Group Compliance Reporting participates in the meetings. Usually, the Board's Chair participates in the Committee's meetings as guest without voting right.

All members of the AC, including the Chair, are considered independent as per paragraph 1 and 2 of section 3.2 and the independence requirements of the Swiss stock exchange.

As of 31 December 2019, the members of the AC were:

Name	Position
Regula Wallimann	Chair of the AC
Ariane Gorin	Member
David Prince	Member
Kathleen Taylor	Member

### 3.4.3 Compensation Committee (CC)

The CC's primary responsibility is to assist the Board in carrying out its responsibilities as they relate to the Company's compensation matters at executive level. In case of discussions and negotiations on individual compensation packages of the EC, the CC exclusively considers the best interest of the Company. The CC is mainly responsible for the following functions:

- Providing recommendations to the Board regarding the general compensation policy of the Company, including incentive compensation plans and equity-based plans, including plan details pertaining to e.g. holding periods, adjustment procedures, reclaim provisions and cancellation of payments;
- Assisting the Board in preparing the proposals to be presented to the AGM for approval of remuneration of the Board and of the EC.

In addition to being independent as per paragraph 1 and 2 of section 3.2 and the independence requirements of the Swiss stock exchange, no member has accepted any consulting, advisory or other compensatory fee from the Company (other than fees for service on the Board). As the members of the CC are also not affiliated persons of the Company, they are independent.

The CC has established a roadmap which determines the Committee's main discussion topics throughout the year. In 2019, the CC held six meetings. For specific subjects, the CEO represents the EC in the meetings. The Chief Human Resources Officer typically participates in the meetings. Members of management do not participate in CC meetings when their individual compensation matters are discussed. Usually, the Board's Chair participates in the Committee's meetings as guest without voting right.

As of 31 December 2019, the members of the CC were:

Name	Position
Jean-Christophe Deslarzes	Chair of the CC
Didier Lamouche	Member
Kathleen Taylor	Member

### 3.4.4 Digital Platform and Technology Committee (DPTC) (as of AGM 2019)

The DPTC's primary responsibility is to assist the Board in carrying out its responsibilities as they relate to the Company's digital and technology strategy, particularly relating to:

- Digital products and technologies: Receive updates on emerging technologies and trends, their potential impact on or application within the Adecco Group, and management's plan for capitalising on these;
- Oversee management's investments in digital capabilities, either as a disrupter or as an enabler to increase the efficiency and improve client and candidate satisfaction in the core business, with a lens on what to build internally versus where to partner;
- Digital ventures: Oversee the performance of and investment in current and future digital ventures, whether acquisitions or organic investments; Oversee management's plan for how the digital ventures and global Adecco Group brands interact and leverage each other's capabilities;
- Data: Oversee management's investment in data and data science as an enabler to differentiate and outperform, ensuring data use abides by relevant regulatory frameworks;
- Partnerships: Oversee management's structuring of relationships with global technology platforms.

The DPTC has established a roadmap which determines the Committee's main discussion topics throughout the year, structured around the focus areas above. In 2019, the DPTC held five meetings. The CEO, the Chief Digital Officer and the Chief Information Officer typically participate in the DPTC meetings. For specific subjects, the Chief Financial Officer (CFO) participates in the meetings. Usually, the Board's Chair participates in the Committee's meetings as guest without voting right. As of AGM 2020, the DPTC will be named Digital Committee.

As of 31 December 2019, the members of the DPTC were:

Name	Position
Ariane Gorin	Chair of the DPTC
Alexander Gut	Member
Didier Lamouche	Member
Kathleen Taylor	Member

### 3.5 Responsibilities of the Board and the CEO

In addition to the determination of the overall strategy of the Company and the supervision of management, the Board addresses key matters such as acquisitions, long-term financial commitments, management structure, risk management, budget approval, compensation policy, corporate identity policy, guidelines and policy statements. The Board determines the strategy and objectives of the Company and the overall structure of the Adecco Group developed by the CEO together with the EC. With the support of the AC, it reviews and approves the statutory financial statements of Adecco Group AG and the consolidated financial statements of the Adecco Group. The Board also considers other matters of strategic importance to the Company. Subject to the powers reserved to the Board, the Board has delegated the co-ordination of the day-to-day business operations of the Company to the CEO. The CEO is responsible for the implementation of the strategic and financial plans approved by the Board and represents the overall interests of the Company vis-à-vis third parties.

### 3.6 Information and control instruments

The Board's instruments of information and control vis-à-vis management consist of the following main elements:

- All members of the Board regularly receive information about current developments;
- The CEO reports to the Chair of the Board on a regular basis, while extraordinary events are communicated immediately;
- Formal meetings of the Board and of the Board's committees including sessions with the CEO and with other members of the EC or other individuals, at the invitation of the Chair;
- Informal meetings and phone conferences between members of the Board and the CEO, as well as with other members of the EC;
- The management information system of the Company which includes (i) the monthly financial results including key performance indicators and (ii) a structured quarterly operational review of the major countries. Summarised consolidated monthly reports are distributed to each member of the Board; further details are provided to the members of the Board upon request;
- The Group Internal Audit function as established by the Board; the Head of Group Internal Audit reports to the AC and has periodic meetings with its Chair; the responsibilities of Group Internal Audit are defined by the AC as part of their oversight function in coordination with the CEO and CFO. Group Internal Audit is concerned with the assessment of how the Company (i) complies with pertinent laws, regulations and stock exchange rules relating to accounting, auditing, financial reporting and disclosure or other financial matters, (ii) conducts its related affairs, and (iii) maintains related controls;
- The Company has a risk management process in place which is adequate for the size, complexity and risk profile of Adecco Group AG and focuses on managing risks as well as identifying opportunities: refer to the Company Report, section "Risk management and principal risks" and to Note 19 "Enterprise risk management" to the consolidated financial statements of the Adecco Group. The process is embedded in the Company's strategic and organisational context and covers the significant risks for the Company including financial, operational and strategic risks. The Board oversees the management's risk analysis and the key measures taken based on the findings of the risk review process;
- External Audit: refer to section 8. "Auditors".

## Board of Directors, Executive Committee and compensation (continued)

### 4. Executive Committee



1. Jan Gupta, 2. Federico Vione, 3. Sergio Picarelli, 4. Alain Dehaze, 5. Enrique Sanchez, 6. Teppo Paavola, 7. Christophe Catoir, 8. Gordana Landen, 9. Ian Lee, 10. Stephan Howeg, 11. Hans Ploos van Amstel

## Board of Directors, Executive Committee and compensation (continued)

### 4. Executive Committee

#### 4.1 Biographies of the members of the Executive Committee

The following sets forth the name, year of birth, year of entry to the Company, nationality, professional education and principal positions of those individuals who served as members of the EC of the Company as per 31 December 2019.

##### Alain Dehaze

- Belgian national, born 1963.
- Chief Executive Officer since September 2015, Regional Head of France from August 2011 to August 2015, Regional Head of Northern Europe from October 2009 to July 2011. Member of the EC since October 2009.
- Alain Dehaze joined the Adecco Group in September 2009 as Regional Head of Northern Europe.
- Alain Dehaze trained as a commercial engineer at the ICHEC Brussels Management School, Belgium.
- From 1987 until 2000, Alain Dehaze held senior positions in a number of European countries at Henkel and ISS. In 2000, he became Managing Director of Creyf's Interim in Belgium (now Start People). From 2002 to 2005, he was Chief Executive Officer of Solvus. Following the acquisition of Solvus by USG People, the Netherlands, in 2005, he became the Chief Operating Officer of USG People, with overall responsibility for operations, including the integration of Solvus. From September 2007 until 2009, he was CEO of the staffing services company Humares, the Netherlands. Since January 2016, Alain Dehaze is a member of the board of the Global Apprenticeship Network (GAN). Furthermore, Alain Dehaze was Vice President of the Board of the European Confederation of Private Employment Agencies (Eurociett) and member of the Board of the International Confederation of Private Employment Agencies (Ciett) between December 2010 and December 2015. From August 2017 until January 2019, he has been a member of the ILO Global Commission on the Future of Work. He also serves as Steward of the World Economic Forum (WEF) System on Education, Gender and Work and as Co-Chair of the Governors for the WEF's Professional Services Industry Community.

##### Hans Ploos van Amstel

- Dutch national, born 1965.
- Chief Financial Officer and member of the EC since September 2015, until H1 2020.
- Hans Ploos van Amstel holds a Bachelor of Arts from the Economische Hogeschool of Eindhoven, and an MBA in Marketing & Finance from the University of Brabant, both in the Netherlands.
- Hans Ploos van Amstel started his career in Finance at Procter & Gamble (P&G) in the Netherlands in 1989. Between 1992 and 2003, he held positions of increasing responsibility in P&G across Saudi Arabia, Germany, Belgium and Switzerland. In 2003, he joined Levi Strauss & Co. in Belgium, as Vice President Finance & Operation Europe, and moved to the USA as global Chief Financial Officer in 2005. In his most recent position, Hans Ploos van Amstel was CFO of COFRA Group from 2009 to 2013, before acting as co-CEO of C&A Europe for a transition period until 2015.

##### Christophe Catoir

- French national, born 1972.
- Regional Head of France and Northern Europe and member of the EC since September 2015.
- Christophe Catoir joined Groupe Adecco France as Internal Auditor in 1995.
- Christophe Catoir graduated from the IESEG School of Management, France.
- Between 1995 and 2005, Christophe Catoir held positions as Finance Manager and Regional Manager. In 2005, he was appointed Head of Permanent Placement activities in France and became a member of the Groupe Adecco France management team in 2007. In 2009, Christophe Catoir was appointed Managing Director of Adecco South-East France. In 2012, he was appointed Managing Director for Professional Staffing Groupe Adecco France.

##### Ian Lee

- Singapore national, born 1962.
- Regional Head of Asia Pacific including Australia, New Zealand and India, and member of the EC since January 2018.
- Ian Lee joined the Adecco Group in September 2017.
- Ian Lee gained his Bachelor's degree in Finance with Honours (Magna cum Laude) in 1989 and an MBA in Finance in 1990, both from the Indiana University Kelley School of Business in the USA.
- Ian Lee started his career with Procter & Gamble (P&G) in 1990 in Cincinnati, USA, and subsequently held positions of increasing responsibility in the USA, China and Taiwan. In 2003 he joined the Whirlpool Corporation, holding various positions including VP of Corporate Affairs and Business Development, VP of Asia North, VP and General Manager of China and VP and CFO of Asia.
- Ian is part of the Global Dean's Advisory Council at Indiana University Kelley School of Business and was also Adjunct Professor of Business at Nanjing University, China, from 2010 to 2012.

##### Sergio Picarelli

- Italian national, born 1967.
- Regional Head of North America, UK and Ireland Professional Staffing and global oversight of Lee Hecht Harrison, General Assembly, Badenoch + Clark, Spring Professional and Pontoon since January 2019. Regional Head of Italy, Eastern Europe and MENA and India from October 2015 until December 2018 (India until December 2017). Chief Sales Officer from October 2009 to September 2015. Member of the EC since October 2009.
- Sergio Picarelli graduated in business administration from Bocconi University, Milan, Italy.
- In 1993, Sergio Picarelli joined the Adecco Group in Italy, starting as Managing Director of an Adecco Group Company (Permanent Placement). In 1997, he was appointed Chief Sales and Marketing Director Italy. From 2002 to 2004 Sergio Picarelli served as Regional Head for Central Europe and was thereafter appointed Chief Operating Officer of the Adecco Group Staffing Division Worldwide. From 2005 to 2009 he served as Country Manager of Adecco Italy & Switzerland (Switzerland until the end of 2008).

##### Enrique Sanchez

- Spanish national, born 1967.
- Regional Head of Iberia, Italy, Eastern Europe & MENA since January 2019. Regional Head of Iberia and Latin America from 2009 to 2018. Member of the EC since October 2009. He is President of the Board of Trustees of the Adecco Spain Foundation.
- Enrique Sanchez obtained a degree in business psychology at Complutense University, Madrid, Spain. He has taken Executive Programs in Business Management and Leadership at IESE, IMD, IE and INSEAD.
- Enrique Sanchez joined the Adecco Group in 1993 as Sales Representative, became Branch Manager in 1994, Regional Manager of Madrid in 1996 and in 1998 was appointed Operation Manager of Adecco Spain, in charge of the Staffing Business. In 2001 he became Country Manager of Adecco Spain and Portugal. From 2003 to 2005, Enrique Sanchez was General Manager for Spain and Portugal, and was also responsible for the development of the Company in Latin America and Eastern Europe. In 2004 and 2005, he held also responsibility for Italy and the Netherlands.

##### Federico Vione

- Italian national, born 1972.
- Regional Head of North America, UK & Ireland General Staffing since April 2017 and of Latin America since January 2019, Chief Sales & Innovation Officer from October 2015 to March 2017. Regional Head of Italy, Eastern Europe & India from September 2011 to September 2015 (incl. MENA as of 2012), Regional Head of Italy & Eastern Europe from October 2009 to August 2011. Member of the EC since October 2009.
- Federico Vione graduated in economics from Università G. D'Annunzio in Pescara, Italy.
- Federico Vione joined the Adecco Group in 1999 as Branch Manager and was subsequently appointed Manager of the Abruzzo-Molise area. In 2001, he became the National Key Account Manager for the Chemical and Pharma sector, and subsequently for the Large-Scale Trade sector. After various roles in Ajilon in Europe, and further functions at Group level and Head of Eastern Europe, he was appointed Country Manager Italy in 2009.
- Federico Vione was Vice President of Assolavoro (Associazione Nazionale delle Agenzie per il Lavoro), Italy, between 2010 and 2012.

##### Jan Gupta

- German national, born 1967.
- Jan Gupta joined the Adecco Group in May 2019 as President of Modis, and member of the EC.
- Jan Gupta graduated in Engineering and Economics and holds a PhD in Mechanical Engineering both from Aachen University, Germany.
- From 1997 to 2014, Jan Gupta held various senior leadership positions at global division level with Freudenberg Group, Germany. From 2014 to 2018, Jan Gupta served as Chief Operating Officer and member of the board of Schunk Group, Germany.
- From 2014 to 2018, Jan Gupta led two advisory boards of small high-tech companies in the automotive and semiconductor industry in Austria and the Netherlands.

##### Gordana Landen

- Swedish national, born 1964.
- Chief Human Resources Officer and member of the EC since 7 January 2019.
- Gordana Landen joined the Adecco Group as Chief Human Resources Officer in January 2019.
- Gordana Landen holds a Bachelor's degree in Human Resource Development and Labour Relations from Stockholm University.
- Gordana Landen held a number of senior positions at Ericsson in Sweden, the UK and the United States from 1993 to 2008. Between 2008 and 2015, she was Senior Vice President Group Human Resources and member of the Executive Management Team at Svenska Cellulosa Aktiebolaget (SCA), Sweden. From 2015 to 2018, Gordana Landen served as Group Chief Human Resources Officer at Signify (formerly Philips Lighting), The Netherlands.

##### Stephan Howeg

- Swiss and German national, born 1965.
- Chief Marketing & Communications Officer and member of the EC since September 2015. As of 1 January 2020, Stephan Howeg has assumed the role of Chief of Staff and Communications Officer, member of the EC. He is a member of the Board of Trustees of the Adecco Group Foundation, Switzerland.
- Stephan Howeg joined the Adecco Group in February 2007 as Senior Vice President of Corporate Communications and Global Marketing Partnerships. In 2008, he was appointed Global Head of Group Communications and in September 2015 Chief Marketing & Communications Officer and member of the EC.
- Stephan Howeg has a Master's Degree in History, Philosophy & Sociology from the University of Zurich, Switzerland, as well as having completed a four-year apprenticeship in Mechanics, and Executive Programs in General Management, Leadership and Digital Marketing at IMD, INSEAD and Harvard Business School.
- Between 1997 and 2001, Stephan Howeg was Head of Corporate Communications & Marketing at Sunrise Communications, Switzerland. In 2001 he joined Ascom, Switzerland, as Global Head Marketing, Corporate Communications & Investor Relations. From 2003 to 2007, he served as Head of Corporate Communications & Public Affairs for Cablecom (today UPC), Switzerland.
- Since 2018, Stephan Howeg has been a member of the board of economiesuisse.

##### Rob James

- Until December 2019. Refer to biography on page 82.



## Board of Directors, Executive Committee and compensation (continued)

### Teppo Paavola

- Finnish national, born 1967.
- Chief Digital Officer and member of the EC since 14 January 2019.
- Teppo Paavola joined the Adecco Group as Chief Digital Officer in January 2019.
- Teppo Paavola holds an MBA from INSEAD and a Master's degree in Economics from Helsinki School of Economics.
- Teppo held several executive positions at Nokia between 2004 and 2012, Finland, including Vice President and General Manager of Mobile Financial Services. From 2012 to 2014 he was Vice-President, Head of Global Business Development, M&A and Developer Relations at PayPal, United States and from 2014 to 2018 Chief development officer and general manager of New Digital Businesses at BBVA Group, Spain. He is a board member of 3 Step IT.

### Members of the Executive Committee who left in 2019

#### Mark De Smedt

- Belgian national, born 1961.
- Regional Head of Northern Europe since January 2016, Chief Human Resources Officer from January 2014 to April 2016. Member of the EC since January 2014 until 31 March 2019.
- Mark De Smedt has a degree in Commercial Engineering from the Free University of Brussels and has attended MBA/Management programmes in Chicago, Harvard, INSEAD and the London Business School.
- Mark De Smedt joined the Adecco Group in 2009 as Country Manager for Belgium & Luxembourg. He was previously a founder of Professional Staffing specialist XPE Group, acquired by the Adecco Group in 2009. Prior to this, he was responsible for the Adecco Group's Benelux operations between 2002 and 2007. Before Mark De Smedt joined the staffing industry, he held various executive positions at Exxon, Wang, Apple, Citibank, and Scoot in France, Netherlands, Spain and Belgium.
- Mark De Smedt left the Adecco Group on 31 March 2019.

#### Rob James

- British national, born 1961.
- Chief Information Officer since August 2016 until December 2019 and member of the EC from January 2018 until December 2019.
- Rob James gained his Bachelor of Science Degree in Mathematics with Honours from University College London.
- Rob James started his career in IT at Xerox in Europe in 1984. He subsequently moved to Procter & Gamble (P&G) in Cincinnati and between 1988 and 2002 held positions of increasing responsibility before becoming Global CIO for P&G's Pharmaceutical Division. In 2003 he joined Novartis as US CIO, before moving to Switzerland, where he was Group CIO from 2010 until 2016.
- Rob James left the Executive Committee on 31 December 2019 and took on the leadership of the global flagship Adecco Foundation programme, Win4Youth.

### 4.2 Other activities and vested interests

Except those described above in 4.1 "Biographies of the members of the Executive Committee", no further permanent management/consultancy functions for significant domestic or foreign interest groups, and no significant official functions or political posts are held by the members of the EC of Adecco Group AG.

The Aol (Art. 16 sec. 4; <http://aoi.adecgroup.com>) limit the number of mandates that may be assumed by members of the EC in directorial bodies of legal entities not affiliated with the Company and its subsidiaries. The members of the EC have complied with these requirements.

### 4.3 Management contracts

There are no management contracts between the Company and external providers of services.

## 5. Compensation, shareholdings and loans

Please refer to the Remuneration Report.

The Aol (Art. 14<sup>bis</sup>; <http://aoi.adecgroup.com>) define the principles of the AGM's say on pay.

The Aol (Art. 20<sup>bis</sup>; <http://aoi.adecgroup.com>) define the principles applicable to performance-related pay and to the allocation of equity securities, convertible rights and options, as well as the additional amount for payments to members of the EC appointed after the AGM's vote on pay.

In Art. 20 sec. 1 and 20<sup>bis</sup> sec. 1, the Aol (<http://aoi.adecgroup.com>) determine rules on post-employment benefits for members of the Board and of the EC.

The Aol do not foresee the granting of loans and credit facilities to members of the Board and of the EC; advances for this group of individuals in connection with administrative or judicial proceedings are allowed (Aol; Art. 20 sec. 2; (<http://aoi.adecgroup.com>)).

## Further information

### 6. Shareholders' rights

Please also refer to the Aol (<http://aoi.adecgroup.com>).

#### Information rights

Swiss law allows any shareholder to obtain information from the Board during the General Meeting of Shareholders provided that no preponderant interests of Adecco Group AG, including business secrets, are at stake and the information requested is required for the exercise of shareholders' rights. Shareholders may only obtain access to the books and records of Adecco Group AG if authorised by the Board or the General Meeting of Shareholders. Should Adecco Group AG refuse to provide the information rightfully requested, shareholders may seek a court order to gain access to such information. In addition, if the shareholders' inspection and information rights prove to be insufficient, each shareholder may petition the General Meeting of Shareholders to appoint a special commissioner who shall examine certain specific transactions or any other facts in a so-called special inspection. If the General Meeting of Shareholders approves such a request, Adecco Group AG or any shareholder may within 30 days ask the court of competent jurisdiction at Adecco Group AG's registered office to appoint a special commissioner. Should the General Meeting of Shareholders deny such a request, one or more shareholders who hold at least 10% of the equity capital, or shares with an aggregate nominal value of at least CHF 2 million, may within three months petition the court of competent jurisdiction to appoint a special commissioner. Such request must be granted and a special commissioner appointed if the court finds prima facie evidence that the Board breached the law or did not act in accordance with Adecco Group AG's Aol (<http://aoi.adecgroup.com>). The costs of the investigation are generally allocated to Adecco Group AG and only in exceptional cases to the petitioner(s).

#### Dividend payment

Adecco Group AG may only pay dividends from statutory reserves from capital contribution, and statutory and voluntary retained earnings, in accordance with Art. 675 of the Swiss Code of Obligations.

Companies whose principal purpose consists of participations in other companies may freely use the statutory reserves from capital contribution and statutory retained earnings to the extent they exceed 20% of the paid-in share capital. Pursuant to Art. 671 para. 1 of the Swiss Code of Obligations, 5% of the annual profits shall be allocated to the statutory retained earnings until the statutory reserves from capital contribution and the statutory retained earnings have reached 20% of the paid-in share capital. In addition, pursuant to Art. 671 para. 2 and para. 4 of the Swiss Code of Obligations, companies whose principal purpose consists of participations in other companies shall allocate to the statutory reserves from capital contribution and statutory retained earnings the following:

(1) any surplus over nominal value upon the issue of new shares after deduction of the issuance cost, to the extent such surplus is not used for depreciation or welfare purposes; (2) the excess of the amount which was paid-in on cancelled shares over any reduction on the issue price of replacement shares. The statutory reserves from capital contribution and statutory retained earnings amounted to CHF 409 million as of both 31 December 2019 and 31 December 2018, thereby exceeding 20% of the paid-in share capital in both years.

In 2019 the AGM approved a dividend of CHF 2.50 per share outstanding (totalling CHF 405 million, EUR 363 million). For 2019, the Board of Directors of Adecco Group AG will propose a dividend of CHF 2.50 per share outstanding for the approval of shareholders at the AGM.

#### Say on pay

Each year, the AGM will be asked to approve the proposals submitted by the Board concerning the Maximum Total Amounts of Remuneration of the Board and of the EC (Aol; Art. 14<sup>bis</sup>; <http://aoi.adecgroup.com>).

#### Liquidation and dissolution

The Aol do not limit Adecco Group AG's duration.

Adecco Group AG may be dissolved and liquidated at any time by a resolution of a General Meeting of Shareholders taken by at least two-thirds of the votes. Under Swiss law, Adecco Group AG may also be dissolved by a court order upon the request of holders of Adecco Group AG shares representing at least 10% of Adecco Group AG's share capital who assert significant grounds for the dissolution of Adecco Group AG. The court may also grant other relief. The court may at any time, upon request of a shareholder or obligee, decree the dissolution of Adecco Group AG if the required corporate bodies are missing. Adecco Group AG may also be dissolved following bankruptcy proceedings.

Swiss law requires that any net proceeds from a liquidation of Adecco Group AG, after all obligations to its creditors have been satisfied, be used first to repay the nominal equity capital of Adecco Group AG. Thereafter, any remaining proceeds are to be distributed to the holders of Adecco Group AG shares in proportion to the nominal value of those Adecco Group AG shares.

#### Further capital calls by Adecco Group AG

Adecco Group AG's share capital is fully paid up. Hence, the shareholders have no liability to provide further capital to Adecco Group AG.

#### Subscription rights

Under Swiss law, holders of Adecco Group AG shares have pre-emptive rights to subscribe to any issuance of new Adecco Group AG shares in proportion to the nominal amount of Adecco Group AG shares held by that holder. A resolution adopted at an AGM with a supermajority may suspend these pre-emptive rights for material reasons only. Pre-emptive rights may also be excluded or limited in accordance with Adecco Group AG's Aol.

#### 6.1 Voting rights and representation restrictions

For further details refer to section 2.6 "Limitations on registration, nominee registration and transferability". The Aol (<http://aoi.adecgroup.com>) do not foresee any other restrictions to voting rights.

Pursuant to the Aol, a duly registered shareholder may be represented by (i) the shareholder's legal representative, (ii) a third person who needs not be a shareholder with written proxy, or (iii) the Independent Proxy Representative based on a proxy fulfilling the requirements as set out in the invitation to the AGM (Art. 13 sec. 2 of the Aol; <http://aoi.adecgroup.com>). At an AGM, votes are taken by poll.

## Further information (continued)

### 6.2 Legal and statutory quorums

The AGM shall constitute a quorum regardless of the number of shareholders present and regardless of the number of shares represented (Art. 14 sec. 1 of the Aol; <http://aoi.adecgroup.com>).

There are no quorums in Adecco Group AG's Aol which require a majority greater than set out by applicable law (Art. 14 sec. 3 of the Aol; <http://aoi.adecgroup.com>). Note, however, that any vote with respect to maximum compensation approvals are subject to an absolute majority of votes cast whereby abstentions shall not be counted as votes cast (Art. 14<sup>bis</sup> sec. 3 of the Aol; <http://aoi.adecgroup.com>).

In addition to the powers described above, the AGM has the power to vote on amendments to Adecco Group AG's Aol (including the conversion of registered shares into bearer shares), to elect the members of the Board, the Chair of the Board, the members of the Compensation Committee, the Independent Proxy Representative, the statutory auditors and any special auditor for capital increases, to approve the Annual Report, including the statutory financial statements and the consolidated financial statements of the Adecco Group, and to set the annual dividend. In addition, the AGM has competence in connection with the special inspection and the liquidation of Adecco Group AG.

### 6.3 Convocation of the General Meeting of Shareholders

Notice of a General Meeting of Shareholders must be provided to the shareholders by publishing a notice of such meeting in the "Swiss Official Gazette of Commerce" ("Schweizerisches Handelsamtsblatt") at least 20 days before the meeting. The notice must state the items on the agenda and the proposals of the Board and the shareholders who demanded that a General Meeting of Shareholders be called or asked for items to be put on the agenda. Admission to the General Meeting of Shareholders is granted to any shareholder registered in Adecco Group AG's share register with voting rights at a certain record date, which will be published together with the invitation to the General Meeting of Shareholders in the "Swiss Official Gazette of Commerce" ("Schweizerisches Handelsamtsblatt").

### 6.4 Agenda

Under Swiss corporate law, an ordinary General Meeting of Shareholders shall be held within six months after the end of each fiscal year ("Annual General Meeting of Shareholders"). Extraordinary General Meetings of Shareholders may be called by the Board or, if necessary, by the statutory auditors. In addition, an Extraordinary General Meeting of Shareholders may be called by a resolution of the shareholders adopted during any prior General Meeting of Shareholders or, at any time, by holders of shares representing at least 10% of the share capital.

The Swiss Code of Obligations is applicable to the right to request that a specific item be put on the agenda of a General Meeting of Shareholders and discussed and voted upon. Holders of Adecco Group AG shares whose combined shareholdings represent an aggregate nominal value of at least CHF 100,000 (Art. 11 sec. 2 of the Aol; <http://aoi.adecgroup.com>) or holders of Adecco Group AG shares representing at least 10% of the share capital have the right to request that a specific proposal be discussed and voted upon at the next General Meeting of Shareholders; such inclusion must be requested in writing at least 40 days prior to the meeting and shall specify the agenda items and proposals of such shareholder(s) (Art. 11 sec. 2 of the Aol; <http://aoi.adecgroup.com>).

### 6.5 Registration in the share register

Shareholders will be registered in the share register of Adecco Group AG until the record date defined in the invitation to a General Meeting of Shareholders to be published in the "Swiss Official Gazette of Commerce" ("Schweizerisches Handelsamtsblatt"). Only shareholders who hold shares registered in the share register with a right to vote at a certain date, or their representatives, are entitled to vote. There are no specific rules regarding the granting of exemptions from the above deadline.

## 7. Changes of control and defence measures

### 7.1 Duty to make an offer

The Aol of Adecco Group AG do not contain any opting-up clause in the sense of Art. 135 para. 1 FMIA as in force since 1 January 2016. Therefore, pursuant to the applicable provisions of the FMIA, if any person acquires shares of Adecco Group AG, whether directly or indirectly or acting together with another person, which, added to the shares already owned, exceed the threshold of 33 $\frac{1}{3}$ % of the voting rights of Adecco Group AG, irrespective of whether the voting rights are exercisable or not, that person must make an offer to acquire all of the listed equity securities of Adecco Group AG. There is no obligation to make a bid under the foregoing rules if the voting rights in question are acquired as a result of a donation, succession or partition of an estate, a transfer based upon matrimonial property law, or execution proceedings, or if an exemption is granted.

### 7.2 Change of control clause

There are no change of control clauses in place in favour of members of the Board or members of the EC. In accordance with the Company's Aol (<http://aoi.adecgroup.com>), long-term incentive plans of the Company may provide for an accelerated vesting in case of a change of control (see section 4.2.3 "Long-Term Incentive Plan" of the Remuneration Report).

## 8. Auditors

Each year, the AGM of Adecco Group AG elects the statutory auditor ("Auditors"). On 16 April 2019, the AGM elected Ernst & Young Ltd, Zürich, as statutory auditor of the Company for the business year 2019.

Ernst & Young Ltd has served the Company as its Auditor since 2002, the engagement being renegotiated annually. In line with Swiss regulation, periodic rotation of the auditor in charge ("lead auditor") of maximum seven years is executed. Jolanda Dolente, licensed audit expert, is in her first year as the lead auditor, and has replaced the previous lead auditor in accordance with the legal requirements. Jolanda Dolente has previously served as global co-coordinating partner since 2017. Roland Ruprecht has for the first time assumed the global co-coordinating partner role in 2019.

The total fee for the Group audit of the Company and for the statutory audits of the Company's subsidiaries for the fiscal year 2019 amounted to EUR 7.1 million.

For the fiscal year 2019, additional fees of EUR 0.2 million were charged for audit-related services such as advice on matters not directly related to the Group audit and primarily relate to certifications required by tax authorities to confirm application of specific tax rules. Fees for tax services and fees for other services were not significant.

The AC oversees the Company's financial reporting process on behalf of the Board. In this capacity, the AC discusses, together with the Auditors, the conformity of the Company's financial statements with accounting principles generally accepted in the United States and the requirements of Swiss law.

The AC regularly meets with the Auditors, at least five times a year, to discuss the results of their examinations, and the overall quality of the Company's financial reporting. During 2019, the Auditors attended all meetings and phone conferences of the AC. The Auditors regularly have private sessions with the AC, without the CEO, the CFO, or any other member of the EC attending. The AC assessed with the Company's Auditors the overall scope and plan for the 2019 audit of the Company. The Auditors are responsible for expressing an opinion on the consolidated financial statements prepared in accordance with accounting principles generally accepted in the United States and the requirements of Swiss law. Further, the Auditors are required, under the auditing standards generally accepted in the United States, to discuss, based on written reports, with the AC their judgements as to the quality, not just the acceptability, of the Company's accounting policies as applied in the Company's financial reporting, including the consistency of the accounting policies and their application and the clarity and completeness of the financial statements and disclosures. Further, the Auditors are responsible for expressing opinions on the standalone financial statements of Adecco Group AG.

The AC oversees the work of the Auditors and it reviews and assesses, at least annually, their independence, qualification, performance and effectiveness. It discusses with the Auditors the Auditors' independence from management and the Company, and monitors audit partner rotation. The AC considers the compatibility of non-audit services with the Auditors' independence and pre-approves all audit and non-audit services provided by the Auditors. Services may include audit-related services, tax services and other services.

The AC proposes the Auditors to the Board for election by the shareholders and is responsible for approving the audit fees. Each year a proposal for fees for audit services is submitted by the Auditors and validated by the CFO, before it is submitted to the AC for approval.

## 9. Information policy

The AGM for the fiscal year 2019 is planned to be held on 16 April 2020 at the Beaulieu Centre de Congrès et d'Expositions, in Lausanne, Switzerland. The details will be published in the "Swiss Official Gazette of Commerce" ("Schweizerisches Handelsamtsblatt") at least 20 days before the meeting.

Adecco Group AG provides quarterly media releases on the Company's consolidated and divisional results as per the following agenda:

5 May 2020	Q1 2020 results;
6 August 2020	Q2 2020 results;
3 November 2020	Q3 2020 results.

For further investor information, including inscription to push and pull services, refer to <http://ir.adecgroup.com>.

To order a free copy of this Annual Report and for further information, please refer to the contact addresses listed on the inside back cover of the Annual Report (<http://ir.adecgroup.com>).

## 10. Tax strategy

The Company operates a group-wide policy on tax that is regularly reviewed by the Board of Directors. Relevant processes and controls have been defined and implemented throughout the Company. Tax matters are regularly discussed at the Audit Committee of the Board of Directors. The Company reports revenues and pays taxes in the countries where it operates and value is created. The Company seeks to protect value for its shareholders and fully complies with both the tax law in all countries where it operates and international standards, namely OECD's standards. The Company's internal transfer pricing guidelines stipulate that all intercompany transactions must be performed at arm's length. These guidelines are under constant review and follow the recommendations issued by the OECD. By communicating in a transparent way, the Company works towards fostering mutually constructive and open relationships with tax authorities, also with the purpose of reducing the risk of challenge and dispute. The Company also seeks to remove uncertainty and financial risk by entering into contemporaneous tax audit programmes or advanced agreements with tax authorities where possible. The Company does not engage in artificial tax-driven structures and transactions.