

# Composition of the Board of Directors —

Board of Directors' profile as of 12/31/2020

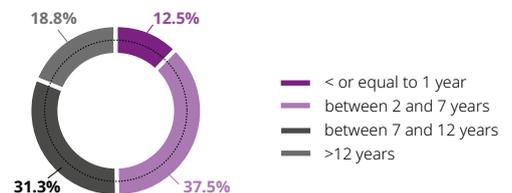


## Board diversity policy —

Committed to diversity, increasingly international, predominantly independent.



### Presence within the Board



\*Excluding directors representing the employees.

# Behind the scenes of the Board —

**An experienced and independent Board of Directors to set the Group's strategic orientations**

## **What role does the Board of Directors play in risk management, particularly during the Covid-19 crisis?**

One of the main duties of the Board is to examine opportunities and risks, such as financial, legal, operating, social and environmental risks, as well as the measures taken accordingly, in line with the strategy. We rely in part on the work of the Audit, Risk and Compliance Committee, which assesses the efficiency of the internal control and risk management systems, advises us of potential risks and challenges and issues suitable recommendations. Part of the management of extra-financial risks will be entrusted to the newly-created CSR Committee. This Committee will be responsible for examining social and environmental risks and ensuring that the Group's key commitments in this area are adhered to. As such, the two committees will interact with one another.

The Board was actively engaged in 2020 in view of Covid-19, with weekly meetings held at the height of the crisis. We receive a weekly report allowing us to monitor the development of the pandemic within the Group and assess the adequacy of measures implemented by management. I believe that Teleperformance and its governance bodies at all levels have shown great agility, allowing the Group to respond quickly, ensure the safety of its employees and seize new opportunities, as demonstrated by the launch of the TP Cloud Campus work-from-home platform.

## **What is the dynamic within the Board, particularly with the arrival of the two directors representing the employees?**

The Board is highly diverse in terms of skills, experience, and nationalities, which leads to extremely fruitful conversations and discussions. There is great freedom of speech and directors are not afraid to express their points of view and share their opinions and suggestions with the Board and Executive Management. As the lead independent director, I chair an annual meeting of independent directors, which is an opportunity to pass on recommendations to the Chairman of the Board, such as the creation of the CSR Committee.

The arrival of employee directors has breathed new life into the Board and has brought greater knowledge of the Group and its businesses through their cross-functional operational skills and experience at Teleperformance.



"The Board was actively engaged in 2020 in view of Covid-19, with weekly meetings held at the height of the crisis."

**PATRICK THOMAS**  
LEAD INDEPENDENT DIRECTOR

## **As the lead independent director, you are responsible for succession planning. Could you tell us more about that?**

This is indeed one of the tasks that have been assigned to me. We have drawn up succession plans for the executive officers and Executive Committee members, in collaboration with the Chairman and Chief Executive Officer and Deputy Chief Executive Officer in particular. The objective of these plans is twofold. Firstly, to address emergencies or temporary vacancies in key executive roles: this is essential to ensuring business continuity. Secondly, the plans seek to guarantee sustainable transition among executive management over the long term. These plans, the content of which must remain confidential, are reviewed on a regular basis and in 2020 this review was carried out in consultation with the Chairman of the Remuneration and Appointments Committee.

# Functioning and works of the Board —

The Board of Directors meets at least once per quarter to discuss developments in the Company.

The Board's mission is to establish the Group's strategic guidelines and ensure their implementation, in accordance with the Company's interests, taking into account the social, and environmental challenges inherent to its business. Its attention is focused on two areas:

- Strategy governing the Company's transformation and growth, whether internal or external, *via* targeted acquisitions;

- Management of human capital, one of the Group's top priorities.

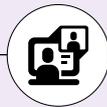
In 2020, the Board scrutinized the challenges related to Covid-19, meeting on a weekly basis at the height of the crisis, in both formal and informal capacity, and then every two weeks.

## ACTIVITIES OF THE BOARD OF DIRECTORS IN 2020

Attendance rate



99%



9

meetings

Average duration of meetings



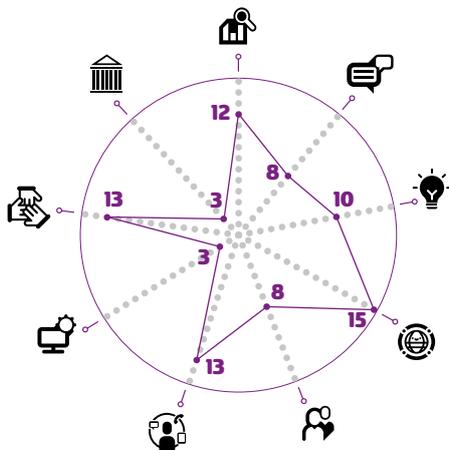
1h30



1

virtual seminar

### Well-suited skills and qualifications to drive Teleperformance strategy



#### Finance:

Expertise or experience of finance, audit processes, risks management and insurance, merger and acquisitions and banking sector.



#### Communication/ Marketing and Sales:

Expertise or experience in communication, marketing and sales.



#### Management experience in international companies/ entrepreneurship:

Experience in general management with an international footprint and setting up of new businesses.



#### International experiences:

Experience acquired within international groups.



#### Human capital and CSR:

Expertise or experience in social and environmental responsibility and Human Resources.



#### Knowledge of the Teleperformance business sector:

Experience in the client relations sector and knowledge of the Group's operations.



#### Digital - Technologies:

Expertise and knowledge in terms of new technologies and digital innovation.



#### Knowledge of key clients and sectors:

Expertise or experience in Teleperformance's clients business sectors (health, banking, telecommunications, etc.).



#### Public institutions, legal and compliance:

Expertise or experience in terms of public institutions, law and compliance.

The Board is assisted by three specialized committees.

### AUDIT, RISK AND COMPLIANCE COMMITTEE

#### Mission

To monitor issues relating to the **preparation and control** of financial and accounting information. Facilitate the oversight work of the Board of Directors, anticipate potential problems and identify all risks.

#### 3 members



**Alain Boulet**  
Chairman,  
Independent



**Jean Guez**  
Member



**Stephen Winningham**  
Member, Independent

1

Independent  
Chairman

66.67%

a majority of independent  
directors

3

members have the specific  
financial, accounting and statutory  
auditing skills

100%

of attendance rate

4

meetings

### REMUNERATION AND APPOINTMENTS COMMITTEE

#### Mission

To issue recommendations regarding the determination of **the short-term and long-term remuneration policy** for corporate officers and the review of succession plans and candidates for the Board of Directors.

#### 4 members



**Robert Paszczak**  
Chairman,  
Independent



**Emily Abrera**  
Member, Independent



**Bernard Canetti**  
Member



**Véronique de JOCAS**  
Member,  
Director representing the  
employees

1

Independent  
Chairman

66.67%

a majority of  
independent directors<sup>(1)</sup>

1

director representing  
the employees

100%

of attendance rate

4

meetings

In January 2021, the Board of Directors added a third Committee, the CSR Committee.

### CSR COMMITTEE

#### Mission

Monitor issues relating to social and environmental responsibility, **taking into account legal and regulatory requirements and risks.**

#### 4 members



**Angela Maria Sierra-Moreno**  
Chairman, Independent



**Pauline Ginesté**  
Member, Independent



**Wai Ping Leung**  
Member, Independent



**Christobel Selecky**  
Member, Independent

1

Independent  
Chairman

100%

of independent members

(1) Excluding directors representing the employees.