

Adecco's Remuneration Report reflects the requirements of section 5 of the Directive on Information Relating to Corporate Governance, issued by the SIX Swiss Exchange as amended on October 29, 2008. Adecco S.A.'s principles regarding remuneration take into account the recommendations set out in the Swiss Code of Best Practice for Corporate Governance as amended on September 6, 2007. In addition, the Remuneration Report comprises information as required under the Swiss Code of Obligations (Art. 663b<sup>bis</sup> and 663c para. 3), which is included in Note 7 to Adecco S.A. (Holding Company) financial statements. For further information regarding Adecco's Corporate Governance refer to the Corporate Governance Report.

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

## **1. Determination of remuneration principles and compensation**

In order to maintain its competitive positioning as a global employer, the Company reviews market conditions on a continual basis. Compensation is dependent on outside influences including geographical location, industry, competition, and general business climate. Therefore, the Company's country organisations conduct regular local salary surveys and review country-specific economic data to determine their merit increase guidelines. In general, compensation of the Board of Directors and of the members of the Executive Committee is reviewed annually to ensure that competitive pay is maintained and undesired fluctuations are minimised.

The Company's compensation programmes, which include equity based compensation elements, are approved by the Board of Directors ("Board"). The Board has entrusted its Nomination & Compensation Committee ("NCC") with providing recommendations to the Board, taking into account proposals of the Chief Executive Officer ("CEO") and the Chief Human Resources Officer, regarding the remuneration principles and general compensation philosophy of the Company, and with reviewing and approving the objectives relevant to the compensation of the Executive Committee and a further group of

senior managers. The NCC is composed of independent Board members only (for further details on NCC composition, tasks, and activities refer to the Corporate Governance Report, section 3.5.3 "Nomination & Compensation Committee").

The remuneration of the Board is determined by the full Board, upon recommendation from the NCC. The compensation of the Executive Committee is authorised by the full Board, upon recommendation from the NCC. The members of the Executive Committee do not attend meetings of the NCC and of the Board when matters concerning their own compensation are being decided. The compensation of the other employees of the Company is authorised by the responsible members of management, based on the remuneration principles and general compensation philosophy of the Company. The findings and decisions of the NCC are reported to the Board by the Chairman of the NCC.

In order to ensure that compensation is in line with market standards, the NCC commissioned international independent external consultants (Towers Watson AG, Zurich, Switzerland) to provide a compensation benchmark analysis for 2011. Members of the Executive Committee with global responsibility (CEO, Chief Financial Officer ("CFO"), Chief Sales Officer, and Chief Human Resources Officer) were benchmarked against comparable functions in terms of revenue and number of employees under scope in a selected reference group of 23 Swiss companies of different industries. Companies in the financial service industry were included in the assessment for the CFO and for the Chief Human Resources Officer only.

The compensation packages of members of the Executive Committee with geographical responsibility were benchmarked against the packages of comparable functions in terms of revenue and number of employees in the respective countries of residency. More than 250 companies worldwide active in different industries, and which can be considered potential employers of the individuals in question were included in the benchmark. Out of these companies, for each region, a specific peer group was determined. In the course of 2011 changes in geographical responsibilities occurred, resulting in modifications of the compensation for the new Regional Heads of France and Northern Europe. Towers Watson has been commissioned in 2011 with additional Human Resources related survey work of minor scope and with a mandate related to the North American operations.

The compensation model applied for 2011 remained unchanged compared to the one applied for 2010. Minor modifications were introduced regarding the short-term incentive plan bonus base and the long-term incentive plan target bonus base amount for the Executive Committee and for a further group of senior managers (as further explained in section 2.3 "Elements of the Executive Committee's compensation"). Compensation levels of the members of the Executive Committee slightly decreased compared to 2010, mainly due to lower achievements under the short-term incentive plan.

## **2. Remuneration principles**

### **2.1 The Company's compensation philosophy**

The Company's compensation philosophy seeks to recognise and reward performance. Taking into consideration Group and business unit contributions as well as individual contributions, the compensation programmes are designed to attract, retain, motivate, and reward employees in order to support the achievement of the Company's financial and strategic objectives and also to ensure that the total compensation opportunity is internally consistent and externally competitive.

It is the Company's aim to align its compensation philosophy with the shareholders' interests and to foster collaboration between countries, units, and departments. The compensation is to be fair and competitive and therefore the base salaries are aligned at a median level of the relevant peer companies used in the benchmarked analysis, taking into consideration additional responsibilities beyond the typical scope of the function. The positioning at the median results from considering factors such as revenues, employees under scope, and, if listed in Switzerland, market capitalisation. The Company strives to recognise and reward team performance. Thus, as a general rule, individual quantitative targets are not

used for bonus purposes in the current compensation programmes. Economic Value Added ("EVA") targets, defined in line with the Company's strategic long-term projections, are used for the short-term bonuses. EVA is a measure of a company's financial performance, based on residual income. According to this concept, value is only created if operating income after the deduction of taxes is greater than the minimal required rate of return on the invested capital, equal to the company's weighted average cost of capital ("WACC"). The calculation is based on the Company's net operating profit after taxes ("NOPAT"). Invested capital is defined as total assets, excluding cash and including gross acquired goodwill and other gross acquired intangibles since the introduction of the EVA concept, minus non-interest bearing liabilities. The Company applies a 10% cost of capital across all its entities, while the actual WACC in the reporting period was lower. Long-term incentive plans are in place to increase the focus on long-term objectives.

### **2.2 Elements of the Board of Directors' compensation**

The members of the Board of Directors are compensated with an annual fixed cash fee whilst the Chairman is compensated for a fixed portion of his remuneration with Adecco S.A. shares (see section 3.1.1 "Board of Directors' compensation and shareholding"). When determining the members' and the Chairman's compensation, the Board of Directors takes into account, at its own discretion, the various functions and responsibilities within the Board of Directors and its committees as well as the recommendation of the NCC.

## 2.3 Elements of the Executive Committee's compensation

### 2.3.1 Compensation programme 2011 for the Executive Committee

The compensation model includes fixed and variable elements, whereby for the determination of the variable part of the compensation, no other targets than the ones mentioned in the description of short- and long-term incentive plans are relevant:

- base salary, taking into account market conditions for comparable functions and positions;
- social charges, pension plan contributions, and fringe benefits;
- short-term incentive plan, based on annual, ambitious and transparent performance objectives;
- long-term incentive plan, including performance share awards based on ambitious internal and external performance objectives and restricted share unit awards.

**Base salary:** the annual base salary represents payment for due job performance and is determined by the Company, based on the findings of the benchmark studies (see section 1. "Determination of remuneration principles and compensation"), taking into account comparable functions and positions, considering amongst other elements, the number of employees reporting to the function, revenues generated under the function, additional responsibilities beyond the typical scope of the function. The base salary rewards employees for performing day-to-day responsibilities and reflects job characteristics, seniority, experience and skill sets. It is paid in cash, typically in monthly instalments, and is set according to local practice designed to provide the Company's employees with fixed compensation to ensure an appropriate standard of living relative to that offered by reference companies. The annual base salary also serves as the basis for determining the variable compensation.

### **Social charges, pension plan contributions, and fringe**

**benefits:** social charges and pension plan contributions are awarded based on local regulations and practices. Fringe benefits include amongst other items car allowance for private use, car lease financed by the Company, membership fees, house allowance, relocation, education, health insurance, representation allowance, and tax equalisation payments (for one member of the Executive Committee).

**Short-term incentive plan ("STIP"):** the STIP is a cash incentive programme (annual bonus). For members of the Executive Committee with geographical responsibility, 35% of the STIP bonus base is related to the EVA of the Company and 65% is related to the EVA for the relevant financial year at geographical level. For the members of the Executive Committee who do not have direct responsibility for a specific geographical area, the entire STIP is based on the EVA of the Company for the relevant financial year. The STIP bonus base for members of the Executive Committee ranges between 60% (2010 programme: 50%) and 100% of the participant's base salary, and has been determined by the NCC upon proposal of the CEO and of the Chief Human Resources Officer taking into account the participant's function and responsibilities. For 2011, the entitlement to the STIP based bonus is limited at 150% (2010 programme: 120%) of the STIP bonus base, resulting in a cap at 150% (2010 programme: 120%) of the base salary for the highest paid member of the Executive Committee.

**Long-term incentive plan ("LTIP"):** under the LTIP, performance share awards were granted in 2011 to members of the Executive Committee. Performance share awards contain an undertaking to deliver a number of Adecco S.A. shares to the participants of the plan after the end of the performance period (end of performance period for the 2011 awards: December 31, 2013), provided and to the extent that certain employment conditions and performance targets are met. In addition to the performance share awards, as a further component, restricted share unit awards ("RSU awards") have been awarded in 2011.

The LTIP target bonus base amount is defined as a percentage of the participant's base salary. Such percentage depends upon the participant's function and responsibilities and has been determined by the NCC upon proposal of the CEO and of the Chief Human Resources Officer. For members of the Executive Committee, the percentage ranges between 60% (2010 programme: 45%) and 120% (2010 programme: 120%) of the participant's base salary. 65% of the LTIP target bonus base is allocated to RSU awards and 35% to performance share awards, i.e. total shareholder return ("TSR") awards. Of these 35%, half is allocated to relative TSR awards and half is allocated to absolute TSR awards. Furthermore, an additional 17.5% of the LTIP target bonus base is allocated to the additional TSR awards. Certain country specifications apply for participants in France.

The LTIP is subject to certain reclaim provisions in case benefits were acquired by involvement in fraudulent behaviour or intentional misconduct.

#### *Performance share awards*

In 2011 and in 2010, performance share awards granted consisted of relative TSR awards, absolute TSR awards, and additional TSR awards. The additional TSR awards will vest if relative and absolute TSR performance reach a certain level of achievement.

The performance targets relate to the change in Adecco S.A.'s shareholder value, measured as the total shareholder return taking into consideration reinvested dividends. At the end of the performance period, the performance is measured, determining whether and to which extent the performance targets have been achieved. Any TSR performance adjustments are at the discretion of the NCC. Upon approval of the NCC, the awards vest accordingly in favour of the respective participants, and all restrictions on the awards are lifted (for the awards granted in 2011: not before March 15, 2014). Those awards which do not vest, lapse immediately.

Participants who terminate their employment with the Company at their own will, and those who receive notice of termination for cause before the end of the performance period, will no longer be entitled to the vesting of the awards. In case of an involuntary termination without cause, a time-weighted pro rata portion of the unvested performance share awards will vest at the regular vesting date depending on the level of target achievement.

The maximum number of performance share awards under the LTIP that may vest in favour of the members of the Executive Committee after the end of the performance period is indicated in the table under section 3.5.2 "Share awards".

Relative TSR awards measurement principles: the Adecco S.A. TSR over the performance period of approximately three years is compared with the weighted-average TSR of a predefined group of peers. The composition of the peer group is determined by the NCC and, for 2011, comprised the following companies: Alten, Altran Technologies, Assystem, Brunel International, CDI Corporation, Hays, Kelly Services, Kforce, Manpower Group, Meitec, Michael Page International, On Assignment, Pasona Group, Randstad Holding, Resources Connection, Robert Half International, Robert Walters, SFN Group (formerly Spherion Corporation; performance measured up to Q3 2011), Sthree, Temp Holdings, TrueBlue, and USG People. The performance targets for the relative TSR awards have been determined by the NCC as follows: with an Adecco S.A. TSR lower than the weighted-average TSR of the peer group, there will be no entitlement to a vesting of the relative TSR part of the award. With an Adecco S.A. TSR that exceeds the weighted-average TSR of the peer group, the participants will be entitled to the vesting of performance share awards to the following extent: if the positive difference between Adecco S.A. TSR and the weighted-average TSR of the peer group is between 0 and 5 percentage points, awards will vest in a linear mode between 0% and 100% of the number of awards granted. The entitlement is capped at 100% of the relative TSR part of the award.

Absolute TSR awards measurement principles: in case the performance of the Adecco S.A. TSR, measured as the compound annual growth rate ("CAGR") in Adecco S.A.'s shareholder value, including reinvested dividends, exceeds a certain target over a period of approximately three years, awards will vest in a linear mode between 50% and 100% of the number of awards granted depending on the level of target achievement and overachievement. The performance targets for the absolute TSR awards have been determined by the NCC. These targets are set for a specific business year and are considered highly confidential as they would allow competitors to understand the objectives of the Company. They are not published in order to protect the business secrets.

Additional TSR awards measurement principles: if at the end of the performance period, the performance target of the absolute TSR awards is fully achieved and the performance target of the relative TSR awards is overachieved, additional TSR awards will vest, depending on the degree of overachievement of the relative TSR awards target. If the positive difference between Adecco S.A. TSR and the weighted-average TSR of the peer group is between 5 and 10 percentage points, additional TSR awards will vest in a linear mode between 0% and 100% of the number of awards granted.

#### *RSU awards*

RSU awards contain an undertaking to deliver a number of Adecco S.A. shares to the participants of the plan. The vesting of the awards is not subject to performance conditions but to employment conditions. Provided that the employment relationship continues, RSU awards will vest in equal portions over a period of three years at the anniversaries of the grant.

Participants, who terminate their employment with the Company at their own will, and those who receive notice of termination for cause before a vesting date, will no longer be entitled to the vesting of the RSU awards. In case of an involuntary termination without cause, a time-weighted pro rata portion of RSU awards will vest at the regular vesting date.

The maximum number of shares under the RSU award part of the plan that may vest in favour of the members of the Executive Committee is indicated in the table under section 3.5.2 "Share awards".

### **2.3.2 Compensation programme 2012 for the Executive Committee**

The NCC has decided to continue the existing compensation programme for the Executive Committee, as described under section 2.3.1 "Compensation programme 2011 for the Executive Committee".

## **3. Details of compensation elements**

### **3.1 Compensation and shareholding of members of the Board of Directors and the Executive Committee**

The amounts indicated in this paragraph include honorariums (fees), salaries, loans, bonuses, and compensation in kind (according to market value at time of conferral). The members of the Board of Directors are compensated in cash. The Chairman is partially compensated with Adecco S.A. shares. The amount conferred to the members of the Board of Directors for the fiscal year 2011 amounted to CHF 5.0 million. The total of all compensation conferred for the fiscal year 2011 to all members of the Executive Committee, including bonus payments for 2011 due in 2012, and awards granted in 2011 under the LTIP, at grant date fair value, amounted to CHF 26.0 million. Not included are bonus payments due for 2010 but made during 2011 as this information was disclosed in 2010.

Individual compensation and shareholding for 2011 and 2010 are presented in the following tables:

### 3.1.1 Board of Directors' compensation and shareholding

For the year 2011

Name and function	Office/ compensation period in 2011	Net compensation for term served	Social contributions <sup>1</sup>	Shareholding as of December 31, 2011 <sup>2</sup>
			Old age insurance/ pensions and others	
<i>in CHF (except shares)</i>				
Rolf Dörig, Chairman	since Jan. 2011	1,800,000 <sup>3</sup>	237,123	35,000
Thomas O'Neill, Vice-Chairman	since Jan. 2011	427,690	53,061	6,000
Jakob Baer	since Jan. 2011	320,984	39,282	5,101
Alexander Gut	since Jan. 2011	377,069	53,656	11,940
Andreas Jacobs	since Jan. 2011	450,000		714,915 <sup>4</sup>
Didier Lamouche	since Apr. 2011	211,781	30,823	
Francis Mer	until Apr. 2011	107,571	11,722	n.a.
David Prince	since Jan. 2011	290,002	9,998	5,539
Wanda Rapaczynski	since Jan. 2011	400,000		7,700
Judith A. Sprieser	until Apr. 2011	100,000	100,000	n.a.
<b>Subtotal</b>		<b>4,485,097</b>	<b>535,665</b>	
<b>Total</b>			<b>5,020,762</b>	<b>786,195</b>

<sup>1</sup> Including Directors' and Company's social contributions.

<sup>2</sup> Indicating the number of registered shares held, with a par value of CHF 1 each. The members of the Board of Directors and the Executive Committee are required to disclose to the Company direct or indirect purchases and sales of equity related securities of Adecco S.A.

<sup>3</sup> CHF 300,000 of the total net compensation was paid with Adecco S.A. shares.

<sup>4</sup> Refer to Corporate Governance Report, section 1.2 "Significant shareholders" and Note 5 "Significant shareholders" to Adecco S.A. (Holding Company) financial statements regarding shares held by a group of which Andreas Jacobs is a member. One or more members of this same group, considered as related party/parties to Andreas Jacobs, as of December 31, 2011, held equity related securities of Adecco S.A. according to notified management transactions.

**For the year 2010**

Name and function	Office/ compensation period in 2010	Net compensation for term served	Social contributions <sup>1</sup>	Shareholding as of December 31, 2010 <sup>2</sup>
			Old age insurance/ pensions and others	
<i>in CHF (except shares)</i>				
Rolf Dörig, Chairman	since Jan. 2010	1,800,000 <sup>3</sup>	246,088	30,000
Thomas O'Neill, Vice-Chairman	since Jan. 2010	427,596	52,760	2,000
Jakob Baer	since Jan. 2010	428,123	51,630	4,601
Alexander Gut	since May 2010	189,095	25,446	840
Andreas Jacobs	since Jan. 2010	450,000		714,915 <sup>4</sup>
Francis Mer	since Jan. 2010	428,123	51,630	
David Prince	since Jan. 2010	297,000	3,000	2,416
Wanda Rapaczynski	since Jan. 2010	300,000		2,000
Judith A. Sprieser	since Jan. 2010	300,000		2,000
<b>Subtotal</b>		<b>4,619,937</b>	<b>430,554</b>	
<b>Total</b>			<b>5,050,491</b>	<b>758,772</b>

<sup>1</sup> Including Directors' and Company's social contributions.

<sup>2</sup> Indicating the number of registered shares held, with a par value of CHF 1 each. The members of the Board of Directors and the Executive Committee are required to disclose to the Company direct or indirect purchases and sales of equity related securities of Adecco S.A.

<sup>3</sup> CHF 300,000 of the total net compensation was paid with Adecco S.A. shares.

<sup>4</sup> Refer to Corporate Governance Report, section 1.2 "Significant shareholders" and Note 5 "Significant shareholders" to Adecco S.A. (Holding Company) financial statements regarding shares held by a group of which Andreas Jacobs is a member.

### 3.1.2 Executive Committee's compensation

#### For the year 2011

in CHF	Patrick De Maeseneire, CEO <sup>1</sup>	Total Executive Committee <sup>2</sup>
Gross cash compensation <sup>3</sup> :		
• Base salary	1,800,263	9,214,661
• Annual bonus	1,620,000	6,131,195
Compensation in kind <sup>4</sup>	120,000	1,137,987
Social contributions <sup>5</sup> :		
• Old age insurance/pensions and others	332,160	2,354,279
• Additional health/accident insurance	38,114	117,014
Other cash payments, including severance payments		1,883,245
<b>Total conferred</b>	<b>3,910,537</b>	<b>20,838,381</b>
Share awards granted in 2011 under the long-term incentive plan (LTIP) <sup>6</sup> :		
• RSU awards	1,213,242	4,194,197
• Relative TSR awards	130,987	452,850
• Absolute TSR awards	87,246	301,625
• Additional TSR awards	58,776	203,200
Social contributions on awards, estimated <sup>5</sup>		49,237
<b>Total conferred including LTIP</b>	<b>5,400,788</b>	<b>26,039,490</b>

<sup>1</sup> Highest conferred individual compensation in 2011.

<sup>2</sup> In 2011, the Executive Committee consisted of Patrick De Maeseneire, Dominik de Daniel, Alain Dehaze, Theron I (Tig) Gilliam Jr., Peter Searle, Andreas Dinges, Mark Du Ree, Federico Vione, Enrique Sanchez, Sergio Picarelli, and Christian Vasino (all since January 2011), Martin Alonso (since August 2011), and François Davy (until June 2011). Notice periods of up to 12 months apply. For one member of the Executive Committee, severance payments of approximately CHF 0.9 million would be due in case of termination of the employment contract by the employer. For certain members of the Executive Committee, based on mandatory local law, severance payments may become due in case of termination.

<sup>3</sup> Including employee's social contributions.

<sup>4</sup> Car allowance for private use, car lease financed by the Company, membership fees, housing allowance, relocation, education, health insurance, representation allowance. Includes tax equalisation payments to a member of the Executive Committee, partly refundable to the Company in the future.

<sup>5</sup> Employer's social contributions.

<sup>6</sup> Value in CHF of Adecco S.A. shares awarded in 2011 under the LTIP 2011 (grant date: March 16, 2011).

Valuation of the share awards granted:

- The grant date fair value of the restricted share unit awards ("RSU awards") is equal to the closing price of the Adecco S.A. share on the day of grant less 3% discount related to non-entitlement of RSU awards to dividend until vesting. An additional discount of 11% is applied to the value of RSU awards granted to the French participants, related to additional 2-year post-vesting restrictions on sale of shares.
- The grant date values of the total shareholder return awards ("TSR awards") are calculated based on the closing price of the Adecco S.A. share on the day of grant multiplied by the respective probability factors. These factors reflect the likelihood that the respective TSR targets will be met at the end of the performance period. The probability factors of 0.40, 0.27, and 0.18 for relative, absolute, and additional TSR awards, respectively, have been determined using a binomial model. A discount of 3% is applied in relation to non-entitlement of TSR awards to dividend until vesting. An additional discount of 11% is applied to the value of TSR awards granted to the French participants, related to additional 2-year post-vesting restrictions on sale of shares by the participants.
- The per-share value of awards granted in 2011 amounts to CHF 49.12 and CHF 55.19 for RSU awards, CHF 19.70 and CHF 22.13 for relative TSR awards, CHF 13.12 and CHF 14.74 for absolute TSR awards, and CHF 8.84 and CHF 9.93 for additional TSR awards (lower values: French participants).
- Included are the awards granted to François Davy in 2011. Not included are the awards granted to Martin Alonso in 2011 in his function before he became a member of the Executive Committee.

## For the year 2010

in CHF	Patrick De Maeseneire, CEO <sup>1</sup>	Total Executive Committee <sup>2</sup>
Gross cash compensation <sup>3</sup> :		
• Base salary	1,800,000	9,631,381
• Annual bonus	2,160,000	8,649,131
Compensation in kind <sup>4</sup>	120,000	1,217,944
Social contributions <sup>5</sup> :		
• Old age insurance/pensions and others	351,416	2,087,315
• Additional health/accident insurance	36,841	80,228
<b>Total conferred</b>	<b>4,468,257</b>	<b>21,665,999</b>
Share awards granted in 2010 under the long-term incentive plan (LTIP) <sup>6</sup> :		
• RSU awards	1,425,770	5,069,246
• Relative TSR awards	155,863	554,169
• Absolute TSR awards	95,167	338,388
• Additional TSR awards	57,586	204,746
Social contributions on awards, estimated <sup>5</sup>		48,550
<b>Total conferred including LTIP</b>	<b>6,202,643</b>	<b>27,881,098</b>

<sup>1</sup> Highest conferred individual compensation in 2010.

<sup>2</sup> In 2010, the Executive Committee consisted for the full year of Patrick De Maeseneire, Dominik de Daniel, François Davy, Theron I (Tig) Gilliam Jr., Peter Searle, Andreas Dinges, Mark Du Ree, Alain Dehaze, Federico Vione, Enrique Sanchez, Sergio Picarelli, and Christian Vasino. Notice periods of up to 12 months apply. For two members of the Executive Committee, severance payments of approximately CHF 1.9 million (including bonus entitlement) and CHF 0.9 million, respectively would be due in case of termination of the employment contract by the employer.

<sup>3</sup> Including employee's social contributions.

<sup>4</sup> Car allowance for private use, car lease financed by the Company, membership fees, housing allowance, relocation, education, health insurance, representation allowance. Includes tax equalisation payments to a member of the Executive Committee, partly refundable to the Company in the future.

<sup>5</sup> Employer's social contributions.

<sup>6</sup> Value in CHF of Adecco S.A. shares awarded in 2010 under the LTIP 2010 (grant date: March 16, 2010). Valuation of the share awards granted:

- The grant date fair value of the restricted share unit awards ("RSU awards") is equal to the closing price of the Adecco S.A. share on the day of grant less 3% discount related to non-entitlement of RSU awards to dividend until vesting. An additional discount of 11% is applied to the value of RSU awards granted to the French participants, related to additional 2-year post-vesting restrictions on sale of shares.
- The grant date values of the total shareholder return awards ("TSR awards") are calculated based on the closing price of the Adecco S.A. share on the day of grant multiplied by the respective probability factors. These factors reflect the likelihood that the respective TSR targets will be met at the end of the performance period. The probability factors of 0.41, 0.25, and 0.15 for relative, absolute, and additional TSR awards, respectively, have been determined using a binomial model. A discount of 3% is applied in relation to non-entitlement of TSR awards to dividend until vesting. An additional discount of 11% is applied to the value of TSR awards granted to the French participants, related to additional 2-year post-vesting restrictions on sale of shares by the participants.
- The per-share value of awards granted in 2010 amounts to CHF 50.55 and CHF 56.79 for RSU awards, CHF 20.52 and CHF 23.06 for relative TSR awards, CHF 12.54 and CHF 14.08 for absolute TSR awards, and CHF 7.58 and CHF 8.52 for additional TSR awards (lower values: French participants).

For 2011, the variable portion of cash compensation (annual bonus) to the CEO amounted to 90% and for the other members of the Executive Committee ranged between 24% and 90% of the base salary. The variable portion of compensation consisting of share awards (including RSU awards; at values as indicated in the previous table) to the CEO amounted to 83% and for the other members of the Executive Committee ranged between 32% and 69% of the base salary. The CEO has reached 90% of the STIP bonus base, and the other members of the Executive Committee have reached between 32% and 128% of the STIP bonus base.

### 3.2 Compensation of former members of Governing Bodies (Board of Directors, Executive Committee, closely linked parties)

No compensation payments were made to other former members of Governing Bodies in relation to their former offices.

### 3.3 Shares allocated to Governing Bodies

In 2011, no Adecco S.A. shares were allocated to current or former members of Governing Bodies, except for part of the

Share ownership as of December 31 <sup>1</sup>	Patrick De Maese-neire	Dominik de Daniel	Alain Dehaze	Theron I (Tig) Gilliam Jr.	Peter Searle	Andreas Dinges	Mark Du Ree	Martin Alonso <sup>2</sup>	Federico Vione	Sergio Picarelli	Christian Vasino	François Davy <sup>3</sup>	Total
2011	8,959	32,873	1,366	1,364	910	1,434	50	867	1,024	3,358	2,962	100	55,267
2010	590	29,978					50	n.a.		1,050	1,000	100	32,768

<sup>1</sup> Indicating the number of registered shares held, with a par value of CHF 1 each.

<sup>2</sup> Became a member of the Executive Committee in 2011.

<sup>3</sup> Ceased to be a member of the Executive Committee in 2011, shareholding indicated as per date of departure.

The members of the Board of Directors and the Executive Committee are required to disclose to the Company direct or indirect purchases and sales of equity related securities in accordance with the requirements of the SIX Swiss Exchange.

Chairman's compensation paid with Adecco S.A. shares (refer to the table in section 3.1.1 "Board of Directors' compensation and shareholding").

### 3.4 Share ownerships of Governing Bodies

As of December 31, 2011, the members of the Board of Directors, including parties closely linked, reported to hold 786,195 shares; not included are the shares held by a group of which Andreas Jacobs is a member (refer to section 1.2 "Significant shareholders" of the Corporate Governance Report and to Note 5 "Significant shareholders" to Adecco S.A. (Holding Company) financial statements). For the individual share ownerships of the Board of Directors, refer to the table in section 3.1.1 "Board of Directors' compensation and shareholding" and section 1.2 "Significant shareholders" of the Corporate Governance Report.

The members of the Executive Committee, including parties closely linked, reported share ownership as indicated in the following table:

### 3.5 Stock options and share awards held by and granted to Governing Bodies

#### 3.5.1 Stock options

Stock options outstanding, as granted since the merger of Adia and Ecco in 1996, exercised by, lapsed from, and held by the members of Governing Bodies in office as of December 31, 2011 and as of December 31, 2010, are presented in the following tables (no stock options were granted since 2004):

**As of December 31, 2011**

Year of grant	Last year of expiry detail			Strike price (CHF)	Granted	Exercised	Lapsed	Held by Martín Alonso	Held by Federico Vione	Held by Christian Vasino
	Martín Alonso	Federico Vione	Christian Vasino							
<b>Stock options held</b>										
2003	2012	2012	2012	78.50	36,500	3,200	26,000	6,000	800	500

**As of December 31, 2010**

Year of grant	Last year of expiry detail			Strike price (CHF)	Granted	Exercised	Lapsed	Held by Federico Vione	Held by Christian Vasino
	Federico Vione	Christian Vasino							
<b>Stock options held</b>									
2003	2012	2012	2012	78.50	6,500	3,200	1,500	800	1,000

One option entitles the holder to purchase one Adecco S.A. share under the conditions as outlined in the respective plan.

Options shown as "held" in the tables above are included as part of the total options outstanding presented in the table appearing in the Corporate Governance Report, section 2.7 "Convertible notes and options" and Note 9 "Stock-based compensation" to the consolidated financial statements.

For additional information on stock options, refer to the Corporate Governance Report, section 2.7 "Convertible notes and options".

### 3.5.2 Share awards

#### Awards granted 2011

Share awards held as of December 31, 2011 granted on March 16, 2011 under the LTIP:

December 31, 2011	RSU awards	TSR awards <sup>1</sup>	Total
Patrick De Maeseneire	21,983	17,757	39,740
Total Executive Committee	72,536	56,967	129,503

#### Awards granted 2010

Share awards held as of December 31, 2011 and December 31, 2010 granted on March 16, 2010 under the LTIP:

December 31, 2011	RSU awards	TSR awards <sup>1</sup>	Total
Patrick De Maeseneire	16,737	20,277	37,014
Total Executive Committee	56,528	66,390	122,918

December 31, 2010	RSU awards	TSR awards <sup>1</sup>	Total
Patrick De Maeseneire	25,106	20,277	45,383
Total Executive Committee	90,135	72,801	162,936

#### Awards granted 2009

Share awards held as of December 31, 2011 and as of December 31, 2010 granted on March 16, 2009, and April 1, 2009 under the LTIP:

December 31, 2011	EPS awards <sup>2</sup>	TSR awards	Total
Patrick De Maeseneire <sup>3</sup>	22,500	22,500	45,000
Total Executive Committee	70,042	109,137	179,179

December 31, 2010	EPS awards <sup>2</sup>	TSR awards	Total
Patrick De Maeseneire <sup>3</sup>	22,500	22,500	45,000
Total Executive Committee	80,912	128,945	209,857

<sup>1</sup> Split into relative TSR, absolute TSR, and additional TSR awards (one third each).

<sup>2</sup> For EPS awards refer to the description of the long-term incentive plan for the awards granted in 2009 as described on pages 189 and 190 of the Annual Report 2009.

<sup>3</sup> Special conditions: grant date April 1, 2009, vesting of 58% of the awards granted is guaranteed, subject to continued employment.

### 3.6 Additional fees and remuneration of Governing Bodies

No member of the Board of Directors has received any additional honorariums in 2011.

### 3.7 Loans granted to Governing Bodies

In 2011, the Company did not grant any guarantees, loans, advances or credits to members of the Board of Directors or to members of the Executive Committee, including closely linked parties.