



ISSUER RATING
LongTerm

OUTLOOK
Stable



INSTRUMENT RATING
NeuMTN



ISSUER RATING
ShortTerm



INSTRUMENT RATING
NeuCP

Initiation date 29/11/2022
Rating Date 21/11/2025

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Rating Action and Rationale

- EthiFinance Ratings affirms the long-term rating of Bellon SA and of its NEU MTN programme (for an amount of up to €200m) at BBB+, maintaining a Stable outlook. EthiFinance Ratings also affirms the short-term rating of Bellon SA and of its NEU CP programme (for an amount of up to €500m), at EF1.
- Bellon SA (Bellon) is a family-owned holding company, with majority stakes in the French food services company Sodexo, and in the French benefits and rewards services player Pluxee.
- Our affirmation derives from overall good credit metrics on a standalone basis for an investment holding, which results in a standalone rating higher than BBB+ based on the 'Investment Holding Methodology'. However, our final rating remains constrained by the credit quality of its main underlying investment, Sodexo, which accounts for c. 75% of its asset value. This provides some headroom for a potential deterioration of Bellon's standalone credit metrics, as currently visible, assuming no downgrade of Sodexo's credit quality in the near future.
- Bellon's financial metrics have indeed deteriorated on a standalone basis. This started in FY24, and is expected to be even more visible at end-2025, and to last throughout 2026, hence explains the Negative CME (Credit Metrics Expected Evolution) attributed in the short-term. The acquisition of Sofinsod in July 2024, a fully owned subsidiary of Sodexo that owned a 19.6% stake in Bellon, has indeed had a negative impact on Bellon's adjusted net debt and on its interest coverage ratio (ICR), particularly given interest rates level at the time. The ICR deteriorated to 3.4x at end-2024 (vs 6.5x at end-2023) and we expect it to further decline in FY25, and to be below 2.0x, given the purchase of €200m of Sodexo end Pluxee shares in 2025 financed by debt. In addition, the loan-to value (LTV) of the holding also deteriorated on the back of higher debt combined with a simultaneous significant decrease of Sodexo and Pluxee share prices during the year. Sodexo's share price lost c. 43% since our last review as a consequence of lower sales growth than expected. Pluxee has also faced a decrease of its share price (c. 30%), mainly linked to new regulation constraining its revenues in Brazil, its main market. Overall, this should materialize for Bellon by a deterioration of its LTV which is expected to be over 10% at end-2025, compared to a negative LTV at end-2023. Finally, the dividend policy is expected to be less conservative than previously with a pay-out of up to 25% (vs 10% historically).
- In addition, the ratings remain constrained by the limited diversification of Bellon both in terms of value and industry. Bellon being the family-office of the founder of Sodexo, the holding is indeed only invested in Sodexo and Pluxee, which was spun-off from Sodexo in 2024.
- However, despite the deterioration of the credit metrics in the short-term, we maintain a Stable outlook as the financial ratios remain solid. Our base case scenario, considering no evolution in Sodexo and Pluxee's current share prices, leads to an LTV ratio which is expected to remain very good (below 10% on average) through the cycle. In addition, in the event of a downside scenario, with a 50% drop of Sodexo and Pluxee's current share prices, our LTV ratio would remain below 20% on average. We also expect the ICR to improve from FY26 onwards, and to stand above 3.0x on average over the rest of our forecast period (2026-27). Finally, we consider Bellon's financial policy as prudent. The holding's strategy to strengthen in the capital of Sodexo, and now Pluxee, has so far never been pursued to detriment of its credit metrics. This reinforces a solid investment-grade profile for Bellon.
- Regarding ESG, Bellon's ESG policy is limited and mainly derived from that of Sodexo.

Issuer Description

Bellon is a family-owned holding company, with a 43.8% stake in the share capital of French food services company Sodexo, and 58.8% of its voting rights as of end-August 2025. In February 2024, Sodexo spun off its benefits and rewards services activity, rebranded Pluxee, which offers prepaid cards, restaurant vouchers, mobility passes, and leisure passes. As of end-August 2025, Bellon held a 46.2% stake in Pluxee and 62.3% of its voting rights.

Bellon is 74.1%-owned by the direct heirs of Pierre Bellon (Sodexo's founder who died in January 2022); other members of the family hold 6.3%, and the indirectly Bellon-owned holding company Sofinsod owns the remaining 19.6%. Until July 2024, Sofinsod was fully owned by Sodexo. The full stake of Sodexo in Sofinsod was acquired by Bellon in order to simplify Sodexo's ownership structure. The acquisition, for a net amount of €524m (including the exceptional dividend received by Bellon from Sodexo, in the aftermath of the disposal of Sofinsod of c. €394m), has been financed by a mix of debt.

At end-2024, Bellon's LTV ratio had slightly deteriorated but remained excellent, at 5.2% (vs -1.3%, at a Sodexo share price of €82.6 per share and a Pluxee share price of €20.2 per share). This was linked to the acquisition of Sofinsod. We assume the LTV has deteriorated further in 2025 and will be over 10% at year-end, as a consequence of the significant decrease of Sodexo's and Pluxee's share prices since the beginning of the year (based on current share prices of €47.0 for Sodexo and of €14.3 for Pluxee), and the additional debt linked to the purchase of Sodexo and Pluxee shares (for €200m).

For FY25 (ending August 2025), Sodexo's revenues were €24.1bn, up by 1.2% compared to FY24, along with adjusted EBITDA of €1.6bn, equivalent to a margin of 6.6% (vs 6.5% in FY24). At end-August 2025, our adjusted net leverage ratio was stable compared to YE24, at 2.3x.

Pluxee's FY25 results (to end-August 2025) showed revenues of €1.3bn and adjusted EBITDA of €454m (excluding the costs of the spin-off), equivalent to a 35.3% margin. At YE25, the reported net cash position was €1.2bn.

Due to the nature of Bellon's activities, our analysis is based on our 'Investment Holding Methodology'.

Fundamentals

Business Risk Profile

Investment policy

- **Adequate investment policy with a good track record**

We consider that Bellon's investment policy - which consists of increasing its stakes in Sodexo, and now Pluxee, following the spin-off - makes sense for the family holding of a family group.

Over recent years, the strengthening of Bellon's stake in Sodexo has not been pursued to the detriment of the credit metrics of the holding company, which have remained excellent. Historically, the holding distributed around 10% of dividends (received from Sodexo, and Pluxee as of now) to the Bellon family. The holding increased its distribution policy in FY24 and planned to maintain it from FY25 onwards, with a pay-out up to 25%.

In February 2025, the holding announced its intention to strengthen its position in Sodexo and Pluxee with an investment of €100m in each company. These share purchases were completed during the first half and were funded by using the €200m undrawn ELS.

Regarding ESG, Bellon's commitments are linked to the ones of Sodexo. In 2016, the group announced its commitments with the plan "Better Tomorrow 2025".

Portfolio of investments

- **No portfolio diversification in value and sector, but Bellon benefits from the geographical diversification of Sodexo and Pluxee**

Despite the spin-off of Pluxee, Bellon's diversification, by value and by industry, has remained limited, as the simple separation of this entity from the Sodexo group does not enhance this factor. However, Bellon's rating is supported by Sodexo and Pluxee's good geographical diversification with a presence across Europe and the Americas. These regions provide the bulk of Sodexo's revenues (36% in Europe and 46% in North America of total revenues respectively in FY25) and of Pluxee (44% and 38% respectively in FY25). However, Pluxee is significantly more exposed to countries with higher regulatory risks compared than Sodexo (c. 29% of its revenues are derived from Brazil).

- **Good credit quality of the assets**

The credit quality of Bellon's assets remains good and are commensurate with investment grade ratings, despite being not rated by EthiFinance Ratings. Sodexo's credit ratios are satisfactory with, in particular, an adjusted net leverage ratio of 2.3x at end-August 2025 and solid cash generation. In addition, Sodexo benefits from its large scale and global presence, strong competitive advantages in a highly competitive market, due to a high number of players. These advantages provide greater pricing power compared to others in the food services sector, and increased the likelihood of client retention. Furthermore, Sodexo's exposure to non-cyclical sub-sectors - such as healthcare, education, and seniors care - provides good protection against the troughs of economic cycles. However, the group experienced in FY25 some slowdown in its business development, particularly in the US, its main market.

Regarding Pluxee, despite its relatively small size, its credit quality is good and aligned with that of Sodexo. This is underlined by solid business performance with leading positions in most of its markets (17 countries out of 28 covered), strong generation of cash-flow, and a substantial net cash position. At end-August 2025, the net cash position was €1.2bn. However, most of the group's revenues growth is expected to come from acquisitions which could deteriorate the credit metrics of the group, particularly in the event of a large debt-financed acquisition. Finally, Pluxee's activities in Brazil, which represent 29% of its FY25 revenues, are expected to be impacted by the change in regulations in the country with a cap on merchant commission rates, announced in November 2025.

- **Good liquidity profile of the assets**

The liquidity profile of the listed companies is intrinsically solid. Both Sodexo and Pluxee are part of the SBF120 which is beneficial for Bellon's liquidity profile. However, although the company will, if necessary, have the option of

adjusting its positions by selling Sodexo or Pluxee shares, such a strategy is not envisaged at present. In February 2025, Bellon announced its intention to reinforce its positions in Sodexo and Pluxee by purchasing an additional €100m of shares in each company. These share purchases were completed in June 2025.

Financial risk profile

Financial policy

- **Prudent financial policy**

We assess Bellon's financial policy as prudent given its low level of financial debt and very good LTV ratio.

Leverage & coverage

- **Excellent credit metrics despite a temporary deterioration in FY24**

As of end-December 2024, Bellon's gross debt had deteriorated to €423m (vs €103m at YE23) as a consequence of the acquisition of Sofinsod - for a net amount of €524m, after exceptional dividends from Sodexo. This acquisition was financed by a mix of debt (€420m new equity-linked swap (ELS) debt from Natixis, CACIB and BNPP maturing in 2029), and a bridge loan which was fully repaid by end-December 2024 thanks to the cash received from the dividend payment from its stakes.

With a cash position of €85m, net adjusted debt stood at €339m, compared to -€79m at end-2023. Consequently, our LTV slightly deteriorated and became positive at 5.2%, a level which remains excellent. Interest coverage (excluding exceptional dividends received from Sodexo) also deteriorated to 3.4x (vs 6.5x in FY23) due to higher interest costs and dividends paid.

Bellon's ELS debt is subject to a financial covenant tested once a year (at end-December) of net asset value of assets / net financial debts > 2.5x. At year-end 2024, the ratio was complied with. In addition, Bellon's stakes in Sodexo and Pluxee are expected to remain above 33.34%.

Over our forecast period (2025-27), we expect the credit ratios to deteriorate in FY25 with a LTV over 10%, considering Sodexo and Pluxee's current share prices (respectively €47.0 and €14.3), and the ICR to be below 2.0x. From 2026, however, credit ratios are expected to improve slightly, considering the gradual repayment of the ELS, but to remain below pre-2025 levels.

Liquidity profile

- **Excellent liquidity and strong refinancing profiles**

We assess the liquidity profile of Bellon as "Superior", which is the highest category according to our short-term methodology. This reflects Bellon's strong liquidity, more than enough to cover debt maturities for more than two years, and its strong refinancing profile.

Credit metrics expected evolution (CMEE)

- **Negative CMEE**

We anticipate credit metrics to deteriorate over the next 12 months based on the higher level of debt and, consequently, higher interest expenses. Our ICR is expected to be below 2.0x in FY25 (vs c. 3.4x in FY24). In addition, the decrease of Sodexo and Pluxee's share prices since the beginning of the year are expected to deteriorate the LTV ratio at end-2025 to over 10% (vs a negative LTV ratio at end-2023).

Instrument rating

- **BBB+ rating assigned to the NEU MTN programme, and EF1 for the NEU CP programme**

Bellon has a €200m NEU CP programme and a €500m NEU MTN programme. According to our recovery and instrument rating methodology, with the NEU MTN instrument being unsecured and unsubordinated, the rating is similar to the long-term rating, which results in a BBB+ rating for the NEU MTN programme.

The NEU CP rating derives from our short-term methodology and is similar to the short-term rating.

Rating Sensitivity

List of ratings:

- LT corporate rating: BBB+
- NEU MTN rating: BBB+
- ST rating: EF1
- NEU CP rating: EF1

- **Positive factors which could influence the long-term and short-term ratings (↑)**

As Bellon's credit profile is already very good, a long-term rating upgrade would mainly come from a substantial diversification of its investment portfolio. However, as indicated by our discussions with the company, this is excluded, at least in the short term.

Achieving an upgrade to EF1+ would require a two-notch improvement in the long-term rating, an unlikely prospect at the present moment.

- **Negative factors which could influence the long-term and short-term ratings (↓)**

A downgrade to BBB could be triggered by a longer than expected deleveraging of the holding and a significant decrease of Sodexo and Pluxee's share prices. In particular, an interest coverage ratio around 2.0x combined with a LTV ratio over 15% for a sustained period would entail a rating downgrade. Additionally, a downgrade of Sodexo's credit quality, as per our internal assessment, could also lead to a downward revision of our rating given Sodexo's weight in Bellon's total asset value.

A downgrade to EF2 would be a consequence of a two-notch downgrade of the long-term rating of Bellon, which is deemed improbable as of now.

Sources of information

The credit rating assigned in this report has been requested by the rated entity, which has also taken part in the process. It is based on private information as well as public information. The main sources of information are:

1. Annual Audit Reports.
2. Corporate Website.
3. Information published in the Official Bulletins.
4. Rating book provided by the Company.

The information was thoroughly reviewed to ensure that it is valid and consistent, and is considered satisfactory. Nevertheless, EthiFinance Ratings assumes no responsibility for the accuracy of the information and the conclusions drawn from it.

Additional information

- The rating was carried out in accordance with Regulation (EC) N°1060/2009 of the European Parliament and the Council of 16 September 2009, on credit rating agencies. Principal methodology used in this research are :
 - Corporate Rating Methodology - Investment Holding : [https://files.qivalio.net/documents/methodologies/CRA_192_V1.Corporate Rating Methodology Investment Holding.pdf](https://files.qivalio.net/documents/methodologies/CRA_192_V1.Corporate_Rating_Methodology_Investment_Holding.pdf)
 - Corporate Rating Methodology - General : <https://www.ethifinance.com/download/corporate-rating-methodology-general/?wpdmdl=35203>
- The rating scale used in this report is available at <https://www.ethifinance.com/en/ratings/ratingScale>.
- EthiFinance Ratings publishes data on the historical default rates of the rating categories, which are located in the central statistics repository CEREP, of the European Securities and Markets Authority (ESMA).
- In accordance with Article 6 (2), in conjunction with Annex I, section B (4) of the Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009, it is reported that during the last 12 months EthiFinance Ratings has not provided ancillary services to the rated entity or its related third parties.
- The issued credit rating has been notified to the rated entity, and has not been modified since.

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