

NOTICES OF MEETING

MEETINGS OF SHAREHOLDERS AND UNITHOLDERS

SOPRA STERIA GROUP

Société Anonyme with share capital of €9,574,712
Registered office: PAE les Glaisins, F-74940 Annecy-le-Vieux
Head office: 9 bis, rue de Presbourg F-75116 Paris
326 820 065 R.C.S. Annecy

Notice of Meeting

All shareholders are hereby informed that an Extraordinary General Meeting will be held on Friday, 19 December 2014 at 11:00 a.m. at Hôtel Le Meurice, 228, rue de Rivoli, 75001 Paris, France, to discuss and vote on the items of business listed in the agenda given below:

Agenda:

- Report of the Board of Directors;
- Reports of the merger auditors;
- Reports of the spinoff auditors;
- Merger-absorption of Groupe Steria by Sopra Steria Group;
- Partial transfer of assets by Sopra Steria Group to Sopra HR Software corresponding to its complete and standalone branch of activity focusing on the development and distribution of Human Resources software solutions, known under the name “Pléiades”, covering the entire lifecycle of client projects from consulting to operations, including integration, application management and other managed services; approval of the transfer and consideration offered in exchange for it;
- Merger-absorption of Steria by Sopra Steria Group;
- Powers required to carry out formalities.

A. – Procedures governing participation in the General Meeting

Pursuant to the provisions of the French Commercial Code, shareholders are informed that participation in general meetings is subject to their shares being recorded in accounts either in their name or that of the intermediary authorised to act on their behalf, no later than the third business day preceding the Meeting at 0:00 a.m., Paris time:

- either in securities accounts for holders of registered shares maintained by the Company,
- or in securities accounts for holders of bearer shares maintained by the authorised intermediary.

In accordance with Article R. 225-85 of the French Commercial Code, the deadline for completing these formalities is set at 0:00 a.m. on 16 December 2014, Paris time.

In the case of bearer shares, proof of the shareholder’s status is provided by way of a certificate of investment delivered by the authorised intermediary and attached to the postal or proxy voting form or to the request for an admission card completed in the name of the shareholder.

Sopra Steria Group also offers **holders of registered shares** the option to vote online, in advance of the General Meeting, via the Votaccess electronic voting system, accessible:

- for registered shareholders, via a link provided within the “Investors” section of the Company’s website (<http://www.sopra.com/accueil-finance>), which redirects the shareholder automatically to the dedicated voting portal (<https://www.cmcics-nominatif.com>);

This electronic system allows holders of registered shares to request admission cards, submit voting instructions and appoint or rescind the appointment of a proxy under the conditions discussed below, all in advance of the General Meeting.

1. Physical attendance at the General Meeting:

Shareholders who wish to attend the General Meeting in person may request admission cards by either of the means described below:

1.1 Postal requests for admission cards

— For holders of registered shares: send the admission card request by post so that it will be received no later than 16 December 2014 by CM-CIC Securities c/o CM-CIC Titres at 3, Allée de l’Etoile, 95014 Cergy Pontoise, France or report to the venue on the day of the General Meeting.

— Holders of bearer shares: ask the authorised intermediary responsible for managing your securities account to request an admission card. The authorised intermediary’s request must be received by CM-CIC Securities c/o CM-CIC Titres at 3, Allée de l’Etoile, 95014 Cergy Pontoise, France before 16 December 2014.

In either case, if an admission card request is received by CM-Securities c/o CM-CIC Titres after 16 December 2014, the shareholder concerned will need to report to the reception counter for “Shareholders without cards” or “Shareholders without documents” on the day of the General Meeting and present his or her certificate of investment.

1.2 Electronic requests for admission cards for holders of registered shares

Registered shareholders wishing to attend the General Meeting in person may request an admission card online by submitting their request on Votaccess, the secure electronic voting system accessible via a link in the “Investors” section of the Company’s website (<http://www.sopra.com/accueil-finance>), which redirects the automatically to the dedicated voting portal (<https://www.cmcics-nominatif.com>),

Registered shareholders will be able to log in using their user ID and password, which will be sent to them by post prior to the General Meeting. Admission cards will be sent to shareholders by post.

2. Voting or proxy forms:

2.1. Postal voting or proxy forms.

Shareholders not attending General Meetings in person who wish to submit postal votes or to be represented at the Meeting by granting authority to the Chairman of the Meeting or other representative to vote on their behalf may:

— For holders of registered shares: fill in and send back the voting or proxy form, included with the invitation to the Meeting, to: CM-CIC Securities c/o CM-CIC Titres, 3, Allée de l’Etoile, 95014 Cergy Pontoise, France

— For holders of bearer shares: send a request for the combined voting or proxy form to the intermediary managing the securities account upon

receiving the invitation to the Meeting. This form must first be filled in by the shareholder, then sent back to the intermediary, which will attach its certificate of investment for the shareholder and forward both documents to CM-CIC Securities c/o CM-CIC Titres, 3, Allée de l'Etoile, 95014 Cergy Pontoise, France. In order to be taken into account, voting forms must be received by CM-CIC Securities c/o CM-CIC Titres at 3, Allée de l'Etoile 95014 Cergy Pontoise, France no later than three days prior to the General Meeting, thus by 0:00 a.m. on 16 December 2014 (Paris time). Proxy appointments or rescindments of proxy appointments sent by post must be received no later than three calendar days before the date of the General Meeting, thus by 0:00 a.m. on 16 December 2014 (Paris time).

2.2. *Electronic submission of voting or proxy forms for holders of registered shares*

Registered shareholders may submit their voting instructions, appoint proxies or rescind proxy appointments online in advance of the General Meeting on Votaccess, the secure electronic voting system accessible via a link in the "Investors" section of the Company's website (<http://www.sopra.com/accueil-finance>), which redirects automatically to the dedicated voting portal (<https://www.cmcics-nominatif.com>). Holders of registered shares whose securities accounts are maintained by the Company (*nominatif pur*) may log in to the service using their existing user ID and password.

Holders of registered shares whose securities accounts are managed by a financial institution (*nominatif administré*) will receive an invitation to the Meeting including their user ID and password. This access information may be used to log in to the service at <https://www.cmcics-nominatif.com>. Once logged in, holders of registered shares will need to follow the instructions provided on screen to enter the Votaccess system in order to submit voting instructions, appoint a proxy or rescind a proxy appointment.

2.3. *Appointment of a proxy and/or rescindment of a proxy appointment*

— Article R. 225-79 of the French Commercial Code provides for the submission of proxy appointments and/or rescindments of proxy appointments by electronic means.

Holders of registered shares may submit their requests on the site <https://www.cmcics-nominatif.com>.

Holders of bearer shares must send an e-mail to the following address: mandats-ag@cmcic.com.

This e-mail message must include the following information: the name of the company concerned (Sopra Steria Group); the date of the General Meeting (19 December 2014); the shareholder's last name, first name, address and bank details; and the proxy's last name, first name and address (if available).

Holders of bearer shares must also get in touch with the financial intermediary responsible for the management of their securities accounts requesting that a written confirmation be sent to CM-CIC Securities c/o CM-CIC Titres, 3, Allée de l'Etoile, 95014 Cergy Pontoise, France.

Only notifications of proxy appointments or rescindments of proxy appointments may be sent to the aforementioned e-mail address. Other types of requests or notifications will not be taken into account or processed.

In order for proxy appointments or rescindments of proxy appointments submitted by electronic means to be validly taken into account, e-mail messages and/or written confirmations need to be received no later than the day before the General Meeting, at 3:00 p.m. (Paris time).

The Votaccess page for this General Meeting will be accessible from 26 November 2014

Online voting in advance of the General Meeting will close the day before the Meeting, 18 December 2014, at 3:00 p.m. (Paris time)

Pursuant to the provisions of Article R. 225-85 of the French Commercial Code, once a shareholder has submitted voting instructions by post or electronic means or requested an admission card, he or she may not opt for any other means of taking part in the Meeting.

Shareholders who have already submitted voting instructions, sent a proxy form or requested an admission card may sell, transfer or assign all or a portion of their shares at any time. However, if the sale, transfer or assignment takes place before 0:00 a.m. on the third business day preceding the General Meeting (Paris time), the Company will invalidate or adjust, as required, the postal or electronic vote, the proxy or the admission card. To this end, the intermediary managing the securities account must send notification to the Company or its agent of the sale, transfer or assignment, accompanied by the required information.

No sale or other transaction completed after the third business day preceding the General Meeting at 0:00 a.m. (Paris time), irrespective of the means employed, is to be notified by the authorised intermediary or taken into account by the Company, notwithstanding any agreement to the contrary.

B. – Written questions from the shareholders

Pursuant to the provisions of Article R. 225-84 of the French Commercial Code, shareholders may submit written questions to the Board of Directors. These questions must be sent to the Company's registered office by registered letter with proof of receipt or by e-mail to assembleegenerale@sopra.com no later than the fourth business day preceding the General Meeting, thus by 15 December 2014. In order to be considered, questions must be accompanied by a deposit certificate for a securities account in the name of the shareholder.

C. – Documents made available to the shareholders

Pursuant to applicable legal and regulatory provisions, all documents that must be made available to shareholders in connection with general meetings will be accessible at the registered office of the Company, located at 9 bis, rue de Presbourg, 75116 Paris, France, within the time period required by law and, for the types of documents mentioned in Article R. 225-73-1 of the French Commercial Code, in the "Investors" section of the Company's website at the following address: www.sopra.com/accueil-finance.

The Board of Directors

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This document is a free translation into English of the original French "Convocations", referred to as the "Notices of Meeting". It is not a binding document. In the event of a conflict in interpretation, reference should be made to the original French version, which is the authentic text.