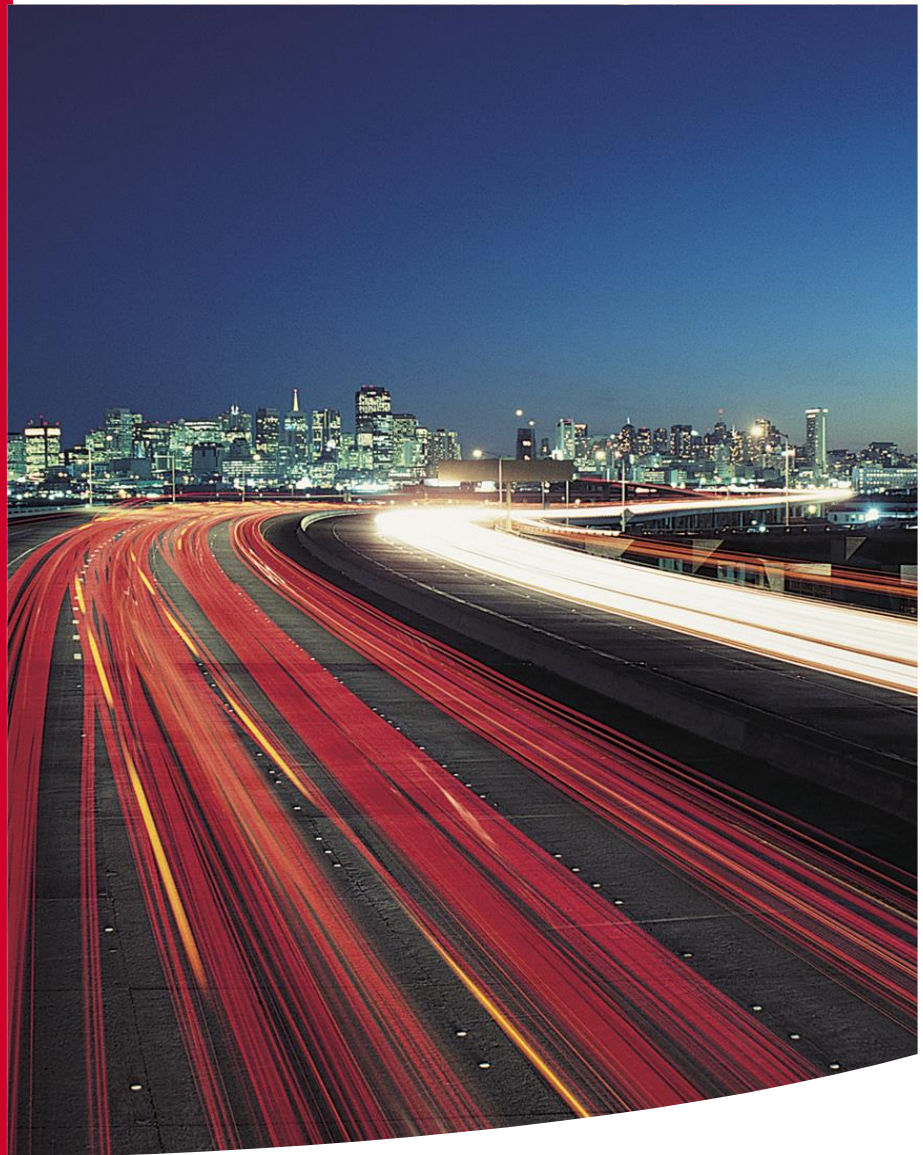


NOTICE OF
MEETINGS

2015 COMBINED GENERAL MEETING

TUESDAY 25 JUNE 2015 AT 2:30 P.M

SHANGRI-LA HOTEL
10 AVENUE D'ÉNA, 75116 PARIS



*This document is a free translation into English. It is not a binding document.
In the event of a conflict in interpretation, reference should be made to the French version, which is the authentic text.*

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A WORD FROM THE CHAIRMAN

Dear Shareholders,

It is my pleasure to invite you to attend the Combined General Meeting of Sopra Steria Group shareholders, to be held on Thursday, 25 June 2015 starting at 2:30 p.m. at the Shangri-la Hotel, 10 avenue d'Iéna, Paris, France.

Sopra's 2014 results reflect the sustained transformation efforts that, year after year, have enabled the group to achieve one of the highest levels of both growth and profitability in its sector. Sopra's standalone operations posted organic growth of 4.7% with an operating margin on business activity of 8.6%, up 0.5% year-on-year.

A major highlight of 2014 was the tie-up with Steria, completed before the financial year-end. Following the announcement of the plan on 8 April 2014 and Sopra's successful public exchange offer for Steria, shareholders of both companies met on 19 December to approve the legal merger of entities, which took place on 31 December.

The resulting combined group, Sopra Steria, employs more than 37,000 people and operates in around twenty countries. With revenue of around €3.4 billion, Sopra Steria joins the ranks of the top five European digital services companies. The strategic benefits of the Sopra Steria merger are self-evident

Digital technology is having a profound impact on the way our clients do business, considerably expanding their transformation requirements. They are looking for end-to-end providers with expertise across a wide range of business processes served by their information systems. As a result, the pace of consolidation in the digital services sector is picking up, as success becomes increasingly driven by brand exposure and status.

The merger of Sopra and Steria has resulted in an independent group with operations spanning the entire value chain (software development, consulting, systems integration, infrastructure management, cybersecurity and BPO/BPS) and a large European footprint. The new group is perfectly positioned to meet its clients' business needs and competitive challenges.

Since the beginning of 2015, the integration of the two entities has proceeded as planned. As early as January, right after the official merger, the new operational structure was implemented and work began on achieving the desired targets. The new executive management team, with Vincent Paris taking on the role of Chief Executive Officer and John Torrie serving as Deputy Chief Executive Officer, took its final form in March 2015.

Given the operational challenges encountered in 2014, particularly in Germany, by Steria, we have set ourselves a target of 6% for operating profit on business activity in 2015. With the anticipated synergies and identified avenues for improvement, we aim to raise that margin to between 8% and 9% by 2017, increasing annual revenue to between €3.8 billion and €4.0 billion over the same period.

In 2015 we will intensify our strategic development with a view to even more value creation, expanding the role of solutions in our business portfolio and stepping up our vertical integration efforts. That approach will guide our decision-making this year and in the years to come.

We will remain faithful to the underpinnings of Sopra's current success (organic growth, net margin, cash flow generation and dividends) and attentive to the needs of our clients and shareholders, while continuing to put employees at the core of our enterprise project.

As every year, I would like to share with you these evolutions during our General Meeting. This General Meeting is a prime opportunity for Sopra Steria Group and its shareholders to exchange information and engage in dialogue. I hope you will be able to take part in this meeting in person to express your thoughts on decisions concerning the Group. However, if you are not able to attend, you still have the option of voting by mail or online, or appointing the Chairman of the General Meeting or any other person you choose to serve as your proxy.

You will find all the relevant information in this document, as well as the meeting's agenda and the draft resolutions which will you will be requested to approve. Documents and information may also be consulted on Sopra Steria Group's website: www.soprasteria.com/investisseurs. The day, on which the meeting is held, you will also be able to consult all the materials presented there and the results of resolution votes on the Group's website

On behalf of the Board of Directors, I would like to thank each and every one of you for your trust and your loyalty, and I hope to see you on 25 June.

Pierre Pasquier

Président

MEETING AGENDA FOR THE COMBINED GENERAL MEETING OF 25 JUNE 2015

Shareholders are hereby invited to attend the Combined General Meeting to be held on Thursday, 25 June 2015

at 2:30 p.m. at the Shangri-la Hotel, 10 avenue d'Iéna 75116 Paris

to deliberate on the following agenda:

Requiring approval at the Ordinary General Meeting

- Approval of the individual financial statements for the financial year ended 31 December 2014; approval of non-deductible expenses;
- Granting of final discharge to members of the Board of Directors;
- Approval of the consolidated financial statements for the financial year ended 31 December 2014;
- Appropriation of earnings and determination of the dividend;
- Approval of the service provision agreement entered into with Éric Hayat as an agreement covered by Article L. 225-38 of the French Commercial Code;
- Approval, in accordance with Article L. 225-42-1 of the French Commercial Code, of commitments entered into on behalf of Pascal Leroy;
- Approval, in accordance with Article L. 225-42-1 of the French Commercial Code, of commitments entered into on behalf of François Enaud;
- Approval of agreements governed by Article L. 225-38 et seq. of the French Commercial Code;
- Opinion on items of compensation due or attributed in respect of financial year 2014 to Pierre Pasquier;
- Opinion on items of compensation due or attributed in respect of financial year 2014 to Pascal Leroy;
- Opinion on items of compensation due or attributed in respect of financial year 2014 to François Enaud;
- Opinion on items of compensation due or attributed in respect of financial year 2014 to Vincent Paris;
- Ratification of the co-optation of Sylvie Rémond as a director for a term of three years;
- Ratification of the co-optation of Solfrid Skilbrigt as a director for a term of three years;
- Setting of directors' fees at €500,000;
- Authorisation granted to the Board of Directors to allow the Company to acquire its own shares under Article L. 225-209 of the French Commercial Code; applicable duration, purpose, terms and limits.

Requiring approval at the Extraordinary General Meeting

- Authorisation granted to the Board of Directors, for a period of 24 months, to retire any shares that the Company may have acquired under the terms of share repurchase programmes; to reduce the share capital accordingly; with all powers granted to the Board to carry out these measures;
- Delegation of authority to the Board of Directors, for a period of 18 months, to issue warrants to subscribe for and/or acquire redeemable shares (BSAARs) to employees or officers of the Company or any of its affiliated undertakings, excluding the pre-emptive right of existing shareholders to subscribe for these warrants or to the shares issued via the exercise of BSAARs; applicable terms and limits;
- Delegation of authority to the Board of Directors, for a period of 18 months, to issue share subscription warrants to be granted free of charge to shareholders in the event of a takeover bid; applicable terms and limits;
- Delegation of authority to the Board of Directors, for a period of 26 months, to carry out capital increases, without pre-emptive subscription rights, reserved for employees of the Company or any other affiliated undertakings who are members of a company savings plan; applicable terms and limits;
- Amendment to the fifth paragraph of Article 22 of the Company's Articles of Association, "Regulated agreements", concerning agreements falling outside the scope of the regulated agreements procedure;
- Amendments to the second paragraph of Article 28 of the Company's Articles of Association, "Access to General Meetings – Powers – Composition", concerning the conditions for participating in General Meetings;
- Powers required to carry out formalities.

REPORTS OF THE BOARD OF DIRECTORS TO THE COMBINED GENERAL MEETING OF 25 JUNE (EXTRACT)

Mesdames, Messieurs les Actionnaires,

The explanations below are extracted from the Management report included in the Sopra Steria Group 2014 Registration Document which was registered with the Autorité des Marchés Financiers (AMF) on 29 April 2015 under number D15-0427. (Cf. Chapter 8 - Cross-reference table)

Approval of the individual and consolidated financial statements (Resolutions 1, 2 and 3)

The Board of Directors submits for your approval:

- the individual financial statements of Sopra Steria Group prepared as at 31 December 2014, showing a loss of €118,714,176.86, equating to the accounting impact of the two mergers by absorption of Steria and Groupe Steria, with retroactive effect on 1 January 2014, and of the resulting merger deficits; the list of non-deductible expenses totalling €586,054 and the corresponding tax charge of €216,254, corresponding to rentals and amortisation charges for company cars;
- the consolidated financial statements prepared as at 31 December 2014, showing net profit attributable to equity holders of the parent of €98,201,008.

You are asked to give the Board members full and unconditional discharge from their duties for the financial year ended 31 December 2014.

Proposed appropriation of earnings and dividend (Resolution 4)

In light of the above, the Board of Directors proposes that the loss for the year of (-)€118,714,176.86 plus the loss carried forward of (-)€30,408.00, together totalling a net loss of (-)€118,744,584.86, be charged to the "Issue premium" account, bringing the balance thereof to €527,354,354.04.

As a reminder, the "Issue, merger and contribution premiums" account was increased by €643 million during the year as a result of the public exchange offer and merger transactions.

Furthermore, it is proposed that the dividend per share be set at €1.90, an amount identical to that paid in 2014, thus a pay-out rate corresponding to 39.4% of consolidated net earnings.

The total dividend of €38,706,399.10 would be deducted from distributable reserves, specifically from the company's "Discretionary reserves" account, whose total amount is €201,009,615.47 and thus would be brought down to €162,303,216.37 after the deduction of the dividend.

The ex-dividend date will be 6 July 2015.

The dividend will be payable as from 8 July 2015.

Net dividends per share in respect of the previous three financial years are as follows:

(in euros)	2011	2012	2013
Total dividend	22,597,623.40	20,218,926.20	22,647,207.70
Number of dividend-bearing shares	11,893,486	11,893,486	11,919,583
Dividend per share paid	1.90	1.70	1.90

Approval of regulated agreements and undertakings (Resolutions 5, 6, 7 and 8)

We submit for your approval the following regulated agreements and undertakings, previously authorised by the Board of Directors and presented in the Statutory Auditors' special report:

Approval of a service provision agreement entered into between the Company and Éric Hayat Conseil, whose Chairman, Éric Hayat, is a member of the Board of Directors, in accordance with the provisions of Article L. 225-38 of the French Commercial Code (Resolution 5)

This agreement replaces an identical agreement entered into with Steria. It relates to the provision to senior management of advisory and assistance services, particularly in relation to strategic deals connected with business development, in return for compensation calculated on the basis of a daily rate of €2,500 excluding taxes and for a term expiring 31 December 2018.

Approval of the settlement entered into with Pascal Leroy on 17 June 2014 as a consequence of the termination of his term of office as Chief Executive Officer and of his employment contract, in accordance with the provisions of Article L. 225-42-1 of the French Commercial Code (Resolution 6)

This settlement was authorised by the Board of Directors at the recommendation of the Compensation Committee after checking that the applicable performance conditions had been met.

Although the settlement does not formally fall within the scope of Article L. 225-22-1 of the French Commercial Code, for good governance and transparency reasons it was submitted to the Board of Directors for general authorisation within the terms of Article L. 225-42-1 and, where applicable, Article L. 225-22-1 of the French Commercial Code.

Included in the terms of the settlement are:

- a final and comprehensive lump sum settlement payment (indemnité transactionnelle) to be made by the Company to Pascal Leroy in the gross amount of €252,147;
- an exemption to the requirement that Pascal Leroy still be with the Company in order to exercise the share subscription options granted to him by decision of the Board of Directors on 29 March 2011; the exemption applies to two thirds of those options, i.e. 29,820 options which, if exercised, would entitle Pascal Leroy to an allotment of 29,820 Sopra shares and 28,000 Axway shares; the other exercise conditions on the options remain unchanged;
- a non-compete obligation upon Pascal Leroy, in return for a gross consideration of €244,340;
- agreement by the Company to cover a maximum of €22,500 in miscellaneous costs related to the termination of Pascal Leroy's employment contract.

The settlement further stipulates that Pascal Leroy is entitled to:

- payment of the compensation guaranteed to him under the terms of Article L. 225-42-1 of the French Commercial Code by decision of the Board of Directors of 17 October 2012 in the event that his appointment as Chief Executive Officer and his contract of employment be terminated concurrently at the Company's initiative. The Company established that the related performance conditions were met. The amount of this guaranteed compensation is €91,270;
- payment of contractual severance compensation (indemnité conventionnelle) in the amount of €162,803;

- payment of compensation in lieu of notice, effective from 15 May 2014, representing a total gross amount of €151,288, as well as the corresponding compensation in lieu of paid holiday.

The total amount paid in this transaction is less than two years' fixed and variable compensation.

Approval of the settlement entered into with François Enaud on 17 March 2015 as a consequence of the termination of his term of office as Chief Executive Officer, in accordance with the provisions of Article L. 225-42-1 of the French Commercial Code (Resolution 7)

This settlement was authorised by the Board of Directors at the recommendation of the Nomination, Ethics and Governance Committee as well as the Compensation Committee, after checking that the applicable performance conditions applied by the Board had been met – namely the completion of the mergers between Sopra Steria Group, Groupe Steria and Steria by 31 December 2014 and the achievement of more than 50% of the targets set in respect of variable compensation in the previous two years.

For good governance and transparency reasons, this settlement was submitted to the Board of Directors for general authorisation under the terms of Article L. 225-38 and, where applicable, in the provisions of Article L. 225-42-1 of the French Commercial Code, even though they do not formally apply to it.

Since the settlement does not constitute predefined severance pay, it does not formally fall within the scope of the AFEP-MEDEF corporate governance code recommending that predefined severance pay for senior executives be limited to two years' fixed and variable compensation. However, the amounts paid out under the settlement are, in particular, justified by the highly specific situation of François Enaud, who played a decisive role in the formation of Groupe Steria, which he joined more than 30 years ago and managed for 17 years, and by his commitment to the organisation of the new Sopra Steria Group.

Included in the terms of this settlement are:

- a final and comprehensive lump sum settlement payment (indemnité transactionnelle) to be made by the Company to François Enaud in the gross amount of €1,444,272;
- the resignation by François Enaud from his duties as a director;
- an 18-month non-compete obligation upon François Enaud, in return for gross compensation of €700,000;
- the waiver of the continued employment requirement in respect of the 33,500 bonus performance shares allotted to him by Groupe Steria SCA (i.e. a maximum of 8,375 Sopra Steria Group shares) which are still in their vesting period, with the other initial conditions remaining applicable.

Furthermore, and for information, François Enaud received fixed and variable compensation on a pro rata basis for the period from 1 January to 17 March 2015, when his term of office expired.

Approval of other agreements referred to in the Statutory Auditors' special report (Resolution 8)

No new agreements, other than those presented above, have been entered into since 1 January 2014. In Resolution 8, we submit for your approval the entire contents of the Statutory Auditors' special report.

Opinion on items of compensation due or attributed to senior executives in respect of financial year 2014
(Resolutions 9, 10, 11 and 12)

Opinion on items of compensation due or attributed in respect of financial year 2014 to Pierre Pasquier, Chairman of the Board of Directors (Resolution 9)

The following table shows the items of compensation due or attributed to Pierre Pasquier, Chairman of the Board of Directors, in respect of financial year 2014:

Items of compensation	Amount	Comments
Annual fixed compensation	€350,000	Pierre Pasquier's fixed compensation has not been revised since 2011.
Annual variable compensation	€192,500	The role of the Chairman of the Board of Directors justifies the fact that part of his compensation is conditional upon the achievement of targets set at the beginning of the year. Variable compensation is applied in a manner consistent with that used for the members of the Executive Committee. Variable compensation may amount to: <ul style="list-style-type: none"> ✓ 40% of fixed annual compensation where the group's profitability target as well as individual targets are met; ✓ 60% of fixed annual compensation for very strong performance. Qualitative criteria are not used to release items of variable compensation. They may be called upon to adjust (up or down) the amount calculated based on the main profitability target for both senior executives and the Executive Committee.
Variable deferred compensation	Not applicable	There are no plans to apply variable deferred compensation.
Multi-year variable compensation	Not applicable	There is no system for multi-year variable compensation.
Exceptional compensation	Not applicable	There are no plans to apply exceptional compensation.
Share options, performance shares and any other long-term items of compensation	Not applicable	Pierre Pasquier has never been awarded any share subscription options or performance shares, or any other long-term items of compensation.
Director's fees	€16,354	Directors' fees are allocated to participants in meetings of the Board of Directors and its committees (voting and non-voting members), solely on the basis of their actual participation in those meetings, whether by physical presence or telephone. The participation of chairmen in their respective committees was counted double.
Valuation of all benefits in kind	€4,333	Company car.
Retirement payment	Not applicable	No such commitment exists.
Non-compete payment	Not applicable	No such commitment exists.
Supplementary pension plan	Not applicable	Pierre Pasquier is not eligible for a supplementary pension plan.

Opinion on items of compensation due or attributed in respect of financial year 2014 to Pascal Leroy (Resolution 10)

The following table shows the items of compensation due or attributed to Pierre Pasquier in respect of the period from 1 January to 30 April 2014, when his term of office as Chief Executive Officer expired:

Items of compensation	Amount	Comments
Annual fixed compensation	€123,077	Pascal Leroy's term of office expired on 30 April 2014.
Annual variable compensation	Not applicable	
Variable deferred compensation	Not applicable	
Multi-year variable compensation	Not applicable	
Exceptional compensation	Not applicable	
Share options, performance shares and any other long-term items of compensation	Not applicable	
Director's fees	Not applicable	
Valuation of all benefits in kind	€1,971	Company car.
Retirement payment	€657,508	The settlement entered into with Pascal Leroy on 17 June 2014 is submitted for approval at the General Meeting (Resolution 6).
Non-compete payment	€244,340	
Supplementary pension plan	Not applicable	

Opinion on items of compensation due or attributed in respect of financial year 2014 to François Enaud (Resolution 11)

The following table shows the items of compensation due or attributed to François Enaud in respect of the period from 3 September, the date on which his term as Chief Executive Officer took effect, to 31 December 2014:

Items of compensation	Amount	Comments
Annual fixed compensation	€136,667	François Enaud's term of office began on 3 September 2014.
Annual variable compensation	€63,600	Calculated on a pro rata basis for the last four-month period.
Variable deferred compensation	Not applicable	
Multi-year variable compensation	Not applicable	
Exceptional compensation	Not applicable	
Share options, performance shares and any other long-term items of compensation	€70,125	Accounting valuation of 1,375 free performance shares granted by Groupe Steria on 15 October 2014.
Directors' fees	€5,000	
Valuation of all benefits in kind	Not applicable	
Retirement payment	Not applicable	The settlement entered into with François Enaud on 17 March 2015 is submitted for approval at the General Meeting (Resolution 7).
Non-compete payment	Not applicable	
Supplementary pension plan	Not applicable	

Opinion on items of compensation due or attributed in respect of financial year 2014 to Vincent Paris (Resolution 12)

The following table shows the items of compensation due or attributed to Vincent Paris, Deputy CEO in 2014, in respect of financial year 2014:

Items of compensation	Amount	Comments
Annual fixed compensation	€300,000	
Annual variable compensation	€165,000	Variable compensation for the Chief Executive Officer is applied in a manner consistent with that used for the members of the Executive Committee. Variable compensation may amount to: <ul style="list-style-type: none"> • 40% of fixed annual compensation where the group's profitability target as well as individual targets are met; • 60% of fixed annual compensation for very strong performance. Qualitative criteria are not used to release items of variable compensation. They may be called upon to adjust (up or down) the amount calculated based on the main profitability target for both senior executives and the Executive Committee.
Variable deferred compensation	Not applicable	There are no plans to apply variable deferred compensation.
Multi-year variable compensation	Not applicable	There is no system for multi-year variable compensation.
Exceptional compensation	Not applicable	There are no plans to apply exceptional compensation.
Share options, performance shares and any other long-term items of compensation	Not applicable	Vincent Paris has not been awarded share subscription options or performance shares, or any other long-term items of compensation, in his capacity as a company officer.
Director's fees	Not applicable	
Valuation of all benefits in kind	€10,852	Company car – GSC.
Retirement payment	Not applicable	No such commitment exists.
Non-compete payment	Not applicable	No such commitment exists.
Supplementary pension plan	Not applicable	Vincent Paris is not eligible for a supplementary pension plan.

See also the "Summarised statements of compensation payable and options and shares allocated (AMF Position-Recommendation 2009-16, revised on 17 December 2013) on page 61, Chapter 2 of this document.

Appointment of directors (Resolutions 13 and 14)

Ratification of the co-optation of Sylvie Rémond as a director (Resolution 13)

As a consequence of the resignation of Françoise Mercadal-Delasalles from her duties as a director, the Board of Directors, at its meeting of 17 March 2015, having sought an opinion from the Nomination, Ethics and Governance Committee, decided to co-opt Sylvie Rémond to replace Françoise Mercadal-Delasalles for the latter's remaining term of office, expiring at the close of the General Meeting convened to approved the financial statements for the year ending 31 December 2017.

This co-optation is submitted to you for ratification.

A brief biography of Sylvie Rémond is set out below:

- Sylvie Rémond has been a member of the Group Management Board of Société Générale since 2011, and was appointed Joint Director, Customer Relations and Investment Banking on 1 March 2015.
Having joined Société Générale in 1985, she held a number of positions in the Personal Customers division and subsequently in the Large Corporates division.
In 1992, she joined the Acquisition Finance team within the structured finance business, and was later given responsibility for the corporate credit syndication and acquisitions team in 2000.
She joined the Risk division in 2004 as Head of Credit Risk for Corporate Banking and Investment, rising to Deputy Director of Group Risk in January 2010, a position she held until January 2015.
- She was also a director of OSEO and SG Ré until 2014.
- She is currently a director of SGBT and KB Financial Group.

Ratification of the co-optation of Solfrid Skilbrigt as director (Resolution 14)

Following François Enaud's resignation from his duties as director, the Board of Directors, at its meeting of 21 April 2015, after reviewing the opinion of the Nomination, Ethics and Governance Committee, decided to co-opt Solfrid Skilbrigt as Mr. Enaud's replacement for the remainder of his term of office, thus until the close of the General Meeting called to approve the financial statements for the year ending 31 December 2017.

This co-optation is submitted for your ratification.

A brief biography of Solfrid Skilbrigt is presented below:

- Solfrid Skilbrigt is head of Strategy, Human Resources, Marketing and Communications at Sopra Steria Scandinavia;
- Ms. Skilbrigt joined Steria in 2001 and has held various positions in human resources in Scandinavia while also heading up social and environmental responsibility for the group, until the tie-up with Sopra;
- From 1986 to 2001, Ms. Skilbrigt worked with Bull in Norway as Business Development Director with responsibility for the Infrastructure team and as Human Resources Director.

Setting of directors' fees (Resolution 15)

The number of members on your Board was increased significantly from 11 to 17 in financial year 2014 while the amount of directors' fees has not changed since 2012. It is therefore proposed that you agree to increase the total maximum amount of directors' fees to €500,000.

This amount is proposed to you by the Board at the recommendation of the Compensation Committee following a comparative survey of companies of a similar size. Even after this increase in the total budget, the amount of directors' fees per director would remain very modest compared with the companies making up the benchmark.

Purchases by the Company of its own shares (Resolution 16)

The Board of Directors requests that you renew the authorisation granted at the previous General Meeting of 27 June 2014 to buy back shares in the Company under the provisions of Articles L. 225-209 et seq. of the French Commercial Code.

The maximum number of shares that may be acquired is limited to 10% of the share capital and the maximum purchase price is set at €180 per share.

Shares may be bought back for the following purposes:

- to obtain market-making services to be rendered by an investment services provider acting in complete independence under the terms of a liquidity agreement entered into in compliance with the code of conduct of AMAFI (the French association of financial market professionals) recognised by the AMF;
- to allocate or sell the shares bought back to employees or company officers of the group using any allotment method authorised by the law;
- to retain the shares bought back in order to exchange them or present them as consideration at a later date for a merger, spin-off or contribution of assets and, more generally, for external growth transactions. Shares bought back for such purposes are not to exceed, in any event, 5% of the number of shares making up the Company's share capital;
- to cede the shares in the Company, upon the exercise of the rights attached to securities giving access to the Company's share capital through redemption, conversion, exchange, presentation of warrants or any other means;
- to implement any market practice that might be accepted by the AMF, and, more generally, to perform any operation that complies with regulations in force.

During financial year 2014, this programme was used solely for the purposes of the liquidity agreement covering Sopra Steria shares entered into with Oddo Corporate Finance.

For information, the use made of the previous authorisation is discussed in Chapter 6, Section 8 of this Registration Document.

This authorisation would be granted for a period of 18 months with effect from the date of this General Meeting. It would supersede the previous authorisation granted under Resolution 9 of the General Meeting of 27 June 2014.

Potential retirement of treasury shares (Resolution 17)

In order to give the Board of Directors all necessary flexibility, it is requested that the shareholders authorise the Board to retire some or all of the shares acquired in accordance with the provisions of Article L. 225-209 et seq. of the French Commercial Code, up to a maximum of 10% of the share capital.

This authorisation would be granted for a period of 24 months with effect from the date of this General Meeting. It would supersede the previous authorisation granted under Resolution 10 of the General Meeting of 27 June 2014, which had the same purpose.

Financial authorities delegated to the Board of Directors (Resolutions 18, 19 and 20)

Under Resolutions 11 to 24 of the General Meeting of 27 June 2014, the shareholders authorised or delegated authority to the Board of Directors to issue shares and/or transferable securities or debt securities giving access to equity, with or without pre-emptive subscription rights.

These delegated authorities grant the Board the authority it needs to undertake various capital transactions necessary for the group's development and funding, as well as for voluntary profit-sharing for its employees and company officers, as and when market opportunities arise, without the need to refer back to the shareholders at a General Meeting.

The table in Chapter 6, Section 11 of this Registration Document shows all authorities delegated to the Board and sets out the use made of those authorities in 2014.

These delegations of authority were given for a period of 26 months due to expire on 27 August 2016, with the exception of two of them, given to the Board with a view to the issue of (i) warrants to subscribe for and/or acquire redeemable shares (BSAAR) and (ii) share subscription warrants to be granted to shareholders in the event of a takeover bid, these last two delegations of authority having been conferred for the period of 18 months required by law and due to expire on 27 December 2015.

The purpose of Resolutions 18 and 19 is to extend the validity of these two delegations of authority.

We wish to point out that these delegations of authority would still be subject to the overall ceiling of 5% of the share capital, the single ceiling covering all capital increases with the aim of aligning the interests of employees and company officers with those of shareholders, presented in Chapter 6, Section 11.3 of this Registration Document.

Delegation of authority to the Board to issue warrants to subscribe for and/or acquire redeemable shares (BSAARs) without pre-emptive subscription rights (Resolution 18)

To ensure that the company continues to have at its disposal the most suitable vehicles for aligning the interests of the employees and company officers with those of the shareholders, it is proposed that you renew this delegation of authority for 18 months with effect from the date of this General Meeting.

The nominal amount of shares to which the warrants issued may entitle their holders may not exceed 5% of the Company's share capital; this is an aggregate limit that applies to Resolutions 20, 21 and 23 approved at the General Meeting of 27 June 2014 as well as to Resolution 20 below (subject to its approval at the General Meeting of 25 June 2015). A sub-limit of 0.5%, forming part of this 5% limit, would apply to shares to which company officers might be entitled. It is proposed that the subscription or acquisition price of shares obtained through the exercise of BSAARs, on the understanding that each BSAAR would entitle its holder to subscribe for (or acquire) one share in the Company, would be at least equal to 120% of the average closing price of the Company's shares over the twenty trading days preceding the date on which all of the terms and conditions for the BSAARs and the procedures for their issue are decided.

This authority would invalidate any previous authority having the same purpose.

Delegation of authority to the Board to issue share subscription warrants to be awarded free of charge to the shareholders in the event of a takeover bid (Resolution 19)

Resolution 24 approved at the General Meeting of 27 June 2014 delegated authority to the Board of Directors to decide, in the event of a takeover bid for the Company's shares, to issue warrants entitling their holders to subscribe, at preferential terms, for one or more shares in the Company, and to award such warrants free of charge to all shareholders in the Company who have such status prior to expiry of the public offer period.

The Board proposes that you renew this authority for a period of 18 months with effect from the date of this General Meeting. The proposed maximum nominal amount of the capital increase that may result from the exercise of the proposed warrants may not exceed €20,371,789, and the maximum number of subscription warrants that may be issued is equal to the number of shares constituting the share capital when the warrants are issued.

This delegation would supersede any previous delegation having the same purpose.

Delegation of authority to the Board to carry out capital increases reserved for employees who are members of the employee savings plan, without pre-emptive subscription rights (Resolution 20)

The Board of Directors proposes that you grant it authority to decide to increase the Company's share capital in favour of employees of the Company or other related companies who subscribe to an employee savings plan, in accordance with legal provisions.

It is proposed that you set the maximum amount of shares that may be issued under this delegation of authority at 5% of the Company's share capital, to be assessed as and when the decision to issue such shares is made; this is an aggregate limit that applies to Resolutions 20, 21 and 23 approved at the General Meeting of 27 June 2014 as well as to Resolution 18 above (subject to its approval at the General Meeting of 25 June 2015).

The subscription price of the shares or of any other securities giving access to equity would be set by the Board of Directors but may not be more than 5% less than the average listed share price over the 20 trading days preceding the date on which the decision determining the start of the subscription period is made.

This delegation of authority, granted for a period of 26 months with effect from the date of this General Meeting, would supersede the delegation of authority granted under Resolution 19 of the General Meeting of 27 June 2014, which had the same purpose.

Harmonisation of the Articles of Association with recent legislative provisions (Resolutions 21 and 22)

Amendment to the fifth paragraph of Article 22, "Regulated agreements" (Resolution 21)

The new wording of Article L. 225-39 of the French Commercial Code, resulting from Order 2014-863 of 31 July 2014, stipulates that the scope of the regulated agreements procedure under Article L. 225-38, as well as excluding day-to-day transactions entered into at arm's length, also excludes agreements entered into between two companies where one of them is directly or indirectly wholly-owned by the other, after deducting the minimum number of shares required to meet the requirements of Article 1832 of the French Civil Code (minimum of two shareholders) and Articles L. 225-1 (minimum of seven shareholders in public limited companies) and L. 226-1 (minimum of three limited partners in limited partnerships) of the French Commercial Code.

We propose that you agree to harmonise the provisions of the fifth paragraph of Article 22 of the Articles of Association with these new legal provisions by amending this paragraph as follows:

■ ARTICLE 22 – REGULATED AGREEMENTS

Current wording	New wording
<p>All agreements made directly or through an intermediary between the Company and its Chief Executive Officer, a Managing Director, a director, a shareholder holding more than 10% of voting rights or, if the shareholder is a company, with the company controlling such shareholder within the meaning of Article L. 223-3 of the French Commercial Code, shall require the prior approval of the Board of Directors.</p> <p>The foregoing shall also apply to agreements in which any of the persons described above has an indirect interest and to agreements made between the Company and any enterprise in which the Chief Executive Officer, a Managing Director or a director is the owner, a partner or shareholder with unlimited liability, a manager, director, member of the Supervisory Board, or, generally, a person with management responsibilities in such enterprise.</p> <p>A person with an interest in such agreements shall inform the Board immediately upon learning of an agreement requiring approval. Such person shall not take part in the vote on the requested authorisation. Such agreements shall be submitted to the General Meeting of Shareholders for approval, in accordance with legal requirements.</p> <p>The above provisions do not apply to agreements concerning the Company's routine operations concluded under normal terms. (The rest of the Article remains unchanged.)</p>	<p>All agreements made directly or through an intermediary between the Company and its Chief Executive Officer, a Managing Director, a director, a shareholder holding more than 10% of voting rights or, if the shareholder is a company, with the company controlling such shareholder within the meaning of Article L. 223-3 of the French Commercial Code, shall require the prior approval of the Board of Directors.</p> <p>The foregoing shall also apply to agreements in which any of the persons described above has an indirect interest and to agreements made between the Company and any enterprise in which the Chief Executive Officer, a Managing Director or a director is the owner, a partner or shareholder with unlimited liability, a manager, director, member of the Supervisory Board, or, generally, a person with management responsibilities in such enterprise.</p> <p>A person with an interest in such agreements shall inform the Board immediately upon learning of an agreement requiring approval. Such person shall not take part in the vote on the requested authorisation. Such agreements shall be submitted to the General Meeting of Shareholders for approval, in accordance with legal requirements.</p> <p>The above provisions do not apply to agreements covered by Article L. 225-39 of the French Commercial Code. (The rest of the Article remains unchanged.)</p>

Amendments to the second paragraph of Article 28 of the Company's Articles of Association, "Access to General Meetings – Powers – Composition", concerning the conditions for participating in General Meetings (Resolution 22)

Decree 2014-1466 of 8 December 2014 stipulates that a shareholder may prove his/her status as a shareholder by registering his/her shares in his/her name two days before a General Meeting, and not three days as previously stipulated.

We propose that you agree to harmonise the provisions of the second paragraph of Article 28 of the Articles of Association, "Access to General Meetings – Powers – Composition", with these new regulatory provisions by amending this paragraph as follows:

■ ARTICLE 28 – ACCESS TO GENERAL MEETINGS – POWERS – COMPOSITION

Current wording	New wording
<p>The General Meeting shall be composed of all shareholders, regardless of the number of shares they hold, who attend the meeting either in person or by proxy.</p> <p>All shareholders have the right to participate in general meetings provided they furnish proof, in accordance with legal requirements, that their shares are registered in accounts in their names or on their behalf in the name of their registered intermediary, pursuant to Article L. 228-1, paragraph 7, of the French Commercial Code, at 00.00 (midnight), Paris time, on the third business day before the meeting, or in the registered share accounts kept by the Company, or in the bearer share accounts kept by an authorised intermediary.</p> <p>(The rest of the Article remains unchanged.)</p>	<p>The General Meeting shall be composed of all shareholders, regardless of the number of shares they hold, who attend the meeting either in person or by proxy.</p> <p>All shareholders have the right to participate in general meetings provided they furnish proof, in accordance with legal and regulatory requirements, that their shares are registered in accounts in their names or on their behalf in the name of their registered intermediary, or in the registered share accounts kept by the Company, or in the bearer share accounts kept by an authorised intermediary.</p> <p>(The rest of the Article remains unchanged.)</p>

Powers

Resolution 23 concerns the powers required to carry out formalities.

PROPOSED RESOLUTIONS

We hereby inform you that the resolutions submitted for the approval of the Extraordinary General Meeting require a quorum representing at least one quarter of the total voting shares and a majority of two thirds of the votes of the shareholders present or represented by proxy holders. Those submitted for the approval of the Ordinary General Meeting require a quorum of at least one fifth of the total voting shares and a majority of the votes of the shareholders present or represented by proxy holders. Nevertheless, as an exception to the preceding, the nineteenth resolution, even though they are submitted for the approval of the Extraordinary General Meeting, shall require a quorum of at least one-fifth of the total voting shares and a majority of the votes of the shareholders present or represented by proxy holders.

Resolutions submitted for approval at the Ordinary General Meeting

Resolution 1

Approval of the individual financial statements for the financial year ended 31 December 2014; approval of non-deductible expenses

The shareholders, having reviewed the Management Report of the Board of Directors, the report laid down in Article L. 225-37 of the French Commercial Code and the Statutory Auditors' reports, approve the individual financial statements for the year ended 31 December 2014, as presented at the General Meeting, showing a loss of €118,714,176.86.

The shareholders also approve the transactions reflected in these financial statements and summarised in the aforementioned reports.

The shareholders also approve the expenses incurred during the year that are not deductible for tax purposes, covered by Article 39-4 of the French Tax Code, amounting to €586,054, and the corresponding tax charge of €216,254.

Resolution 2

Granting of final discharge to members of the Board of Directors

The shareholders grant the members of the Board of Directors full and unconditional discharge from their duties for the financial year ended 31 December 2014.

Resolution 3

Approval of the consolidated financial statements for the financial year ended 31 December 2014

The shareholders, having reviewed the Management Report of the Board of Directors, the report laid down in Article L. 225-37 of the French Commercial Code and the Statutory Auditors' reports, approves the consolidated financial statements for the year ended 31 December 2014, which show a consolidated net profit (attributable to equity holders of the parent) of €98,201,008, as well as the transactions reflected in these consolidated financial statements and/or summarised in the reports, including the report on group management included in the aforementioned Management Report.

Resolution 4

Appropriation of earnings and determination of the dividend

The shareholders, with a view to purging the Company's losses, agree to charge the loss for the year ended 31 December 2014, together with the debit balance on the "Retained earnings" account, to the "Issue, merger and contribution premiums" account, for a total amount of -€118,744,584.86, bringing the balance on the "Issue, merger and contribution premiums" account to €527,354,354.04.

Given consolidated net profit attributable to the parent of €98,201,008 and "free" reserves that can be allocated by the shareholders, after appropriation of earnings for the year, of €728,363,969.51, the shareholders agree to pay a dividend of €38,706,399.10.

This amount will be deducted as a priority from optional reserves.

As the number of shares comprising the share capital at 31 December 2014 was 20,371,789, the dividend per share will be €1.90. The dividend payment date will be 8 July 2015.

The shareholders note that, at the dividend payment date, treasury shares will not give any entitlement to dividends, with the corresponding amount to be allocated to retained earnings.

In accordance with tax regulations in force, this dividend payment entitles individual shareholders with tax residence in France to a 40% deduction on the entire dividend amount for the calculation of income tax (Article 158-3-2 of the French Tax Code).

Furthermore, for these same individuals having their tax residence in France and pursuant to applicable tax regulations, this dividend will also give rise, on a cumulative basis, excluding shares held in a PEA (plan d'épargne en actions, a French personal equity plan), to:

- a 21% withholding tax, which is subject to income tax reporting requirements. This deduction from the gross dividend amount has the status of a provisional payment of tax in respect of 2014 income. Any shareholder whose household has taxable income lower than the threshold (in respect of 2013 income) of €50,000 (single person) or €75,000 (couple filing jointly), and who has filed for an exemption from this withholding tax by sending a handwritten affidavit (no later than 30 November 2014 for dividends payable in 2015 in respect of the 2014 financial year), may be entitled to an exemption;
- social charges of 15.5%, including 5.1% corresponding to the deductible portion of the CSG (contribution sociale généralisée, or general social security contribution), also withheld.

The following amounts were distributed as dividends in respect of the previous three financial years:

<i>(in euros)</i>	2011	2012	2013
Total dividend	22,597,623.40	20,218,926.20	22,647,207.70
Number of dividend-bearing shares	11,893,486	11,893,486	11,919,583
Dividend per share paid	1.90	1.70	1.90

Resolution 5

Approval of the service provision agreement entered into with *Éric Hayat*, as an agreement covered by Article L. 225-38 of the French Commercial Code

The shareholders, having reviewed the Statutory Auditors' special report on agreements covered by Article L. 225-28 of the French Commercial Code and the main characteristics of the service provision agreement entered into with *Éric Hayat*, approve that agreement and the conclusions of the aforementioned report pertaining thereto.

Resolution 6

Approval, in accordance with Article L. 225-42-1 of the French Commercial Code, of commitments entered into on behalf of *Pascal Leroy*

The shareholders, having reviewed the Statutory Auditors' special report on agreements covered by Article L. 225-38 of the French Commercial Code, approve, in accordance with the provisions of Article L. 225-42-1 of the French Commercial Code, the agreement relating to commitments entered into on behalf of *Pascal Leroy* as well as the conclusions of the aforementioned report referring to this agreement.

Resolution 7

Approval, in accordance with Article L. 225-42-1 of the French Commercial Code, of commitments entered into on behalf of *François Enaud*

The shareholders, having reviewed the Statutory Auditors' special report on agreements covered by Article L. 225-38 of the French Commercial Code, approve, in accordance with the provisions of Article L. 225-42-1 of the French Commercial Code, the agreement relating to commitments entered into on behalf of *François Enaud* as well as the conclusions of the aforementioned report referring to this agreement.

Resolution 8

Approval of agreements governed by Article L. 225-38 et seq. of the French Commercial Code

The shareholders, having reviewed the Statutory Auditors' special report on agreements covered by Article L. 225-38 et seq. of the French Commercial Code, approve in a general manner the conclusions of the aforementioned report as well as the agreements and commitments referred to in this report.

Resolution 9

Opinion on items of compensation due or attributed in respect of financial year 2014 to Pierre Pasquier

The shareholders, consulted pursuant to Section 24.3 of the AFEP-MEDEF corporate governance code for listed companies, and having familiarised themselves with the Management Report, approve the items of compensation due or attributed to Pierre Pasquier in respect of the 2014 financial year, as presented to them.

Resolution 10

Opinion on items of compensation due or attributed in respect of financial year 2014 to Pascal Leroy

The shareholders, consulted pursuant to Section 24.3 of the AFEP-MEDEF corporate governance code for listed companies, and having familiarised themselves with the Management Report, approve the items of compensation due or attributed to Pascal Leroy in respect of the 2014 financial year, as presented to them.

Resolution 11

Opinion on items of compensation due or attributed in respect of financial year 2014 to François Enaud

The shareholders, consulted pursuant to Section 24.3 of the AFEP-MEDEF corporate governance code for listed companies, and having familiarised themselves with the Management Report, approve the items of compensation due or attributed to François Enaud in respect of the 2014 financial year, as presented to them.

Resolution 12

Opinion on items of compensation due or attributed in respect of financial year 2014 to Vincent Paris

The shareholders, consulted pursuant to Section 24.3 of the AFEP-MEDEF corporate governance code for listed companies, and having familiarised themselves with the Management Report, approve the items of compensation due or attributed to Vincent Paris in respect of the 2014 financial year, as presented to them.

Resolution 13

Ratification of the co-optation of Sylvie Rémond as a director for a term of three years

The shareholders ratify the co-optation of Sylvie Rémond to replace Françoise Mercadal-Delasalles, following the latter's resignation as director, for the latter's remaining term of office, namely until the General Meeting convened to approved the financial statements for the year ending 31 December 2017.

Resolution 14

Ratification of the co-optation of Solfrid Skilbrigt as a director for a term of three years

The shareholders ratify the co-optation of Solfrid Skilbrigt to replace François Enaud, following the latter's resignation as director, for the latter's remaining term of office, namely until the General Meeting convened to approve the financial statements for the year ending 31 December 2017.

Resolution 15

Setting of directors' fees at €500,000

The shareholders set at €500,000 the amount of directors' fees to be allocated between the members of the Board of Directors for the current financial year.

Resolution 16

Authorisation granted to the Board of Directors to allow the Company to acquire its own shares under Article L. 225-209 of the French Commercial Code; applicable duration, purpose, terms and limits

Pursuant to the provisions of Articles L. 225-209 et seq. of the French Commercial Code and in accordance with Title IV, Book II of the General Regulation of the AMF and its implementing instructions, the shareholders authorise the Board of Directors, with the option to sub-delegate this authority, to buy back shares in the Company, on one or more occasions and as and when it sees fit, up to a maximum of 10% of the total number of shares representing the Company's share capital at the time of the buyback.

This authorisation is granted for a period of 18 months as from this General Meeting, and supersedes the authorisation granted to the Board of Directors at the Ordinary General Meeting of 27 June 2014.

The shareholders hereby agree that shares may be bought back for the following purposes:

- to obtain market-making services to be rendered by an investment services provider acting in complete independence under the terms of a liquidity agreement entered into in compliance with the code of conduct of AMAFI (the French association of financial market professionals) recognised by the AMF;
- to award or sell shares in the Company to employees and/or company officers of the group, in order to cover share option plans and/or free share plans (or similar plans) for the benefit of group employees and/or company officers as well as all allotments of shares in connection with a company or group savings plan (or similar plan), in connection with company profit-sharing and/or all other forms of share allotment to the group's employees and/or company officers;
- to retain the shares bought back in order to exchange them or present them as consideration at a later date for a merger, spin-off or contribution of assets and, more generally, for external growth transactions. Shares bought back for such purposes are not to exceed, in any event, 5% of the number of shares making up the Company's share capital;
- to cede the shares in the Company, upon the exercise of the rights attached to securities giving access to the Company's share capital through redemption, conversion, exchange, presentation of warrants or any other means;
- to retire the shares thus repurchased, by way of a capital reduction;
- to implement any market practice that might be accepted by the AMF, and, more generally, to perform any operation that complies with regulations in force.

The maximum purchase price is set at €180 per share.

Shares may be bought back by any means, such as on the stock market or over the counter, including block purchases or through the use of derivatives, at any time, even when a takeover bid is under way, subject to compliance with regulations in force.

The shareholders grant all powers to the Board of Directors, including the option to sub-delegate these powers, to implement this authorisation, to determine the conditions and procedures for such implementation, to make the necessary adjustments, to enter into any and all agreements, to carry out all formalities and file all declarations with the AMF, and generally to take any and all other actions required.

Resolutions submitted for approval at the Extraordinary General Meeting

Resolution 17

Authorisation granted to the Board of Directors, for a period of 24 months, to retire any shares that the Company may have acquired under the terms of share buyback programmes and to reduce the share capital accordingly, with all powers granted to the Board to carry out these measures

The shareholders, having reviewed the Management Report of the Board of Directors and the Statutory Auditors' special report:

- authorise the Board of Directors to retire, pursuant to the provisions of Article L. 225-209 of the French Commercial Code, on one or more occasions, at its sole discretion, some or all of the treasury shares held by the Company bought back under the delegation of authority conferred by said Article, up to a limit of 10% of the share capital over each 24-month period;
- agree to reduce the Company's share capital as a consequence of the retirement of these shares, to the extent decided, where applicable, by the Board of Directors under the aforementioned conditions;
- grant all powers to the Board of Directors to perform the transaction(s) authorised under this resolution, and in particular to charge against additional paid-in capital or other distributable reserves of its choosing the difference between the redemption value of the retired shares and their nominal value, amend the Articles of Association accordingly and carry out all legally required formalities;
- agree that this delegation of authority to the Board of Directors shall be valid for a period of 24 months with effect from the date of this General Meeting;
- formally note that this delegation of authority supersedes any previous delegation having the same purpose.

Resolution 18

Delegation of authority to the Board of Directors, for a period of 18 months, to issue warrants to subscribe for and/or acquire redeemable shares (BSAARs) to employees or officers of the Company or any of its affiliated undertakings, without pre-emptive rights for existing shareholders; applicable terms and limits

The shareholders, having reviewed the report of the Board of Directors and the Statutory Auditors' special report and in accordance with the provisions of Articles L. 228-91 et seq., L. 225-129 et seq. and L. 225-138 of the French Commercial Code:

- delegate authority to the Board of Directors, with the option to sub-delegate this authority, to decide upon the issue, on one or more occasions, of warrants to subscribe for and/or acquire redeemable shares (BSAARs);
- agree that the exercise of options granted under this authorisation may not give access to a total number of shares representing more than 5% of the Company's share capital at the time of the grant decision taken by the Board of Directors, with the understanding that (i) any use of the authorisations and delegations of authority under Resolutions 20, 21 and 23 adopted at the General Meeting of 27 June 2014, and any use thereof under Resolution 23 below, subject to its approval at this General Meeting, shall fall within this 5% limit, such that all these resolutions shall be subject to an aggregate limit of 5%, (ii) the company officers may not receive a number of BSAARs entitling them to a number of shares representing more than 0.5% of the Company's share capital, thus reducing the aforementioned 5% limit, and (iii) this limit shall be increased by any additional number of shares issued in order to preserve, in accordance with the law or any applicable contractual agreement, the rights of holders of securities giving access to shares;
- agree, in accordance with the provisions of Article L. 225-138 of the French Commercial Code, to exclude the pre-emptive right of existing shareholders to subscribe for these warrants (BSAARs) and to reserve this right for any employees and/or officers of the Company or of any of its French and foreign subsidiaries. As such, the shareholders grant all powers to the Board of Directors to determine a list of persons authorised to subscribe for BSAARs (hereinafter referred to as the "Beneficiaries") as well as the maximum number of BSAARs that may be subscribed by each;
- grant all powers to the Board of Directors to:
 - determine all characteristics of BSAARs, including in particular their subscription price, which will be determined taking into account an independent expert opinion and based on parameters influencing their value (mainly including the exercise price, lock-in period, exercise period, trigger point and redemption period, interest rate, dividend policy, price and volatility of shares in the Company), together with procedures governing the issue and the terms and conditions of the issue agreement,
 - determine the subscription or acquisition price of shares obtained through the exercise of BSAARs, with the understanding that each BSAAR will confer the entitlement to subscribe for (or acquire) one share in the company at a price at least equal to 120% of the average closing price of the company's shares over the twenty trading days preceding the date on which all of the terms and conditions for the BSAARs and the procedures for their issue are decided;
- take note that, as required by the last paragraph of Article L. 225- 132 of the French Commercial Code, the decision to issue BSAARs will entail the automatic waiver by shareholders – in favour of the beneficiaries of these warrants – of their pre-emptive right to subscribe for the shares to be issued via the exercise of BSAARs;
- grant all powers to the Board of Directors, with the option to sub-delegate these powers as provided by legal and regulatory provisions, to take all measures, enter into all agreements and carry out all formalities required for the issue of these BSAARs, recognise the resulting capital increases, make the consequential amendments to the Articles of Association, and amend, if deemed necessary (subject to the approval of the BSAAR beneficiaries), the issue agreement for the BSAARs;
in accordance with Article L. 225-138 of the French Commercial Code, the Board of Directors will prepare and submit a supplementary report at the next General Meeting on the conditions of any use to which this authorisation may have been put;
- agree that this delegation of authority to the Board of Directors shall be valid for a period of 18 months with effect from the date of this General Meeting;
- formally note that this delegation of authority supersedes any previous delegation having the same purpose.

Resolution 19

Delegation of authority to the Board of Directors, for a period of 18 months, to issue share subscription warrants to be granted free of charge to shareholders in the event of a takeover bid, for a maximum nominal amount of €20,371,789

The shareholders, having reviewed the Management Report of the Board of Directors and the Statutory Auditors' special report, in accordance with the provisions of Articles L. 233-32-II and L. 233-33 of the French Commercial Code:

- delegate to the Board of Directors the authority to carry out, within the existing legal and regulatory limits, during a takeover bid for the Company's shares, one or more issues of warrants entitling the holder to subscribe for one or more Company shares on preferential terms, and to freely grant said warrants to all shareholders of the Company who have such status before the takeover bid expires. These warrants will automatically lapse as soon as the takeover bid or any other potential competing offer fails, lapses or is withdrawn;
- agree that the maximum nominal amount of the capital increase that may result from the exercise of these subscription warrants shall not be allowed to exceed €20,371,789, and that the maximum number of subscription warrants that may be issued shall not be allowed to exceed the number of shares constituting the share capital when the warrants are issued;
- duly note that this resolution entails a waiver by the shareholders of their pre-emptive right to subscribe for ordinary shares of the Company to which the subscription warrants issued pursuant to this resolution may confer entitlement;
- agree that the Board of Directors shall have full authority, which it may further delegate within legal limits, notably to determine the terms for exercise of these subscription warrants, which must be relative to the terms of the offer or of any potential competing offer, as well as the other features of these warrants, including the exercise price and methods for setting this price, in addition to, generally speaking, the features and terms of any issue it decides to carry out on the basis of this authorisation, which it may defer or waive; to set the terms of any capital increase resulting from the exercise of these subscription warrants, to record the execution of any capital increase so brought about, and to make the corresponding amendments to the Articles of Association, and more generally to make any appropriate arrangements, request any authorisations, carry out any formalities and take the necessary steps to ensure the success of the issues;
- agree that this delegation of authority to the Board of Directors shall be valid for a period of 18 months with effect from the date of this General Meeting;
- formally note that this delegation of authority supersedes any previous delegation having the same purpose.

Resolution 20

Delegation of authority to the Board of Directors, for a period of 26 months, to carry out capital increases, without pre-emptive subscription rights, reserved for employees of the Company or any other affiliated undertakings who are members of a company savings plan; applicable terms and limits

The shareholders, having reviewed the report of the Board of Directors and the Statutory Auditors' special report, and pursuant to the provisions of Articles L. 3332-18 et seq. of the French Labour Code and Articles L. 225-129-6 and L. 225-138-1 of the French Commercial Code and in accordance with the provisions of that same code:

- delegate authority to the Board of Directors to decide to carry out one or more capital increases, by issuing shares or securities giving access to the Company's share capital, reserved for members of an employee savings plan offered by a French or foreign company affiliated with the Company under the conditions set out in Article L. 225-180 of the French Commercial Code and Article L. 3332-19 of the French Labour Code;
- agree to exclude, in favour of employees enrolled in an employee savings plan, the pre-emptive right of existing shareholders to subscribe for shares or securities giving access to the Company's share capital such as may be issued under this authorisation;
- agree that the exercise of options granted under this authorisation may not give access to a total number of shares representing more than 5% of the Company's share capital at the time of the grant decision taken by the Board of Directors, with the understanding that (i) any use of the authorisations and delegations of authority under Resolutions 20, 21 and 23 adopted at the General Meeting of 27 June 2014, and any use thereof under Resolution 18 above, subject to its approval at this General Meeting, shall fall within this 5% limit, such that all these resolutions shall be subject to an aggregate limit of 5%, and (ii) this limit shall be increased by any additional number of shares issued in order to preserve, in accordance with the law or any applicable contractual agreement, the rights of holders of securities giving access to shares;

- agree to set the maximum discount offered in connection with an employee savings plan, which applies to the subscription price of securities issued pursuant to this authorisation, at 5% of the average opening price of the Company's shares on the Euronext Eurolist market over the 20 trading days preceding the day on which the opening date of the subscription period is set. However, the shareholders expressly authorise the Board of Directors to reduce the aforementioned discount, within legal and regulatory limits;
- consequently grant all powers to the Board of Directors, with the option to sub-delegate these powers under the conditions laid down in law, to put this authorisation into effect subject to the limits and conditions set out above, in particular so as to:
 - determine the characteristics of securities to be issued and the proposed amount of any subscriptions and, in particular, determine their issue prices, dates and periods, and the terms and conditions of subscription, payment, delivery and vesting of securities, in accordance with applicable legal and regulatory limits,
 - if applicable, charge any expenses incurred in connection with capital increases against premiums pertaining to those capital increases, and deduct from those premiums any amounts required to bring the legal reserve up to one tenth of the new total amount of share capital resulting from each capital increase,
 - record the completion of capital increases up to the value of shares actually subscribed or of other securities issued under the terms of this authorisation,
 - enter into any agreements and, either directly or via an agent, complete all procedures and formalities, including formalities subsequent to capital increases and consequential amendments to the Articles of Association and, more generally, take all necessary steps,
 - in general terms, enter into any agreement, including in particular agreements to ensure that planned issues are successfully completed, take any steps and complete any formalities required for the issuance, listing and financial servicing of securities issued under the terms of this authorisation and for the exercise of any associated rights;
- agree that this delegation of authority to the Board of Directors shall be valid for a period of 26 months with effect from the date of this General Meeting;
- formally note that this delegation of authority supersedes any previous delegation having the same purpose.

Resolution 21

Amendment to the fifth paragraph of Article 22 of the Company's Articles of Association, "Regulated agreements", concerning agreements falling outside the scope of the regulated agreements procedure

The shareholders, having reviewed the Management Report of the Board of Directors, agree to amend as follows the fifth paragraph of Article 22 of the Company's Articles of Association:

"The above provisions do not apply to agreements covered by Article L. 225-39 of the French Commercial Code."

Resolution 22

Amendments to the second paragraph of Article 28 of the Company's Articles of Association, "Access to General Meetings – Powers – Composition", concerning the conditions for participating in General Meetings

The shareholders, having reviewed the Management Report of the Board of Directors, agree to amend as follows the second paragraph of Article 29 of the Company's Articles of Association:

"All shareholders have the right to participate in general meetings provided they furnish proof, in accordance with legal and regulatory requirements, that their shares are registered on accounts in their names or on their behalf in the name of their registered intermediary, or on the registered share accounts kept by the Company, or on the bearer share accounts kept by an authorised intermediary."

Resolution 23

Powers required to carry out formalities

The shareholders grant full authority to the bearer of an original or copy of the minutes of this Meeting to carry out all legally required formalities.

KEY EVENTS IN 2014, STRATEGY AND OBJECTIVES: RECENT TRENDS AND OUTLOOK FOR 2015

1 Key events in 2014

1.1 GENERAL CONTEXT IN 2014

Over the last few years, the group has developed a specific business model based on consulting, systems integration, application outsourcing and software solutions development (banking, human resources and property management sectors).

It has positioned itself and adopted a successful model based not only on increasingly rapid technological and digital development but also on outsourcing and business combinations. This novel business model makes it difficult to make a comparison with other companies within the sector which have positioned themselves differently.

The merger of Sopra Group with Groupe Steria in 2014 marked a break (the operation is described in the introduction to Chapter 1 of this Registration Document).

The planned merger announced in April 2014 resulted in the creation of Sopra Steria Group following the success of the public exchange offer by Sopra for Steria (results published by the AMF on 5 August 2014). As a result, Steria was included in the scope of consolidation of the Sopra group at the beginning of August 2014, thereby forming Sopra Steria Group.

With over 37,000 employees in 20 countries and one of the most extensive portfolios of offerings on the market, the new group is particularly well placed to meet the needs of its clients, who face increasing digital transformation challenges. To this effect, responses from key clients following the public exchange offer were very positive and the sales opportunities are promising.

Financial year 2014 was marked by three other operations:

- the acquisition by Sopra Banking Software of COR&FJA Banking Solutions GmbH;
- the acquisition by Sopra HR Software of IBM's HR Services business (see Chapter 4 Note 2);
- the signing of an industrial and commercial partnership agreement with CS Communication & Systèmes.

1.2 Key figures

The Board of Directors of Sopra Steria Group met on March 17th, 2015 chaired by Pierre Pasquier and in the presence of the statutory Auditors. The Board closed the consolidated financial statements and the financial statements for 2014.

■ KEY INCOME STATEMENT AND BALANCE SHEET ITEMS

(in millions of euros)	2014 pro forma ¹ (12 + 12 months)	2014 consolidated IFRS ² (12 + 5 months)	2013
Revenue	3,370.1	2,280.3	1,349.0
Gross operating profit	283.9	220.6	113.2
Operating profit on business activity	231.2	193.0	108.9
As % of revenue	6.9%	8.5%	8.1%
Profit from recurring operations	210.9	180.3	101.1
As % of revenue	6.3%	7.9%	7.5%
Operating profit	156.8	148.2	103.9
As % of revenue	4.7%	6.5%	7.7%
Net profit attributable to the group	92.8	98.2	71.4
As % of revenue	2.8%	4.3%	5.3%
Total assets		3,496.8	1,178.5
Total non current assets		2,160.0	570.0
Equity attributable to the group		1,057.1	357.9
Minority interests		31.3	-
Number of shares at 31 December		20,371,789	11,919,583
Basic earnings per share (in euros) ³		6.81	6.00
Fully diluted earnings per share (in euros) ⁴		6.77	5.92
Net dividend per share (in euros)		1.90 ⁵	1.90
Total workforce at 31 December		37,358	16,284

■ BREAKDOWN OF REVENUE BY SECTOR

(in %)	2014 pro forma (12 + 12 months)
France	39 %
United Kingdom	28 %
Rest of Europe	20 %
Sopra Banking Software	8 %
Other Solutions	5 %
TOTAL	100 %

¹ Pro forma 2014 revenue per Sopra accounting policies and after restatement of intra-group items: 12 months Sopra + 12 months Steria.

² 2014 IFRS financial statements: 12 months Sopra + 5 months Steria.

³ Net profit attributable to the group divided by the average number of shares during the year.

⁴ Net profit attributable to the group divided by the average number of shares during the year, taking into account the dilutive effect of instruments convertible into ordinary shares.

⁵ Dividend to be proposed at the General Meeting of 25 June 2015.

■ ACTIVITÉ PAR MARCHÉ

(en %)	2014 pro forma (12 + 12 mois)
Services Financiers	27 %
Secteur Public	23 %
Aerospace, Défense, Sécurité intérieure	15 %
Transport, Services	12 %
Télécoms, Médias et Jeux	8 %
Énergie, Utilities	8 %
Distribution, Industrie	7 %
TOTAL	100 %

1.3 Acquisitions during the year

THE MOST IMPORTANT EVENT DURING THE YEAR REMAINS THE SOPRA STERIA MERGER

At the beginning of August 2014, the friendly merger of the two companies Sopra and Steria was confirmed by the success of the public exchange offer by Sopra for Steria. On completion of the legal stages of the merger-absorption operations, on 31 December 2014, a new European leader in digital transformation was created: Sopra Steria Group.

Sopra Steria has a culture based on independence and entrepreneurship and is continually transforming to adapt to the challenges of its clients and to cyclical developments in technology, offering one of the most complete portfolios of digital services on the market, spanning consulting and systems integration, industry-specific solutions, infrastructure & security services and business process services (BPS).

Reasons for the tie-up

Sopra and Steria, two independent companies, had a stable core shareholder base with long term investors and a common culture placing their clients, employees and innovation at the heart of their strategy.

Given the great complementary fit between them on an operational level, and taking into account the increased speed of the profound changes in the IT market, these two IT services pioneers wanted to combine their know-how to form a European leader in digital services with a relevant, differentiated offering to meet the transformation challenges of their clients.

Over the twelve months of financial year 2014, the new group achieved pro forma revenue of €3,370.1m, with offices in 20 countries and a workforce of over 37,000 professionals.

An industrial-scale project

From an industry perspective, the merger between Sopra and Steria is a response to the profound market changes brought about by the digital revolution and new modes of service consumption.

Together they form a group with the critical mass and capacity to deliver the best transformation solutions to clients. The new group's portfolio of offerings is one of the most comprehensive on the market, encompassing consulting and systems integration (57%), industry-specific solutions (13%), infrastructure and security services (16%) and business process services (14%).

Good match of business lines and geographic segments

In terms of business lines and geographic segments, the match between the two entities is very strong. Sopra brings the power of its organisation in France, the strength of its banking, human resources and property management solutions, and its effective application management model.

For its part, Steria brings its international reach (Europe and Asia) with a strong position in the United Kingdom, a relevant offering in business process services and its expertise in IT infrastructure management.

The combined group's industrial-scale production capacity is significantly reinforced with an array of offshore and nearshore service centres representing a workforce of more than 6,000 people, including about 5,000 in India.

ACQUISITION OF COR&FJA BANKING SOLUTIONS

On 18 February 2014, through its subsidiary Sopra Banking Software, Sopra completed its acquisition of 100% of the share capital of COR&FJA Banking Solutions GmbH.

This acquisition bolsters Sopra Banking Software's international strategy by giving it a foothold in the German market. COR&FJA Banking Solutions' client roster, combined with the recognised expertise of Sopra Banking Software, will make it possible to propose a new industry-specific offering to a larger portfolio of clients.

COR&FJA Banking Solutions GmbH has been included in the scope of consolidation since 1 January 2014.

The company has been renamed Sopra Banking Software GmbH.

ACQUISITION OF HR ACCESS SERVICE (IBM)

On 30 June 2014, via its subsidiary Sopra HR Software, Sopra Steria Group completed its acquisition of the HR Access Service business previously owned by IBM France.

HR Access Service offers Sopra greater proximity with clients and enhanced expertise in the services market for human resources solutions.

This acquisition took the form of a partial transfer of business (cession partielle de fonds de commerce). HR Access Service forms part of Sopra HR Software and is consolidated with effect from 30 June 2014.

SIGNING OF AN INDUSTRIAL AND COMMERCIAL COLLABORATION AGREEMENT WITH CS COMMUNICATION & SYSTÈMES

On 6 June 2014, Sopra Steria signed an industrial and commercial collaboration agreement with its long-time partner, CS Communication & Systèmes. The main objective of the agreement is to improve and reinforce overall performance, notably by developing existing industrial and commercial collaborations in aeronautics and defence, and by establishing new areas for cooperation in activities related to security, space and energy.

In July 2014, following this agreement, Sopra Steria subscribed for an issue of convertible bonds open to CS Communication & Systèmes shareholders in the amount of €8.2m, and an agreement was entered into with the majority shareholder of CS Communication & Systèmes on customary terms.

2 Strategic priorities in 2015

Sopra Steria will continue its strategic thinking in 2015 so as to continue to develop its project. It aims above all to create value for its clients, as well as for its shareholders and employees, so that they can share the group's long-term aims and objectives.

This project is based on three key strategies:

- moving up the value chain so as to better serve the business and competition challenges faced by our clients;
- the development of solutions able to precisely meet client requirements;
- innovation, so as to ensure that the group's clients are able to fully benefit from the opportunities offered by the latest digital and technology advances.

2.1 Confirming the group's innovation and transformation efforts

The group's core activity is to understand its clients' businesses in order to help them overcome their key challenges and boost their competitiveness. To maintain its positioning as a preferred strategic partner that provides its clients with a high level of added value, supports their development and optimises their operating costs, the group needs to continue to focus on and invest in delivering an offering that is both innovative and differentiating. Growth in the digital market is characterised by an increasing number of technological developments in the digital arena (the cloud, big data, social networks, mobility, etc.). While these developments give rise to tremendous opportunities for innovation and growth, they require Sopra Steria to be proactive and to constantly question its business model. The group needs to embrace emerging technologies so that it can then advise its clients on the best way to use those technologies to meet their needs.

2.2 Strengthening the group's position as a solutions developer

Solution development is a key area of development in which Sopra Steria will continue to invest. Within the framework of the group's strategic plan, the aim is to enhance its sector-specific offerings while expanding its geographical coverage and ensuring the quality and performance of the services it delivers. Concerning human resources management solutions, one of the projects for 2015 is to combine HR Access and Pléiades in order to offer clients an end-to-end HR management solution and consolidate the group's position in this market.

2.3 Continuing the external growth strategy

The latest acquisitions and the merger with Steria profoundly transformed the group's profile, in terms of its strategy. Its positioning in Europe has been strengthened and the coverage of its various markets has been expanded.

In future years, the group will continue its external growth strategy in order to round out its approach and continue to increase the value of its offerings for its clients by enhancing its business expertise, particularly in terms of solutions.

3 Recent developments

3.1 Sopra Steria integration

Thanks to the rapid completion of the various market-related, financial, workforce-related and legal stages of the merger between 8 April 2014 (when the planned merger was announced) and 31 December 2014 (effective merger date), by 1 January 2015 the group had put in place its post-merger operational organisation.

Among the important stages completed were:

- on 16 October 2014, Groupe Steria changed its legal form from a Société en Commandite par Actions (SCA) to a Société Anonyme (SA);

- at the end of October 2014, the Employee Representative Bodies gave their opinions on the proposed merger between Sopra and Steria;
- at 31 December 2014, the new organisation was operational and integration was proceeding as planned.

At end-February 2015, the France zone, which accounts for 40% of group pro forma revenue and where the most important efforts of the integration process are concentrated, was showing a satisfactory level of business activity and its consultant downtime on a combined basis was significantly improved from fourth-quarter 2014.

3.2 Change in governance of Sopra Steria

Following Mister François Enaud's departure, Sopra Steria Group announced that it was simplifying its governance structures and had appointed Vincent Paris as CEO and John Torrie as Deputy CEO.

Vincent Paris, aged 50, joined Sopra Group in 1987 after graduating from the prestigious École Polytechnique, and has spent nearly his entire career with the group. He held several different leadership positions, notably Director of French operations and Deputy CEO of Sopra. A member of the Executive Committee since 2011, he was most recently Deputy CEO of Sopra Steria.

John Torrie, aged 60, joined Steria in 2002 as Managing Director of UK operations and became a member of the Executive Committee in 2007. He has been a recognised professional in the information technology industry for over 40 years, and before joining Steria he held various positions of responsibility, in particular as Global Services Managing Director at SchlumbergerSema.

Under the terms of these appointments, Vincent Paris and John Torrie are responsible for the operational implementation of Sopra Steria Group's strategic plan.

3.3 Planned acquisition of CIMPA SAS

On 19 March 2015 Sopra Steria announced the planned acquisition of CIMPA SAS, a subsidiary of Airbus specialised in product lifecycle management (PLM) activities. The completion of this proposed acquisition would strengthen the partnership links between the two groups.

Acquiring CIMPA would enable Sopra Steria to bolster its positions in relation to major players in aerospace, transport and energy by capitalising on industry-specific expertise in the design and manufacturing of products and equipment as well as full lifecycle data management. The group's goal is to support its key accounts in their value creation process by ensuring digital continuity in areas ranging from industrial engineering to information systems.

In 2014, CIMPA's revenue was about €100m and it had 950 employees in Europe.

If the proposed acquisition is completed, which is subject to the usual conditions precedent, CIMPA could be included in Sopra Steria Group's consolidation scope during the second half of 2015. The acquisition price has not been made public.

3.4 Signing of a major contract with the Ministry of Defence

On 23 April 2015, the group announced that it had been selected by the Ministry of Defence to work alongside the French General Directorate for Armament (DGA) and the Ministry of Defence's human resources department (DRH-MD) to create a payroll software programme for military personnel called Source Solde.

It will be developed using software from Sopra HR Software.

3.5 Revenue for the first quarter of 2015

(in millions of euros)	Q1 2015	Q1 2014 Sopra reported	Q1 2014 Pro forma	Organic growth	Total growth
France	333.3	197.8	329.5	1.2%	68.5%
United Kingdom	251.6	22.3	247.8	1.5%	NS
Other Europe	169.9	41.5	165.9	2.4%	309.4%
Sopra Banking Software	69.0	60.7	64.1	7.6%	13.7%
Other Solutions	48.2	36.1	44.6	8.0%	33.5%
TOTAL	872.0	358.4	852.0	2.4%	143.3%

Sopra Steria Group posted revenue of €872.0 million for the first quarter of 2015, representing a significant increase mainly due to the consolidation of Steria as from the month of August 2014 and that of HR Access Service as from July 2014. At constant scope and exchange rates, organic growth was 2.4%.

In **France**, where the overall context is showing signs of improvement, the group posted revenue of €333.3 million for the first quarter, which represents organic growth of 1.2%.

- Consulting & Systems Integration generated revenue of €281.3 million, representing organic growth of 2.2%. The entity demonstrated strong momentum, reaping the first commercial benefits of the merger between Sopra and Steria, which significantly raises the stature of the new combined group in the eyes of major clients. By way of example, a large-scale SAP transformation contract was signed at the start of the year with one of the leading French players in the aerospace and defence sector. More recently, the group was retained by the French defence ministry to develop Source Solde, the future payroll system for the armed forces.
- Infrastructure & Security Services, whose infrastructure management unit is the focus of turnaround efforts, saw a 4.1% organic decline for the first quarter, corresponding to revenue of €52.0 million. The cybersecurity unit recorded a significant increase in orders in first-quarter 2015 and is showing bright promise.

In the **United Kingdom**, the group posted revenue of €251.6 million, representing organic growth of 1.5%. This market offers many opportunities but in the short term the upcoming general election in May 2015 is instilling a sense of caution in the public sector. Nevertheless, Sopra Steria remains confident in its ability to deliver organic growth over the financial year as a whole and reaffirms its ambition to build its business in the private sector, particularly in the financial services vertical market.

In **Other Europe**, the group generated revenue of €169.9 million, representing organic growth of 2.4%. Contrasting trends are shaping results for the countries within this grouping. In Germany, following a particularly difficult year in 2014, the situation is beginning to show signs of stabilisation. Operations have been reorganised in this country and the group has put in place a specific assistance programme for the local management team. The decline was limited to 4.2% for the first quarter, which represents a considerable improvement over the previous quarters (11.2% decline for the 2014 financial year). In Spain and Italy, business activity was robust, with double-digit growth. In Scandinavia, where priority is being given to improving profitability, organic revenue growth was 3.1%.

Sopra Banking Software posted revenue of €69.0 million for the first quarter of 2015, representing organic growth of 7.6%. Business was on a growth track in France, notably thanks to the signing of La Banque Postale contract, and in the Middle East/Africa. The market presents good business opportunities, for Platform as well as Amplitude products, for which R&D investments are being maintained at high levels.

Continuing the trend seen in 2014, **Other Solutions** benefited from strong sales momentum and made a good start to the year. Revenue came to €48.2 million for the quarter, representing total growth of 33.5% and organic growth of 8.0%. The HR Access product line, selected to form the basis for France's new armed forces payroll

system, strengthens its positioning in the market. In addition, the unit dedicated to property management software solutions made further gains.

At 31 March 2015, the group's total workforce comprised 36,943 people (37,358 as of 31 December 2014).

3.6 Change in financial position

Since the end of the last financial year, there has not been any significant change in the group's financial or trading position for which audited financial statements or interim financial statements have been published.

4 Outlook for 2015 and ambitions for 2017

Detailed analysis has confirmed the value of operating synergies at €62m per year starting in 2017 with a total execution cost of €65m.

In that context and given the particularly high 2014 basis of comparison in the United Kingdom and the solutions business, Sopra Steria's target for 2015 is an operating margin on business activity of around 6% with a prominent seasonality effect between the first and second half. The revenue target is growth at constant exchange rates and scope.

The group intends to remain true to the values that have underpinned Sopra's performance in the past by focusing on pursuing organic growth, generating free cash flow and distributing dividends.

Based on its operating position in early 2015 and its confidence in a successful integration as well as the value of synergies to be unlocked, the group's targets for 2017 are revenue of between €3.8bn and €4.0bn and an operating profit margin on business activity of between 8.0% and 9.0%.

SUMMARY OF RESULTS FOR THE LAST FIVE FINANCIAL YEARS

<i>(in thousands of euros)</i>	2014	2013	2012	2011	2010
Financial position of the group at the year-end					
• Share capital	20,372	11,920	11,893	11,893	47,416
• Number of shares issued	20,372	11,920	11,893	11,893	11,854
• Number of bonds convertible into shares	-	-	-	-	-
Results of operations for the year					
• Revenue excluding VAT	1,447,462	853,281	819,228	850,278	770,733
• Profit before tax, depreciation, amortisation and provisions	- 108,916	56,399	32,010	236,532	46,353
• Corporate income tax	- 18,678	5,313	8,406	21,143	13,046
• Profit after tax, depreciation, amortisation and provisions	- 118,714	40,947	34,841	173,288	42,558
• Amount of profit distributed as dividends	38,706	22,647	20,219	22,598	9,483
Earnings per share					
• Profit after tax but before depreciation, amortisation and provisions	- 4.43	4.29	1.98	18.11	2.81
• Profit after tax, depreciation, amortisation and provisions	- 5.83	3.44	2.93	14.57	3.59
• Dividend paid per share	1.90	1.90	1.70	1.90	0.80
Employee data					
• Number of employees	15,213	8,901	8,395	8,654	7,843
• Total payroll	699,464	382,987	358,743	363,402	328,768
• Social and social benefit charges paid (social security, social bodies, etc.)	309,484	170,862	167,008	169,288	150,926

COMPOSITION OF THE BOARD OF DIRECTORS

First and last name (age) Business address	Shares in the Company owned personally	Position held on the Board of Directors	Date of appointment	Expiration of term*	Main positions and appointments currently held
Pierre Pasquier (79 years) Sopra Steria Group 9 bis, rue de Presbourg 75116 Paris – France	108,113 <i>See Chapter 6, Section 2 in the 2014 Registration Document</i>	Chairman of the Board of Directors Member of the Nomination, Ethics and Governance Committee	19/06/2012	2017	<ul style="list-style-type: none"> Chairman of Sopra Steria Group Δ Chairman of Axway Software Δ Chairman and CEO of Sopra GMT Director or company officer of subsidiaries (direct and indirect) of Sopra Steria Group and Axway Software
François Odin (81 years) Régence SAS Les Avenières 74350 Cruseilles – France	52,742 <i>See Chapter 6, Section 2 in the 2014 Registration Document</i>	Vice-Chairman of the Board of Directors Member of the Audit Committee	19/06/2012	2017	<ul style="list-style-type: none"> Chairman of Régence SAS Managing Director of Sopra GMT Director or company officer of foreign subsidiaries (direct and indirect) of Sopra Steria Group
Éric Hayat (74 years) Sopra Steria Group 9 bis, rue de Presbourg 75116 Paris – France	40,000	Vice-Chairman of the Board of Directors Member of the Remuneration Committee Member of the Nomination, Ethics and Governance Committee	27/06/2014	2017	<ul style="list-style-type: none"> President of Éric Hayat Conseil Chairman of the public interest group Modernisation des Déclarations Sociales (MDS GIP) Director of Rexecode Chairman of the Statutory Committee of Syntec Numérique Other positions and appointments held during the last five years: <ul style="list-style-type: none"> Member of the Supervisory Board and then Chairman of the Board of Directors of Groupe Steria SA Δ
Astrid Anciaux (50 years) Steria Benelux SA/NV 36, boulevard du Souverain B-1170 Brussels – Belgium	712	Member of the Board of Directors	27/06/2014	2017	<ul style="list-style-type: none"> Chief Financial Officer – Benelux, Sopra Steria Group Member of the Supervisory Board of Steriactions, the company mutual fund (FCPE) of Groupe Steria Director of Soderi Director of Steria Benelux SA/NV Director of Steria PSF Luxembourg SA
Christian Bret (73 years) Sopra Steria Group 9 bis, rue de Presbourg 75116 Paris – France	10	Member of the Board of Directors Independent Director Member of the Remuneration Committee Member of the Nomination, Ethics and Governance Committee	19/06/2012	2017	<ul style="list-style-type: none"> Managing Partner of Eulis Director of Econocom Group Δ Director of Altran Technologies Δ

* Annual General Meeting to approve the financial statements for the year indicated.

Δ Current directorship at a listed company.

First and last name (age) Business address	Shares in the Company owned personally	Position held on the Board of Directors	Date of appointment	Expiration of term*	Main positions and appointments currently held
Kathleen Clark-Bracco (47 years) Sopra Steria Group 9 bis, rue de Presbourg 75116 Paris – France	5,575	Permanent representative of Sopra GMT Chairman of the Nomination, Ethics and Governance Committee Member of the Remuneration Committee	27/06/2014	2017	<ul style="list-style-type: none"> • Director of Corporate Development, Sopra Steria Group • Vice-Chairman of Axway Software Δ
G�rard Jean (67 years) Alltime Associates 192, avenue Charles-de-Gaulle 92200 Neuilly sur Seine – France	1	Member of the Board of Directors Independent Director Chairman of the Remuneration Committee Member of the Nomination, Ethics and Governance Committee	19/06/2012	2017	<ul style="list-style-type: none"> • Chairman of the Management Board of Alltime Associates SA

* Annual General Meeting to approve the financial statements for the year indicated.

Δ Current directorship at a listed company.

First and last name (age) Business address	Shares in the Company owned personally	Position held on the Board of Directors	Date of appointment	Expiration of term*	Main positions and appointments currently held
Bernard Michel (67 years) Gecina 14-16, rue des Capucines 75002 Paris – France	101	Member of the Board of Directors (Non- voting member)	22/06/2010	2015	<ul style="list-style-type: none"> • Chairman of Gecina SA Δ • Chairman of the Gecina Foundation • Member of the Supervisory Board of Unofi SAS • Chairman of the Supervisory Board of Finogest SA • Chairman of BM Conseil SAS • Director of EPRA • Other positions and appointments held during the last five years: <ul style="list-style-type: none"> • Chief Executive Officer of Gecina SA • Chief Executive Officer of Predica • Chief Executive Officer of Crédit Agricole Assurances • Chairman of GIE Informatique Silca, Aeprim SAS • Chairman of the Board of Directors of Crédit Agricole Immobilier – Unimo • Chairman of CA Grands Crus SAS • Vice-Chairman of Pacifica • Vice-Chairman of Emporiki Life (Greece) • Director of Amundi Immobilier SA, Crédit Agricole Leasing SA, Litho Promotion, OPCI Pasteur Patrimoine, Attica GIE • Permanent representative of Crédit Agricole SA on the Supervisory Board of Systèmes Technologiques d'Échange et de Traitement (STET) • Member of the Supervisory Board of Fonds de Garantie des Dépôts • Member of the Executive Committee of Crédit Agricole SA • Member of MEDEF • Director of Predica, Pacifica and CAAGIS SAS • Chairman of the Supervisory Board of STET • Permanent representative of Crédit Agricole Assurances on the Board of Directors of Crédit Agricole Creditor Insurance • Permanent representative of Predica on the Supervisory Board of CAPE SA • Director of La Médicale de France SA • Non-voting member of the Board of Directors of Siparex • Member of the Board of Directors of the Fédération Française des Sociétés d'Assurances (FFSA) • Vice-Chairman of Fédération Française des Sociétés d'Assurance Mutuelle (FFSAM) and Groupement Français des Bancassureurs • Chairman of the provisional management commission of Caisse Régionale de la Corse • Director of the holding company La Sécurité Nouvelle SA • Company officer of most subsidiaries of Gecina SA

* Annual General Meeting to approve the financial statements for the year indicated.

Δ Current directorship at a listed company.

First and last name (age) Business address	Shares in the Company owned personally	Position held on the Board of Directors	Date of appointment	Expiration of term*	Main positions and appointments currently held
Jean Mounet (70 years) Sopra Steria Group 9 bis, rue de Presbourg 75116 Paris – France	7,350	Member of the Board of Directors	19/06/2012	2017	<ul style="list-style-type: none"> • Chairman of Trigone SAS • Director of Econocom Group Δ • Director of AS2M (Malakoff Médéric) • Chairman of the Observatoire du Numérique • Member of the Board of Directors of the Fondation Télécom • Member of the Board of Directors of Pacte PME
Éric Pasquier (44 years) Sopra Banking Software 9 bis, rue de Presbourg 75116 Paris – France	503 <i>See Chapter 6, Section 2 in the 2014 Registration Document</i>	Member of the Board of Directors	27/06/2014	2017	<ul style="list-style-type: none"> • Chief Executive Officer of Sopra Banking Software • Director or company officer of subsidiaries (direct and indirect) of Sopra Steria Group • Member of the Board of Directors of Sopra GMT
Jean-Luc Placet (63 years) IDRH Consultants 124-126, rue de Provence 75008 Paris – France	100	Member of the Board of Directors Independent Director Member of the Remuneration Committee Member of the Nomination, Ethics and Governance Committee	19/06/2012	2017	<ul style="list-style-type: none"> • Chairman and CEO of IDRH Consultants • Member of the Conseil Économique et Social and Vice-Chairman of its "Labour and Employment" section • Member of the Executive Committee and Finance Commission of MEDEF • Chairman of Fédération Syntec
Jean-Bernard Rampini (58 years) Sopra Steria Group 9 bis, rue de Presbourg 75116 Paris – France	7,336	Member of the Board of Directors	27/06/2014	2017	<ul style="list-style-type: none"> • Director of Offerings and Innovation, Sopra Steria Group • Chairman of the Board of Directors of Soderi • Founding Director of the Steria – Institut de France Foundation
Sylvie Rémond (51 years) Société Générale 75886 Paris Cedex 18 – France	2	Member of the Board of Directors	17/03/2015**	2017	<ul style="list-style-type: none"> • Co-Head, Coverage and Investment Banking, Société Générale Corporate & Investment Banking • Director of SGBT Luxembourg (Société Générale group) • Director of KB Financial Group Czech Republic (Société Générale group) • Other positions and appointments held during the last five years: <ul style="list-style-type: none"> • Director of Oseo • Director of SG Re
Marie-Hélène Rigal-Drogerys (45 years) ASK 11, rue du Tanay 74960 Cran Gevrier – France	100	Member of the Board of Directors Independent Director Member of the Audit Committee	27/06/2014	2017	<ul style="list-style-type: none"> • Consultant with ASK Partners
Hervé Saint-Sauveur (70 years) Sopra Steria Group 9 bis, rue de Presbourg 75116 Paris – France	100	Member of the Board of Directors Independent Director Chairman of the Audit Committee	19/06/2012	2017	<ul style="list-style-type: none"> • Director of LCH Clearnet SA • Director of Axway Software Δ • Director of Viparis Holding • Director of Comexposium • Elected member of the Paris Chamber of Commerce and Industry

* Annual General Meeting to approve the financial statements for the year indicated.

** Co-optation by the Board of Directors.

Δ Current directorship at a listed company.

First and last name (age) Business address	Shares in the Company owned personally	Position held on the Board of Directors	Date of appointment	Expiration of term*	Main positions and appointments currently held
Jean-François Sammarcelli (64 years) Société Générale 75886 Paris Cedex 18 – France	100	Member of the Board of Directors	19/06/2012	2017	<ul style="list-style-type: none"> • Advisor to the Chairman, Société Générale • Chairman of the Board of Directors of Crédit du Nord • Permanent representative of Crédit du Nord on the Supervisory Board of Banque de Rhône-Alpes • Permanent representative of Crédit du Nord on the Supervisory Board of Société Marseillaise de Crédit • Director of Banque Tarneaud • Director of Sogécap • Member of the Supervisory Board of Société Générale Marocaine de Banques • Director of Sogeprom • Director of Boursorama Δ • Non-voting member of the Board of Directors of Ortec Expansion • Director of Amundi Group • Other positions and appointments held during the last five years: <ul style="list-style-type: none"> • Permanent representative of SG FSH on the Board of Directors of Franfinance.
Solfrid Skilbrigt (56 years) Sopra Steria Group Biskop Gunnerus´ gate 14A- 0185 Oslo - Norway	644	Member of the Board of Directors	21/04/2015**	2017	<ul style="list-style-type: none"> • Directrice de la stratégie, des ressources humaines, du marketing et de la communication de Sopra Steria Scandinavie.

* Annual General Meeting to approve the financial statements for the year indicated.

** Co-optation by the Board of Directors.

Δ Current directorship at a listed company.

Changes since the start of the 2014 financial year in the composition of the Board of Directors	
Appointments	Sopra GMT (represented by Kathleen Clark-Bracco)
	Éric Pasquier
	Marie-Hélène Rigal-Drogerys
	Astrid Anciaux
	François Enaud
	Éric Hayat
	Jean-Bernard Rampini
Resignations	Kathleen Clark-Bracco (due to her appointment as permanent representative of Sopra GMT)
	Françoise Mercadal-Delasalles, effective 1 January 2015
	François Enaud, effective 17 March 2015
Co-optations	Sylvie Rémond, effective 17 March 2015, replacing Françoise Mercadal-Delasalles
	Solfrid Skilbrigt, effective 21 April 2015, replacing François Enaud

Owing to their professional experience as well as activities pursued outside the Company, the members of the Board of Directors have all acquired expertise in the area of management and some of them also have gained expertise in the Company's industry sector.

In addition, to the best of the Company's knowledge, none has:

- any conflict of interest affecting the exercise of his or her duties and responsibilities;
- any familial relationship with another member of the Board of Directors, with the exception of Éric Pasquier, who is related to Pierre Pasquier;
- any conviction during the last five years in relation to fraudulent offences;
- been incriminated and/or been the focus of an official public sanction issued by statutory or regulatory authorities, nor barred by a court from serving as a member a supervisory board, board of directors or other management body of an issuer or from taking part in the management or conduct of an issuer's business affairs at any point during the past five years;
- been involved in any bankruptcy proceedings or been subject to property sequestration during the last five years as a member of a board of directors, a management body or a supervisory board;
- furthermore, there are no service agreements binding the members of governing and management bodies to the issuer or to any one of its subsidiaries that provide benefits upon the termination of such an agreement.

INSTRUCTIONS FOR PARTICIPATING IN THE MEETING

YOU MUST BE A SHAREHOLDER

Registered shareholders must have their shares registered in the company's accounts at least 2 business days prior to the date of the meeting.

Owners of bearer shares have the same amount of time to prove their identity and ownership of their shares by presenting a certificate of investment issued by their bank, investment company or other authorised intermediary, showing custody of their shares in an account at least 2 business days prior to the date of the meeting. Documents are to be sent to CM-CIC Securities, c/o CM-CIC Titres, 3, allée de l'Etoile, 95014 Cergy Pontoise, France.

The deadline for completing these formalities is 0:00 a.m., 23 June 2015, Paris time.

PLEASE CHOOSE ONE OF THE FOLLOWING

you would like to physically attend the meeting:

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

Registered shareholders:

- Fill in A. [I would like to attend the meeting. Please send me an admission card] (located at the top of your voting form), sign and date the form and send the admission card request directly by post, to be received no later than 23 June 2015, using the prepaid envelope enclosed with the Meeting Notice, to 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 with an Identity card, or
- **Request an admission card online with VOTACCESS**, the secure electronic voting system accessible via a link provided in the "Investors" section of the Company's website (<http://www.soprasteria.com/investors>), which redirects automatically to the dedicated voting portal (<https://www.cmcics-nominatif.com>). Holders of registered shares will be able to log in to this system using their user ID and password, which will have been sent to them by post prior to the General Meeting. Admission cards will be sent to shareholders according to their choice, by electronic means or by post.

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 23 June 2015.

In either case, if an admission card request is received by CM-Securities c/o CM-CIC Titres after 23 June 2015, 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 with an Identity card and a certificate of investment.

you would like to send a postal or electronic vote or appoint the Chairman or another representative as your proxy:

Shareholders wishing to vote by post or appoint the Chairman or another proxy to represent them must fill out a voting form or send their voting instructions as follows:

Registered shareholders:

- Postal voting: complete the voting form [see instructions below]
- Holders of registered shares 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 provided in the "Investors" section of the Company's website (<http://www.soprasteria.com/investors>), which redirects the shareholder 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.

The Votaccess page for this General Meeting will be accessible starting on 29 May 2015, for Registered shareholders.

Online voting in advance of the General Meeting will close the day before the meeting, 24 June 2015, at 3:00 p.m. (Paris time).

Holders of bearer shares:

- Send a request for the single 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 22 June 2015 (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 22 June 2015 (Paris time).

INSTRUCTIONS FOR FILLING OUT THE VOTING FORM:


1 - To vote by post: fill in the box for **[Vote by post]**, then complete as follows:

- to vote "NO" or to abstain, fill in the boxes for the corresponding resolutions,
- to vote "YES", leave the boxes empty.

2 - To appoint the Chairman as your proxy: fill in the box for **[I appoint the Chairman of the General Meeting as my proxy]**,

3 - To appoint a different proxy: fill in the box for **[I appoint as my proxy]**, and complete the required information.

Any shareholder may be represented by his or her spouse, the partner with whom he or she has entered into a pacte civil de solidarité (PACS, the French civil union contract), another shareholder or any other private individual or legal entity of his or her choice.

The form must be filled in, signed, dated and sent back as indicated in .

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 (25 June 2015); 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, 24 June 2015 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 second 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 second 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.

Prior notice of the General Meeting was published in the Bulletin des Annonces Légales Obligatoires dated 20 May 2015.

The official notice will be published in the Bulletin des Annonces Légales Obligatoires and in the newspaper Eco des Pays de Savoie on 5 June 2015.

Pursuant to applicable legal and regulatory provisions, all documents that must be made available to shareholders in connection with general meetings are accessible at the registered office of the Company, located at PAE Les Glaisins, 74940 Annecy-le-Vieux, 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, on the Company's website at the following address: www.soprasteria.com/investors

The Board of Directors

To attend the meeting in person: **tick A**

To appoint the Chairman of the Meeting:
tick here « I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING »

IMPORTANT : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side

Quelle que soit l'option choisie, notifiez comme ceci ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade (or tick) the box and sign at the bottom of the form.

A. Je désire assister à cette assemblée et demande une carte d'admission ; dater et signer au bas du formulaire, j'aimerais assister à la réunion et demander une carte d'admission ; dater et signer au bas du formulaire.

B. J'utilise le formulaire de vote par correspondance ou par procuration ci-dessous selon l'une des 3 possibilités offertes // I prefer to use the postal voting form or the proxy form as specified below.

ASSEMBLEE GENERALE MIXTE DU 25 JUN 2015 à 14H30
Combined General Meeting of Shareholders
to be held on June 25, 2015 at 2.30 pm

Au SHANGRI-LA HOTEL
10, Avenue d'Iéna 75116 PARIS

ORDRE RESERVE A LA SOCIETE - FOR COMPANY'S USE ONLY

Identifiant - Account
Nombre d'actions
Number of shares
Vote simple
Single vote
Vote double
Double vote
Nominatif
Registered
Parteur
Bearer
Nombre de voix - Number of voting rights

JE VOTE PAR CORRESPONDANCE // I VOTE BY POST
Cf. au verso (2) - See reverse (2)

Je vote OUI si tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directeur ou la Gérance, à l'EXCEPTION de ceux que je signale en notifiant comme ceci ou les cases correspondantes et pour lesquels je vote NON ou je m'abstiens.

Je vote YES if all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box - like this or which I vote NO or I abstain.

Sur les projets de résolutions non agréés par le Conseil d'Administration ou le Directeur ou la Gérance, je vote en notifiant comme ceci ou les cases correspondantes à mon choix.

On the draft resolutions not approved by the Board of Directors, I cast my vote by shading the box of my choice - like this

1	2	3	4	5	6	7	8	9	A	F	Oui / Yes	Non/No	Oui / Yes	Non/No
10	11	12	13	14	15	16	17	18	B	G	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19	20	21	22	23	24	25	26	27	C	H	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
28	29	30	31	32	33	34	35	36	D	J	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
37	38	39	40	41	42	43	44	45	E	K	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Si des amendements ou des résolutions nouvelles sont présentés en assemblée / If new resolutions are proposed during the meeting - je donne pouvoir au Président de l'Assemblée Générale de voter en mon nom // I appoint the Chairman of the general meeting to vote on my behalf.

- Je donne procuration (cf. au verso verso (3) à M. Mlle ou Mlle, Monsieur/Msieur pour voter en mon nom - I give my proxy (see reverse (3)) to M. Ms or Miss, Monsieur/Msieur to vote on my behalf.

JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLEE GENERALE
Cf. au verso (3)

I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
See reverse (3)

JE DONNE POUVOIR A : Cf. au verso (4)
I HEREBY APPOINT: See reverse (4)

M. Mlle ou Mlle, Raison Sociale / Mr, Ms or Miss, Corporate Name
Adresse / Address

ATTENTION : s'il s'agit de titres au porteur, les présentes instructions ne seront valables que si elles sont directement retournées à votre banque.

CAUTION : if it is about bearer securities, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire (si ces informations sont déjà, les vérifier et les rectifier éventuellement), Cf. au verso (5)
Surname, first name, address of the shareholder (if this information is already supplied, please verify and correct if necessary). See reverse (5)

Date & Signature

1

2

3

To vote buy post:
Tick here « I VOTE BUY POST »
And follow the instructions.

To appoint another individual as proxy:
Tick here « I HEREBY APPOINT » and enter the name and address of the person who will attend the Meeting on your behalf.

OPT IN FOR ELECTRONIC NOTICES

Dear Sir/Madam,

As a Sopra Steria registered shareholder, you receive a written notice every year inviting you to attend the company's General Meeting.

From now on, you may opt to receive an electronic notice of the General Meeting by e-mail instead.

The electronic notice of meeting, or e-notice, is simple, fast and secure. By opting in to the e-notice programme, you can help us do our part for the environment by saving printed paper.

To opt in to the e-notice programme, all you have to do is fill out, sign and date the reply form below, then scan and email it to us at investors@soprasteria.com or send the original by post to CM-CIC Securities.

For your opt-in to be registered, we must receive your reply form no later than 35 days before the next General Meeting, in which case you will be switched to e-notices as of your opt-in date.

E-NOTICE OPT-IN REPLY FORM

Scan and email to:

investors@soprasteria.com

Or send by post to:

CM-CIC Securities, c/o CM-CIC Titres,

Service Assemblées, 3, allée de l'étoile,

F-95014 Cergy Pontoise

I would like to receive my notices of meeting by email for future General Meetings of SOPRA STERIA GROUP shareholders, as well as all related documentation.

If you tick the box above, please fill out the following information:

Mrs/Ms/Mr (cross out those that do not apply)

Last name / Company name

First name

Date of birth (dd/mm/yyyy)

CM-CIC Securities ID

Email address@.....

Signed in (city) on (date)

Signature

Sopra Steria Group

Executive Management
9 bis, rue de Presbourg
FR 75116 Paris
Tél. : +33(0)1 40 67 29 29
Fax : +33(0)1 40 67 29 30
accueil@soprasteria.com

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