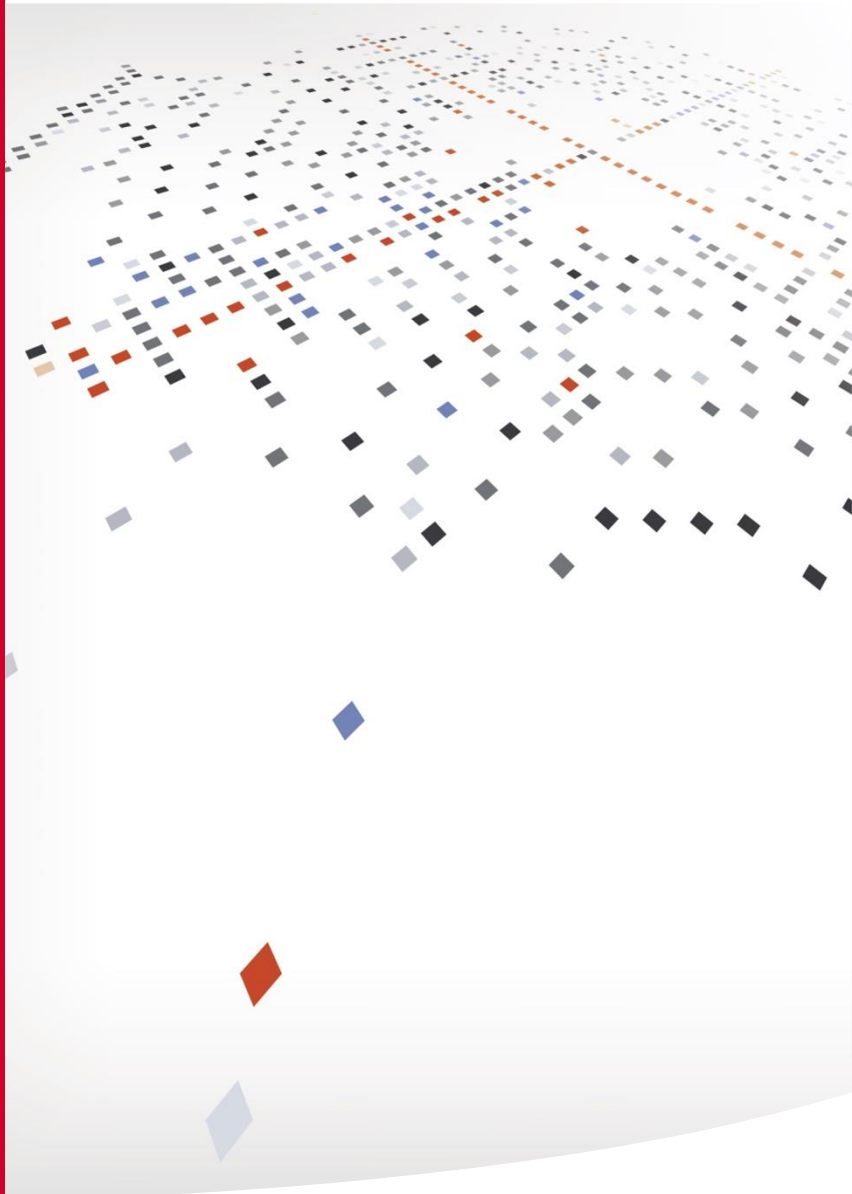


NOTICE OF
MEETINGS

2016 COMBINED GENERAL MEETING

WEDNESDAY 22 JUNE 2016 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.*

The English PDF version of Notice of Meetings is available on the website: <http://www.soprasteria.com/en/investors>

Delivering Transformation. Together.

sopra  steria

SOMMAIRE

A WORD FROM THE CHAIRMAN	3
MEETING AGENDA FOR THE COMBINED GENERAL MEETING OF 22 JUNE 2016	4
REPORTS OF THE BOARD OF DIRECTORS TO THE COMBINED GENERAL MEETING OF 22 JUNE (EXTRACT)	6
PROPOSED RESOLUTIONS	13
KEY EVENTS IN 2015, OBJECTIVES, RECENT TRENDS AND OUTLOOK FOR 2016	29
SUMMARY OF RESULTS FOR THE LAST FIVE FINANCIAL YEARS (INDIVIDUAL FINANCIAL STATEMENTS)	35
COMPOSITION OF THE BOARD OF DIRECTORS	36
OPT IN FOR ELECTRONIC NOTICES	49
REQUEST FOR DOCUMENTS AND INFORMATION	51

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 Wednesday, 22 June 2016 starting at 2:30 p.m. at the Shangri-la Hotel, 10 avenue d'Iéna, Paris 16, France.

On 31 December 2014, Sopra Steria was established with the ambition of becoming a European leader in digital transformation. On that date, two legal entities merged to embark on the bold project of integrating two companies, each with a long history and a strong culture.

It has been a little over a year since this founding date, and I am proud of our progress. The integration of Sopra and Steria is a success, and the soundness of our merger is unanimously recognised.

Sopra Steria's 2015 results testify to this success, even as our teams were busy for much of last year with the operational merger of our businesses. As evidence, I would cite the strong sales performance of the Group, which saw organic growth of 2% in 2015. In consulting and systems integration services in France alone, where most of the integration issues were concentrated, growth reached as high as 3.5%. The highly positive reaction of our major clients to the merger of Sopra and Steria illustrates the change in the Group's positioning and image. Sopra Steria is now perceived as a partner able to design and carry out major digital transformation projects for its European clients. With €3.6 billion in revenue, and more than 38,000 employees operating in over 20 countries, Sopra Steria now has one of the most extensive portfolios of offerings on the market. Its expertise covers the full range digital transformation needs: consulting, systems integration, development of solutions for specific industries and technologies, infrastructure management, managed services, cybersecurity and business process services. The Group has a firm footing in the vertical markets that comprise its areas of excellence.

In a marketplace that is changing ever more quickly, we will maintain and expand our strategic thinking to adapt the Group's positioning and fundamentals. Now that the merger is complete, we have decided to launch an ambitious new enterprise project: Sopra Steria 2020.

Sopra Steria 2020 is a plan for an agile, efficient and innovative Group.

An independent and unique Group, united by an entrepreneurial culture, which places shared goals at the centre of its business. A Group that deploys a long-term vision and a value-creating project for its employees as well as its clients and shareholders.

Sopra Steria 2020 is about a bold ambition to be the leading IT service provider in Europe. That means strong organic growth, an active policy of external growth and best-in-class profitability. Because they are the key stakeholders in the success of Sopra Steria, I have decided to involve all of the Group's employees in this project through an employee share ownership program, starting in the first quarter of 2016.

We are proud of the successes we have achieved together so far. Our future success lies in our ability to rally around a set of shared values and goals. Tomorrow holds many challenges, but also great opportunities. Let's make the most of them!

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 22 June.

Pierre Pasquier
Chairman

MEETING AGENDA FOR THE COMBINED GENERAL MEETING OF 22 JUNE 2016

Shareholders are hereby invited to attend the Combined General Meeting to be held on

Wednesday, 22 June 2016 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 2015; 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 2015;
- Appropriation of earnings and determination of the dividend;
- 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 2015 to Pierre Pasquier;
- Opinion on items of compensation due or attributed in respect of financial year 2015 to François Enaud;
- Opinion on items of compensation due or attributed in respect of financial year 2015 to Vincent Paris;
- Appointment of Jessica Scale as a new director;
- Setting of directors' fees at €500,000;
- Reappointment of a Statutory Auditor and appointment of an Alternate Auditor;
- Authorisation granted to the Board of Directors, for a period of 18 months, to allow the Company to buy back its own shares pursuant to Article L. 225-209 of the French Commercial Code.

Requiring approval at the Extraordinary General Meeting

- Authorisation granted to the Board of Directors, for a period of 26 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;
- Delegation of authority granted to the Board of Directors, for a period of 26 months, to decide to increase the share capital, with pre-emptive subscription rights for existing shareholders, through the issuance of ordinary shares and/or securities giving access to the share capital and/or giving a right to be allotted debt securities of the Company, up to a maximum aggregate nominal amount of €7 million;
- Delegation of authority granted to the Board of Directors, for a period of 26 months, to decide to increase the share capital, without pre-emptive subscription rights for existing shareholders, through the issuance of ordinary shares and/or securities giving access to the share capital and/or giving a right to be allotted debt securities of the Company, via public offerings, up to a maximum aggregate nominal amount of €4 million;
- Delegation of authority granted to the Board of Directors, for a period of 26 months, to decide to increase the share capital, without pre-emptive subscription rights for existing shareholders, through the issuance of ordinary shares and/or any securities giving access to the share capital and/or giving a right to be allotted debt securities of the Company, via a private placement such as provided for by Article L. 411-2-II of the French Monetary and Financial Code, up to a maximum of 20% of the share capital;
- Determination of the issue price of ordinary shares and/or securities giving access to the share capital and/or giving a right to receive debt securities of the Company, up to a maximum of 10% of the share capital per year, in connection with a capital increase without pre-emptive subscription rights for existing shareholders;
- Delegation of authority granted to the Board of Directors, for a period of 26 months, to decide, with or without pre-emptive subscription rights for existing shareholders, to increase the number of ordinary shares and/or securities giving access to the share capital and/or giving a right to be allotted debt securities to be issued by the Company, up to a maximum of 15% of the original issue;
- Delegation of authority granted to the Board of Directors, for a period of 26 months, to issue ordinary shares and/or securities giving access to the share capital and/or giving a right to be allotted debt securities of the Company, without pre-emptive subscription rights for existing shareholders, as consideration for in-kind contributions, up to a maximum of 10% of the share capital;

- Delegation of authority granted to the Board of Directors, for a period of 26 months, to issue ordinary shares and/or securities giving access to the share capital and/or giving a right to be allotted debt securities of the Company, without pre-emptive subscription rights for existing shareholders, as consideration for securities tendered in a public exchange offer, up to a maximum aggregate nominal amount of €4 million;
- Delegation of authority granted to the Board of Directors, for a period of 26 months, to decide to increase the share capital through the capitalisation of premiums, reserves, earnings or any other items for which capitalisation would be permitted;
- Delegation of authority to be granted to the Board of Directors, for a period of 18 months, to issue share subscription warrants to be allotted to the shareholders free of charge in the event of a takeover bid, up to a nominal amount equal to the amount of the share capital;
- Delegation of authority to the Board of Directors, for a period of 26 months, to decide to increase the share capital, without pre-emptive subscription rights for existing shareholders, via issues to persons employed by the Company or by a company of the Group, subject to enrollment in a company savings plan, up to a maximum of 3% of the share capital;
- Authorisation granted to the Board of Directors, for a period of 38 months, to award share subscription or purchase options to employees and/or officers of the Company or of a company in the Group, up to a maximum of 3% of the share capital;
- Authorisation granted to the Board of Directors, for a period of 38 months, to award free shares to employees and officers of the Company or of a company in the Group, up to a maximum of 3% of the share capital;
- Powers required to carry out formalities.

REPORTS OF THE BOARD OF DIRECTORS

TO THE COMBINED GENERAL MEETING OF 22 JUNE (EXTRACT)

Dear shareholders,

We wish to invite you to the Combined General meeting in order to present you the 2015 consolidated and individual financial statements and to submit to your approval the resolutions texts which you will find below.

The explanations below are extracted from the Management report included in the Sopra Steria Group 2015 Registration Document which was registered with the Autorité des Marchés Financiers (AMF) on 22 April 2016 under number D16-0385 (Cf. detailed in the cross-reference table on pages 273 and 274 entitled "Information regarding the Management Report").

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

The Board of Directors submits for your approval:

- *the individual and consolidated financial statements of Sopra Group for the year ended 31 December 2015 as presented and discussed in the 2015 Registration Document;*
- *the list of non-tax-deductible expenses totaling €471,497 and the corresponding tax charge. These expenses consist of rental or lease payments and depreciation for company cars granted to 218 of the Company's executives.*

You are also asked to give the members of the Board of Directors full and unconditional discharge from their duties for the aforementioned financial year.

2. Proposed appropriation of earnings (Resolution 4)

The Company's profit for 2015 totals €33,357,698.90. Taking into account the change in the share capital, which currently amounts to €20,446,723, the Board of Directors proposes that €852,714 be transferred to the legal reserve. Following this transfer, the legal reserve would be equal to €2,044,672.30.

Furthermore, from the remaining balance of the net profit (thus €32,504,984.90), retained earnings and the discretionary reserves in the amount of €1,667,011.70, the Board of Directors proposes that a dividend of €1.70 per share be paid in respect of the 2015 financial year, resulting in a total dividend of €34,759,429.10.

For individuals whose tax residence is in France, this dividend will automatically 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 2015 income. Any shareholder whose household has taxable income lower than the threshold (in respect of 2014 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 signed letter (no later than 30 November 2015 for dividends payable in 2016 in respect of the 2015 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), which are also withheld.*

This dividend would be paid on 7 July 2016. The ex-dividend date would therefore be 5 July 2016, before the market opens.

For information, the following amounts were distributed as ordinary dividends in respect of the previous three financial years:

	2012	2013	2014
Total dividend*	€20,218,926.20	€22,647,207.70	€38,706,399.10
Number of dividend-bearing shares	11,893,486	11,919,583	20,371,789
Dividend per share paid	€1.70	€1.90	€1.90

* It should be noted that, in accordance with the provisions of Article 158-3-2° of the French Tax Code, these dividend payments entitled individual shareholders with tax residence in France to a deduction of 40% of the entire dividend amount received.

3. Regulated agreements (Resolution 5)

The Statutory Auditors have submitted their special report, included on page 216 to 218 of the 2015 Registration Document. You are invited to approve the conclusions of this report. It should be noted that there are no new regulated agreements to be put to your vote.

4. Opinion on items of compensation due or granted to executive company officers in respect of 2015 (Resolutions 6, 7 and 8)

The AFEP-MEDEF Code, to which the Company adheres, recommends that companies submit for shareholder approval the items of compensation due or granted to executive company officers in respect of the financial year just ended.

4.1 Opinion on the items of compensation due or granted to Pierre Pasquier (Resolution 6)

You are asked to issue an opinion on the items of compensation due or granted in respect of the 2015 financial year to Pierre Pasquier, Chairman of the Board of Directors, as set out in the following table:

Item of compensation	Amount	Comments
Annual fixed compensation	€350,000	Pierre Pasquier's fixed compensation has not been revised since 2011.
Annual variable compensation	€170,100	The role of the Chairman of the Board of Directors justifies the fact that part of his or her 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 annual fixed compensation when the Group's profitability target as well as individual targets are met;✓ 60% of annual fixed compensation for very strong performance. Qualitative criteria are not used to release items of variable compensation, but may result in an upward or downward adjustment in the amount calculated from the main profitability target.
Variable deferred compensation	Not applicable	There are no plans to grant 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 grant exceptional compensation.
Stock options, performance shares and any other long-term components of compensation	Not applicable	Pierre Pasquier has never been granted any share subscription options or performance shares, or any other long-term components of compensation.
Directors' fees	€23,779	Directors' fees are fully allocated to participants in meetings of the Board of Directors and its committees (voting and non-voting members), in proportion to their actual attendance at those meetings, whether in person or by telephone. Participation by chairmen in the meetings of their respective committees counts double.
Valuation of all benefits	€4,333	Company car.
Severance pay	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.

4.2 Opinion on the items of compensation due or granted to François Enaud (Resolution 7)

You are asked to issue an opinion on the items of compensation due or granted in respect of the 2015 financial year to François Enaud as Chief Executive Officer in 2015, covering the period from 1 January to 17 March 2015, the date on which his appointment as Chief Executive Officer ended, as set out in the following table:

Item of compensation	Amount	Comments
Annual fixed compensation	€86,970	In proportion to the time in office, as François Enaud's term ended on 17 March 2015.
Annual variable compensation	€39,728	In proportion to the time in office, as François Enaud's term ended on 17 March 2015.
Variable deferred compensation	Not applicable	
Multi-year variable compensation	Not applicable	
Exceptional compensation	Not applicable	
Stock options, performance shares and any other long-term components of compensation	Not applicable	
Directors' fees	€0	
Valuation of all benefits	€12,510	Company car.
Severance pay	€1,444,272	Lump-sum settlement payment. Agreement approved by Resolution 7 of the General Meeting of 25 June 2015.
Non-compete payment	€700,000	Agreement approved by Resolution 7 of the General Meeting of 25 June 2015.
Supplementary pension plan	Not applicable	

4.3 Opinion on the items of compensation due or granted to Vincent Paris (Resolution 8)

You are asked to issue an opinion on the items of compensation due or granted in respect of the 2015 financial year to Vincent Paris, who was named Chief Executive Officer on 17 March 2015, as set out in the following table:

Item of compensation	Amount	Comments
Annual fixed compensation	€353,852	The fixed component of annual compensation paid to Vincent Paris was set at €400,000 effective 1 July 2015.
Annual variable compensation	€171,871	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 annual fixed compensation when the Group's profitability target as well as individual targets are met; ✓ 60% of the annual fixed compensation for very strong performance. Qualitative criteria are not used to release items of variable compensation, but may result in an upward or downward adjustment in the amount calculated from the main profitability target.
Variable deferred compensation	Not applicable	There are no plans to grant 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 grant exceptional compensation.
Stock options, performance shares and any other long-term components of compensation	Not applicable	During the financial year, Vincent Paris was not granted any stock options or performance shares, nor any other long-term components of compensation.
Directors' fees	Not applicable	
Valuation of all benefits	€11,299	Company car; GSC unemployment insurance.
Severance pay	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.

For more information, please refer to Section 4, "Policy for the compensation of company officers" in Chapter 2 of the 2015 Registration Document.

5. Appointment of a new director (Resolution 9)

By the terms of Resolution 9, it is proposed that you proceed with the appointment of Jessica Scale as a new director.

The proposed term of office for these new directors is two years from the date of this General Meeting and would thus expire at the conclusion of the General Meeting convened to approve the financial statements for the year ending 31 December 2017.

A brief profile of this candidate is provided below:

Jessica Scale – 53 years old, French and British national.

Currently serving as an independent consultant specialising in digital transformation, Jessica Scale was head of her class at the Paris Institute of Political Studies (Sciences Po Paris) and has a doctorate in political science. She has taught at Sciences Po Paris since 1990. After starting her career in strategy consulting (Bossard, PwC), she held various operational responsibilities at different tech companies (IBM Global Services, Unisys, Logica). With her highly international profile and strong entrepreneurial spirit, Jessica Scale is also the author of several works on strategy, communications and marketing.

The proposal to appoint Jessica Scale as a Board member, following a review of her qualifications by the Board of Directors and acting upon a recommendation from the Nomination, Ethics and Governance Committee, is motivated by:

- *the recognition of her skills and experience;*
- *the desire to improve gender balance on the Board of Directors;*
- *the interest in increasing the number of independent directors.*

During the review of this candidate by the Nomination, Ethics and Governance Committee and subsequently by the Board of Directors, it was noted that Jessica Scale meets all of the objective criteria for independence recommended by the AFEP-MEDEF Code.

Subject to the adoption of Resolution 9 at the General Meeting, the Board of Directors would have an additional independent director.

6. Setting of directors' fees (Resolution 10)

It is proposed that you set the total amount of directors' fees at €500,000 for the 2016 financial year. This amount, which is the same as that allocated in respect of the 2015 financial year, is apportioned annually in accordance with the Board's internal rules and regulations.

7. Appointment of a Statutory Auditor (Resolution 11)

By the terms of Resolution 11, in line with recommendations of the Audit Committee, which is responsible for coordinating the nomination procedure for the Statutory Auditors, the Board of Directors proposes that Auditeurs & Conseils Associés be re-appointed as Joint Statutory Auditor and Pimpaneau & Associés be appointed as Joint Alternate Auditor, each for a term of six financial years expiring at the conclusion of the General Meeting convened in 2022 to approve the financial statements for the year ending 31 December 2021.

8. Buyback by Sopra Steria Group of its own shares (Resolution 12)

By the terms of Resolution 12, you are asked to renew the authorisation granted to the Board of Directors at the General Meeting of 25 June 2015 permitting the Company to buy back its own shares, in accordance with applicable laws and regulations (Articles L. 225-209 et seq. of the French Commercial Code).

Under this authorisation, the number of shares bought back shall not exceed 10% of the share capital, which would be 2,044,672 shares on the basis of the current share capital. The maximum price per share that can be paid for the shares bought back is set at €200, it being specified that this price may be adjusted as a result of an increase or decrease in the number of shares representing the share capital, in particular due to the capitalisation of reserves, awards of free shares or reverse stock splits.

Shares may be bought back for the following purposes:

- *to obtain market-making services from an investment services provider acting independently 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 grant or sell the shares bought back to employees or company officers of the Group using any award method authorised by law;*
- *to hold the shares bought back and subsequently exchange them or present them as consideration in a merger, spin-off or contribution of assets or, more generally, in external growth transactions, subject in any event to a limit of 5% of the number of shares representing the share capital;*
- *to deliver the shares in the Company upon the exercise of rights attaching to securities giving access to the Company's share capital through redemption, conversion, exchange, tender of warrants or any other means;*
- *to retire the shares bought back by way of a share capital reduction, subject to the approval of resolution 13;*
- *to implement any market practice accepted by the AMF and, more generally, to perform any operation that complies with regulations in force.*

This authorisation would supersede the previous authorisation granted by Resolution 9 of the General Meeting of 25 June 2015 and would be valid for a period of eighteen (18) months with effect from the date of this General Meeting.

For information, the use made of the previous authorisation is discussed in Chapter 6, Section 8 of the 2015 Registration Document. During the 2015 financial year, this authorisation was used in connection with the liquidity provider agreement and the private placement on 25 June 2015 by Geninfo.

9. Potential retirement of treasury shares (Resolution 13)

It is requested that the shareholders authorise the Board of Directors to retire some or all of the shares acquired by the Company under the share buyback programme (Resolution 12), up to a maximum of 10% of the share capital, in accordance with the law.

This authorisation would be valid for a period of twenty-six (26) months.

This authorisation would supersede the previous authorisation granted at the General Meeting of 25 June 2015.

10. Delegation of financial authority to the Board of Directors (Resolutions 14 to 25)

The delegations of authority granted at the General Meeting of 27 June 2014 and the General Meeting of 25 June 2015 authorised the Board of Directors to proceed with the issue of shares and/or securities or debt instruments giving access to the share capital, with or without pre-emptive subscription rights for existing shareholders.

These delegations of authority, which give the Board of Directors the authorisations it needs to carry out various share capital transactions necessary for the Group's development and the financing of its operations, remain valid until 26 August 2016 and 24 December 2016, respectively, and therefore do not cover the entire period running until the General Meeting to be held in 2017. Although the delegations of authority relating to the granting of share subscription or purchase options and the awarding of free shares remain valid until 26 August 2017, it is proposed that you renew them, in particular to take advantage of the new scheme set out in the Macron Act.

Chapter 6, Section 12 of the 2015 Registration Document lists all of these delegations of authority and provides information on the use made of them by the Board of Directors in 2015.

We propose that you renew the delegations of authority granted in 2014 and 2015, so that the Board of Directors can initiate, as appropriate and at the most opportune time, whichever financial transactions among those covered by the delegations of authority are best suited to the needs of the Company.

10.1 Capital increase through issuance of shares and other securities, with or without pre-emptive subscription rights

	Type of delegation		Nominal limit	Resolution
Capital increase WITH PRE-EMPTIVE SUBSCRIPTION RIGHTS	Issue of shares and other securities giving access to the share capital and overallotment option	Overall limit €7m (Limit 1)	€7m (<35% of the share capital)	14
	Issue of shares and other securities giving access to the share capital by way of a public offering, with the possibility of a priority subscription period and overallotment option		€4m (<20% of the share capital)	15
Issue of shares and other securities giving access to the share capital by way of private placement (Article L. 411-2 II of the French Monetary and Financial Code) and overallotment option	20% of the share capital (annual legal limit)		16	
Consideration for contributions in kind	10% of the share capital (annual legal limit)		19	
Consideration for securities contributed in the event of a public exchange offer initiated by the Company	€4m (<20% of the share capital)		20	
Capital increase WITHOUT PRE-EMPTIVE SUBSCRIPTION RIGHTS		o/w €4m (Limit 3)		

10.1.1 Capital increases other than in consideration for contributions (Resolutions 14 to 18)

By the terms of Resolutions 14, 15 and 16, you are asked to delegate the necessary authority to the Board of Directors to give it enough flexibility if necessary, to increase the share capital through the issuance of shares or any other securities giving access to the share capital, as described below.

These capital increases would be subject to the following limits:

- €7 million, as a maximum aggregate nominal amount, whenever the transaction involves, immediately or in future, an issue of Sopra Steria Group shares [Limit 1], together with a sublimit of €4 million for capital increases without pre-emptive subscription rights for existing shareholders [Limit 3];
- €600 million if the transaction involves an issue of debt securities conferring future entitlement to Sopra Steria Group shares [Limit 2].

Resolution 14 would authorise one or several capital increases for existing shareholders (with pre-emptive subscription rights).

Resolutions 15 and 16 would open the Company's share capital to new shareholders (without pre-emptive subscription rights), by way of a public offering or an offering reserved either for qualified investors or for a limited circle of investors (via private placement as provided for by Article L. 411-2 of the French Monetary and Financial Code). Limit 3, which counts toward Limit 1, would restrict the nominal amount of these share capital increases.

The possibility of establishing a priority subscription period for existing shareholders to subscribe for said shares and other securities would also be delegated to the Board of Directors (Resolution 15).

The issue price of shares issued pursuant to Resolutions 15 and 16 would be at least equal to the weighted average of the share price over the three preceding trading days, with a maximum discount of 5%.

By the terms of Resolution 18, you are asked to grant a delegation of authority to the Board of Directors to attach an over-allotment clause to any of the transactions referred to above, which would become usable in the event of a demand for securities in excess of the number of securities originally to be issued, subject to the aforementioned aggregate limits and a maximum of 15% of the original issue, as required by law.

In the event of a capital increase pursuant to Resolutions 15 and 16, up to a maximum of 10% of the share capital, the Board of Directors may set the issue price (Resolution 17), which shall not be more than 5% less than the lowest of the following amounts:

- (i) the weighted average share price on the regulated market of Euronext Paris for a maximum period of six months preceding the issue price determination date;
- (ii) the volume-weighted average share price on the regulated market of Euronext Paris for the trading day preceding the issue price determination date;
- (iii) the volume-weighted average share price on the regulated market of Euronext Paris for the current trading session on the day when the issue price is determined; and
- (iv) the last known closing share price prior to the issue price determination date.

These delegations of authority would be valid for a period of twenty-six (26) months and would supersede those having the same purpose, granted on 27 June 2014.

10.1.2 Capital increases in consideration for contributions (Resolutions 19 and 20)

The delegations of authority proposed under Resolutions 19 and 20 would allow the Board of Directors to decide capital increases, without pre-emptive subscription rights for existing shareholders, in consideration for in-kind contributions or contributions decided in the context of a public exchange offer.

The financial capacity available to the Board of Directors would nevertheless be limited to:

- 10% of the share capital (legal limit), thus for information €2,044,672 on the basis of the current share capital, which would be capped in any event at a nominal amount of €4 million [Limit 3], as consideration for in-kind contributions (Resolution 19);
- a nominal amount of €4 million [Limit 3] as consideration for the tendered shares of a company that are admitted for trading on a regulated market, during a public exchange offer (Resolution 20).

These delegations of authority would be valid for a period of twenty-six (26) months and would supersede those having the same purpose, granted on 27 June 2014.

10.2 Other capital increases (Resolutions 21 and 22)

By the terms of Resolution 21, you are asked to grant the Board of Directors a delegation of authority to increase the share capital on one or several occasions through the capitalisation of reserves, issue premiums or any other items for which capitalisation would be permitted, limited to the amount of said reserves, premiums or other items.

These capital increases would be carried out either by issuing new shares that would be allotted to shareholders in proportion to their holdings or by raising the par value of the existing shares.

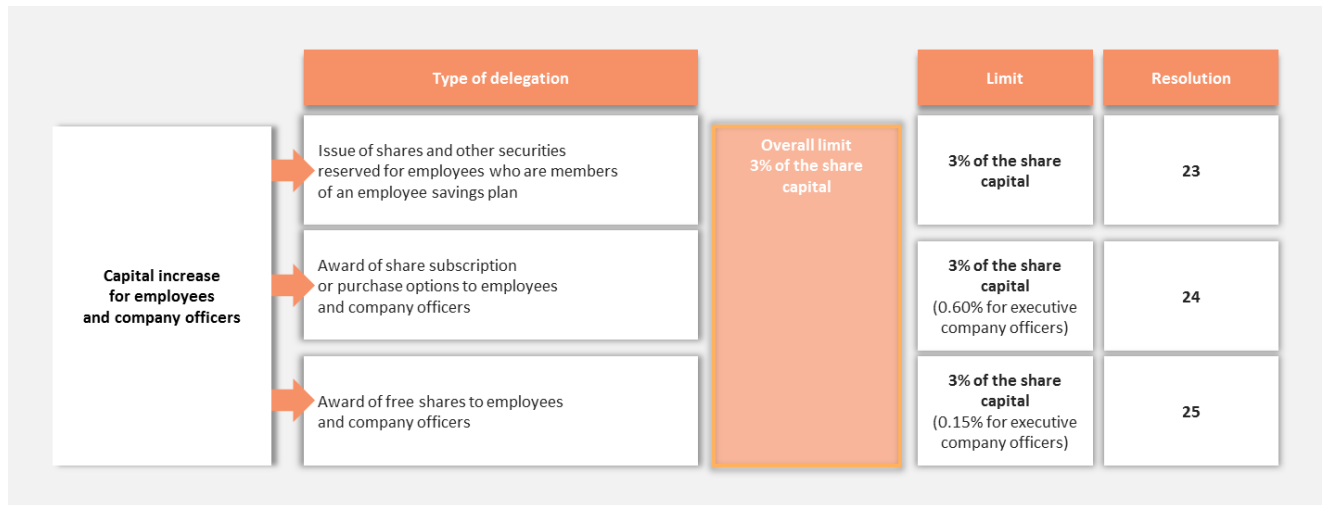
This delegation of authority would be valid for a period of twenty-six (26) months and would supersede that having the same purpose, granted on 27 June 2014.

By the terms of Resolution 22, you are asked to grant to the Board of Directors, in conjunction with a takeover bid, the possibility of issuing share subscription warrants to be allotted to the shareholders free of charge (bons Breton).

The amount of the capital increase would be limited to the amount of the share capital, thus for information €20,446,723 on the basis of the current share capital, and the maximum number of warrants to be issued could not be greater than the number of shares representing the share capital, thus for information 20,446,723 shares on the basis of the current share capital.

This delegation of authority would be valid for a period of eighteen (18) months and would supersede that having the same purpose, granted on 25 June 2015.

10.3 Authorisations requested for the purpose of giving Group employees and/or Company officers the opportunity to participate in the share capital (resolutions 23 to 25)



The aim of the proposed terms of Resolutions 23, 24 and 25 is to allow the Board of Directors, as appropriate, to give employees of the Company and of the Group a stake in the development of Sopra Steria and to align the interests of company officers with those of shareholders by means of:

- a capital increase reserved for employees enrolled in a company or Group savings plan (in accordance with Article L. 225-129-6 of the French Commercial Code) (Resolution 23);
- the granting of share subscription or purchase options, it being specified that the options to be allotted to the company's executive company officers would be limited to 20% of the entire number of options that could be issued, thus 0.60% of the share capital, and would be subject to performance conditions (Resolution 24);
- the awarding of free shares, it being specified that (Resolution 25):
 - the free shares to be awarded to the company's executive company officers would be limited to 5% of the entire maximum number of free shares that could be awarded, thus 0.15% of the share capital, and would be subject to performance conditions,
 - shares awarded to employees may be exempted from performance conditions, up to a maximum of 10% of the entire number of free shares that could be awarded.

These authorisations would be subject to an overall limit of 3% of the share capital, thus for information €613,401 on the basis of the current share capital.

The authorisation provided for by Resolution 23 would be valid for a period of twenty-six (26) months and would supersede the earlier delegation of authority having the same purpose, granted on 27 June 2014.

The authorisations provided for by Resolutions 24 and 25 would be valid for a period of thirty-eight (38) months and would supersede the earlier delegations of authority having the same purpose, granted on 27 June 2014.

Please note that:

- share subscription options already granted and not yet exercised currently represent a maximum potential dilution of 0.34% of the current share capital;
- free shares awarded and not yet vested currently represent a maximum potential dilution of 0.29% of the current share capital;
- discussions are currently under way regarding a long-term incentive programme based on granting performance shares and aimed at aligning the interests of top-tier management with those of shareholders. Should such a programme be put in place, share vesting would be subject to strict performance conditions to be met for a period of several consecutive years.

11. Powers (Resolution 26)

Resolution 26 concerns the powers required to carry out formalities.

PROPOSED RESOLUTIONS

We hereby inform you that extraordinary resolutions require a quorum of one-quarter of the total voting shares and a two-thirds majority of the votes of the shareholders present or represented. The resolutions on the agenda of the Ordinary General Meeting require a quorum of one-fifth of the total voting shares and a majority of the votes of the shareholders present or represented. However, as an exception to the preceding, Resolutions 21 and 22, even though they are on the Extraordinary General Meeting agenda, require a quorum of one-fifth of the total voting shares and a majority of the votes of the shareholders present or represented.

Resolutions submitted for approval at the Ordinary General Meeting

Resolution 1

Approval of the individual financial statements for the financial year ended 31 December 2015; approval of non-deductible expenses

The shareholders, having reviewed the Report of the Board of Directors, the report required by 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 2015, as presented at the General Meeting, showing a profit of €33,357,698.90.

In addition, the shareholders 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 General Tax Code, amounting to €471,497, and the corresponding tax charge of €179,169.

Resolution 2

Granting of final discharge to the 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 2015.

Resolution 3

Approval of the consolidated financial statements for the financial year ended 31 December 2015

The shareholders, having reviewed the Report of the Board of Directors, the report required by Article L. 225-37 of the French Commercial Code and the Statutory Auditors' reports, approve the consolidated financial statements for the year ended 31 December 2015, which show a consolidated net profit (attributable to owners of the parent) of €84,428,575, 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 Report of the Board of Directors.

Resolution 4

Appropriation of earnings and determination of the dividend

The shareholders, after acknowledging the consolidated net profit attributable to owners of the parent amounting to €84,428,575, note that the profit available for distribution amounts to €33,092,417.40 and agree to pay out, in the form of shareholder dividends, the sum of €34,759,429.10, determined as follows:

(a)	Profit for the period	€33,357,698.90
(b)	Transfer to the legal reserve	€852,714.00
(c)	<i>Balance (a - b)</i>	€32,504,984.90
(d)	Prior unappropriated retained earnings	€587,432.50
(e)	<i>Distributable profit (c + d)</i>	€33,092,417.40
(f)	Deduction from discretionary reserves	€1,667,011.70
(g)	<i>Amounts to be distributed (e + f)</i>	€34,759,429.10

The legal reserve thus amounts to €2,044,672.30, 10% of the share capital.

As the number of shares representing the share capital at 31 December 2015 was 20,446,723, the dividend per share will be €1.70. The dividend payment date will be 7 July 2016.

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 General Tax Code).

Furthermore, for these same individuals having their tax residence in France, this dividend will automatically 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 2015 income. Any shareholder whose household has taxable income lower than the threshold (in respect of 2014 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 signed letter (no later than 30 November 2015 for dividends payable in 2016 in respect of the 2015 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), which are also withheld.

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

	2012*	2013*	2014*
Total dividend	€20,218,926.20	€22,647,207.70	€38,706,399.10
Number of dividend-bearing shares	11,893,486	11,919,583	20,371,789
Dividend per share paid	€1.70	€1.90	€1.90

(*) 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).

Resolution 5

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 governed by Article L. 225-38 et seq. of the French Commercial Code, acknowledge the absence of any new agreements of this type subject to approval at this Meeting and approve the conclusions of the aforementioned report.

Resolution 6

Opinion on items of compensation due or granted in respect of financial year 2015 to Pierre Pasquier

The shareholders, consulted pursuant to Section 24.3 of the AFEP-MEDEF corporate governance code for listed companies, and having reviewed the Report of the Board of Directors, approve the items of compensation due or granted to Pierre Pasquier in respect of the 2015 financial year, as presented to them.

Resolution 7

Opinion on items of compensation due or granted in respect of financial year 2015 to François Enaud

The shareholders, consulted pursuant to Section 24.3 of the AFEP-MEDEF corporate governance code for listed companies, and having reviewed the Report of the Board of Directors, approve the items of compensation due or granted to François Enaud in respect of the 2015 financial year, as presented to them.

Resolution 8

Opinion on items of compensation due or granted in respect of financial year 2015 to Vincent Paris

The shareholders, consulted pursuant to Section 24.3 of the AFEP-MEDEF corporate governance code for listed companies, and having reviewed the Report of the Board of Directors, approve the items of compensation due or granted to Vincent Paris in respect of the 2015 financial year, as presented to them.

Resolution 9

Appointment of Jessica Scale as a new director

The shareholders, having reviewed the Report of the Board of Directors, agree to appoint Jessica Scale as a new director, for a two-year term pursuant to Article 14 of the Company's Articles of Association, which will thus expire at the conclusion of the General Meeting convened to approve the financial statements for the year ending 31 December 2017.

Resolution 10

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 11

Reappointment of a joint Statutory Auditor and appointment of an Alternate Auditor

The shareholders, having reviewed the Report of the Board of Directors, agree to:

- re-appoint *Auditeurs & Conseil Associés, 31 rue Henri Rochefort, 75017 Paris*, as Statutory Auditor; and
- appoint *Pimpaneau & Associés, 31 rue Henri Rochefort, 75017 Paris*, as joint Alternate Auditor, replacing *AEG Finances SAS* whose term of office is expiring;

each for a term of six years, thus expiring at the conclusion of the General Meeting convened to approve the financial statements for the year ending 31 December 2021.

Resolution 12

Authorisation granted to the Board of Directors, for a period of 18 months, to allow the Company to buy back its own shares pursuant to Article L. 225-209 of the French Commercial Code

In accordance with the provisions of Articles L. 225-209 et seq. of the French Commercial Code, EU regulations on market abuse, and Title IV, Book II of the General Regulation of the Autorité des Marchés Financiers (AMF, the French securities regulator) as well as its implementing instructions, the shareholders, having reviewed the Report of the Board of Directors:

- authorise the Board of Directors, with the ability to subdelegate this authority as provided by law and by the Company's Articles of Association, to buy back shares in the Company or arrange to have shares in the Company bought back, 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;
- agree that shares may be bought back for the following purposes:
 - to obtain market-making services from an investment services provider acting independently 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, sell or transfer shares in the Company to employees and/or company officers of the Group, in order to cover share purchase plans and/or free share plans (or equivalent plans) as well as any allotments of shares under a company or Group savings plan (or equivalent plan) in connection with a profit-sharing mechanism, and/or all other forms of share allotment to the Group's employees and/or company officers,
 - to hold the shares bought back and subsequently exchange them or present them as consideration in a merger, spin-off or contribution of assets or, more generally, in external growth transactions, subject in any event to a limit of 5% of the number of shares representing the share capital,
 - to deliver the shares bought back, upon the exercise of rights attaching to securities giving access to the Company's share capital through redemption, conversion, exchange, tender of warrants or any other means, as well as to execute any transaction covering the Company's obligations relating to those securities,
 - to retire the shares thus bought back, by way of a capital reduction, subject to the adoption at this General Meeting of Resolution 13 below,
 - to implement any market practice accepted by the AMF and, more generally, to perform any operation that complies with regulations in force;
- agree that the maximum price per share paid for the shares bought back be set at €200, it being specified that, in the event of any share capital transactions, in particular the capitalisation of reserves, awards of free shares and/or stock splits or reverse stock splits, this price will be adjusted proportionally;
- agree that 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;
- grant all powers to the Board of Directors, including the ability to subdelegate these powers, in order to implement this authorisation, to determine the terms and conditions of share buybacks, to make the necessary adjustments, to place any stock market orders, 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;
- agree that this delegation of authority to the Board of Directors is to be valid for a period of eighteen (18) months with effect from the date of this General Meeting;
- acknowledge that this authorisation supersedes, in relation to the unused portion, any previous authorisation having the same purpose.

Resolutions submitted for the approval of the Extraordinary General Meeting

Resolution 13

Authorisation granted to the Board of Directors, for a period of 26 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

The shareholders, having reviewed the 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 that will have been bought back under any authorisation granted to the Board of Directors pursuant to said Article, up to a limit of 10% of the share capital at the date of the retirement of shares over each 24-month period;
- agree that the Company's share capital shall be reduced as a consequence of the retirement of these shares, as such retirement may be decided 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 the difference between the redemption value of the retired shares and their par value against the distributable premiums and reserves of its choosing, amend the Articles of Association accordingly and carry out all legally required formalities;
- agree that this authorisation is to be valid for a period of 26 months with effect from the date of this General Meeting;
- acknowledge that this authorisation supersedes, in relation to the unused portion, any previous authorisation having the same purpose.

Resolution 14

Delegation of authority granted to the Board of Directors, for a period of 26 months, to decide to increase the share capital, with pre-emptive subscription rights for existing shareholders, through the issuance of ordinary shares and/or securities giving access to the share capital and/or giving a right to be allotted debt securities of the Company, up to a maximum aggregate nominal amount of €7 million

In accordance with the provisions of the French Commercial Code, and in particular its Articles L. 225-129, L. 225-129-2, L. 228-91 and L. 228-92, the shareholders, having reviewed the Report of the Board of Directors and the Statutory Auditors' special report:

- delegate the authority to the Board of Directors, including the ability to subdelegate this authority, under the conditions laid down by law and by the Company's Articles of Association, to decide on the issuance in euros, on one or more occasions, in the amounts and at the times it sees fit, with pre-emptive subscription rights for existing shareholders, in France or abroad, of (i) ordinary shares in the Company, (ii) equity securities giving immediate and/or future access by any means to other equity securities and/or giving a right to be allotted debt securities of the Company, or (iii) debt securities that may give access or giving access, immediately and/or in future, to equity securities to be issued by the Company, whether free of charge or for consideration, it being specified that this last category of securities may also be denominated in foreign currencies or in units of account determined by reference to a basket of currencies and may be paid up, at the time of subscription, in cash, including by set-off of liquid and payable claims;
- agree that the aggregate nominal amount of capital increases (involving both the issuance of securities on the primary market and securities traded on the secondary market) which may be carried out immediately and/or in future shall not be greater than €7 million (or the equivalent of this amount in a foreign currency or in a unit of account defined with reference to a basket of currencies), it being specified that (i) this amount constitutes an overall limit for all capital increases carried out under the delegations of authority referred to in this resolution as well as in Resolutions 15, 16, 19 and 20 below, subject to their adoption at this General Meeting and (ii) this amount will be adjusted to reflect any additional shares to be issued in order to protect the rights of holders of securities giving access to the Company's share capital, in accordance with the law (hereinafter, "**Limit 1**");
- agree, in addition, that the amount of debt securities (including both the issuance of securities on the primary market and securities traded on the secondary market) which may be issued under this delegation of authority shall not exceed €600 million (or the equivalent of this amount in a foreign currency or in a unit of account defined with reference to a basket of currencies), it being specified that (i) this amount constitutes an overall limit encompassing the aggregate amount of any issues of debt securities carried out under the delegations of authority referred to in this resolution as well as those referred to in Resolutions 15, 16, 19 and 20 below, subject to their adoption at this General Meeting, (ii) any redemption premium above par would be added to this amount and (iii) this amount is independent and separate from the amount of debt securities whose issuance would be decided or authorised by the Board of Directors pursuant to the provisions of Articles L. 228-36-A, L. 228-40 and L. 228-92, paragraph 3 of the French Commercial Code (hereinafter, "**Limit 2**");
- acknowledge that existing shareholders have pre-emptive rights to subscribe for shares and/or other securities issued under the terms of this resolution, in proportion to the total value of their shares;
- acknowledge that, in the event of oversubscription, the Board of Directors may use the authorisation granted under Resolution 18 to increase the number of securities to be issued, subject to the adoption of said resolution at the General Meeting;

- agree that, pursuant to the provisions of Article L. 225-134 of the French Commercial Code, the Board of Directors may put in place a priority right for existing shareholders to subscribe for new shares in proportion to their holdings and to subscribe in addition for any shares not taken up by other existing shareholders, with the understanding that the number of shares available for the latter type of subscription may be reduced if the demand is too great to accommodate all requests. If subscriptions of the first type, followed by the second type to the extent possible, do not absorb the entirety of the capital increase as defined above, the Board of Directors may make use of one and/or the other of the following powers, in whatever order it sees fit:
 - it may limit the capital increase to the amount of subscriptions received, under the conditions laid down by Article L. 225-134 I. – 1° of the French Commercial Code,
 - it may freely distribute all or a portion of the unsubscribed shares among the shareholders,
 - it may offer all or a portion of the unsubscribed shares to the public;
- acknowledge that this delegation of authority automatically entails, to the benefit of the holders of any securities issued under this delegation of authority, the express waiver by the shareholders of their pre-emptive right to subscribe for the shares to which those securities confer entitlement;
- grant all powers to the Board of Directors, including the ability to subdelegate these powers under the conditions laid down by law and by the Company's Articles of Association, in particular in order to:
 - determine the characteristics of securities to be issued and the amounts proposed for subscription and, in particular, determine their issue prices, dates and periods, and the terms and conditions of subscription, payment, delivery, and dividend or coupon rights of the securities, as well as all other procedures for their issuance, in accordance with applicable legal and regulatory limits,
 - carry out the planned issues and, where applicable, postpone them,
 - determine and proceed with any adjustments required to protect the rights of holders of securities giving access to the Company's share capital,
 - charge the costs incurred in connection with capital increases as well as the costs of the admission of the Company's shares to trading on a regulated market against the premiums pertaining to these capital increases and deduct from the total to be charged the amount required to bring the legal reserve up to one-tenth of the new share capital after the issue,
 - record the execution of the capital increase(s) and make the corresponding amendments to the Articles of Association, and more generally make any appropriate arrangements; enter into any agreements; request any authorisations; carry out any formalities necessary for the issuance, listing and management of securities issued under this delegation of authority and for the exercise of any associated rights; and take the necessary steps to ensure the success of the planned issues;
- agree that in the event of an issue of debt securities, the Board of Directors will have all powers, which it may subdelegate under the conditions laid down by law and by the Company's Articles of Association, in particular to decide on the terms, conditions and characteristics of these securities, notably including whether or not they are subordinated (and where applicable, their level of subordination), and to determine their interest rate, the mandatory or optional cases for suspension or non-payment of interest, their issue currency, whether they are fixed-term or perpetual debt securities, the fixed or variable redemption price with or without a premium, the methods of amortisation depending on market conditions, and the terms under which these securities will confer entitlement to ordinary shares in the Company;
- agree that this delegation of authority to the Board of Directors is to be valid for a period of 26 months with effect from the date of this General Meeting;
- acknowledge that this delegation of authority supersedes, in relation to the unused portion, any previous delegation of authority having the same purpose.

Resolution 15

Delegation of authority granted to the Board of Directors, for a period of 26 months, to decide to increase the share capital, without pre-emptive subscription rights for existing shareholders, through the issuance of ordinary shares and/or securities giving access to the share capital and/or giving a right to be allotted debt securities of the Company, via public offerings, up to a maximum aggregate nominal amount of €4 million

In accordance with the provisions of the French Commercial Code, and in particular its Articles L. 225-129, L. 225-129-2, L. 225-135, L. 225-136, L. 228-91 and L. 228-92, the shareholders, having reviewed the Report of the Board of Directors and the Statutory Auditors' special report:

- delegate the authority to the Board of Directors, including the ability to subdelegate this authority under the conditions laid down by law and by the Company's Articles of Association, to decide on the issuance in euros, on one or more occasions, in the amounts and at the times it sees fit, without pre-emptive subscription rights for existing shareholders, in France or abroad, by way of public offerings, of (i) ordinary shares in the Company, (ii) equity securities giving immediate and/or future access by any means to other equity securities and/or giving a right to be allotted debt securities of the Company, or (iii) debt securities that may give access or giving access, immediately and/or in future, to equity securities to be issued by the Company, it being specified that this last category of securities may also be denominated in foreign currencies or in units of account determined by reference to a basket of currencies and may be paid up, at the time of subscription, in cash, including by set-off of liquid and payable claims. Any public offering decided under this delegation of authority may be combined, in the context of a single issue or several issues carried out simultaneously, with offerings referred to in Article L. 411-2-II of the French Monetary and Financial Code, decided pursuant to Resolution 16, subject to its adoption at this General Meeting;
- agree to exclude the pre-emptive right of existing shareholders to subscribe for the ordinary shares and other securities to be issued by way of public offerings under the terms of this delegation of authority and further delegate to the Board of Directors, pursuant to the provisions of Article L. 225-135 of the French Commercial Code, the option to put in place, for all or a portion of the issues, a priority right for existing shareholders to subscribe in proportion to their holdings and/or to subscribe for any shares not taken up by other existing shareholders, with the understanding that the number of shares available for the latter type of subscription may be reduced if the demand is too great to accommodate all requests, within a time period and under the terms and conditions of exercise it will determine, this priority right not giving rise to the creation of tradable rights;
- agree that the aggregate nominal amount of capital increases that might be carried out immediately and/or in future under this delegation of authority shall not be greater than €4 million (or the equivalent of this amount in a foreign currency or in a unit of account defined with reference to a basket of currencies), it being specified that (i) this amount constitutes an overall limit for all capital increases carried out under the delegations of authority referred to in this resolution as well as in Resolutions 16, 19 and 20 below, subject to their adoption by the General Meeting and (ii) this amount would count towards Limit 1 defined above in Resolution 14 and would be adjusted to reflect any additional shares to be issued in order to protect the rights of holders of securities giving access to the Company's share capital, in accordance with the law or any applicable contractual agreement (hereinafter, "**Limit 3**");
- agree, in addition, that the aggregate amount of any debt securities to be issued under this delegation of authority shall not exceed Limit 2 defined above in Resolution 14;
- agree that the issue price of shares will be equal to the weighted average of the share price on the regulated market of Euronext Paris over the three trading days preceding the determination of the subscription price, less a maximum discount of 5%, after adjustment for any difference in the dates of attachment of dividend or coupon rights, it being specified that the issue price of securities giving access to the share capital will be such that the amount received immediately by the Company, plus any amount that might be received by the Company at a future date, will be, for each ordinary share issued as a result of the issuance of these securities, at least equal to the issue price of shares defined above;
- acknowledge that, in the event of oversubscription, the Board of Directors may make use of the authorisation granted under Resolution 18 to increase the number of securities to be issued, without pre-emptive rights for existing shareholders, subject to the adoption of said resolution at the General Meeting;
- acknowledge that the Board of Directors will need to prepare a supplementary report setting out the final terms of the issue and including an assessment of its actual impact on shareholders;
- agree that if the subscriptions obtained do not absorb the entirety of an issue as defined above, the Board of Directors may make use of the following powers:
 - it may limit the capital increase to the amount of subscriptions received, under the conditions laid down by Article L. 225-134 I. – 1° of the French Commercial Code,
 - it may freely distribute all or a portion of the unsubscribed securities,
 - it may offer all or a portion of the unsubscribed shares to the public;
- acknowledge that this delegation of authority automatically entails, to the benefit of the holders of any securities issued under this delegation of authority, the express waiver by the shareholders of their pre-emptive right to subscribe for the shares to which those securities confer entitlement;

- grant all powers to the Board of Directors, including the ability to subdelegate these powers under the conditions laid down by law and by the Company's Articles of Association, in particular in order to:
 - determine the characteristics of securities to be issued and the amounts proposed for subscription and, in particular, determine their issue prices, dates and periods, and the terms and conditions of subscription, payment, delivery, and dividend or coupon rights of the securities, as well as all other procedures for their issuance, in accordance with applicable legal and regulatory limits,
 - carry out the planned issues and, where applicable, postpone them,
 - determine and proceed with any adjustments required to protect the rights of holders of securities giving access to the Company's share capital,
 - charge the costs incurred in connection with capital increases as well as the costs of the admission of the Company's shares to trading on a regulated market against the premiums pertaining to these capital increases and deduct from the total to be charged the amount required to bring the legal reserve up to one-tenth of the new share capital after the issue,
 - record the execution of the capital increase(s) and make the corresponding amendments to the Articles of Association, and more generally make any appropriate arrangements; enter into any agreements; request any authorisations; carry out any formalities necessary for the issuance, listing and management of securities issued under this delegation of authority and for the exercise of any associated rights; and take the necessary steps to ensure the success of the planned issues;
- agree that in the event of an issue of debt securities, the Board of Directors will have all powers, which it may subdelegate under the conditions laid down by law and by the Company's Articles of Association, in particular to decide on the terms, conditions and characteristics of these securities, notably including whether or not they are subordinated (and where applicable, their level of subordination), and to determine their interest rate, the mandatory or optional cases for suspension or non-payment of interest, their issue currency, whether they are fixed-term or perpetual debt securities, the fixed or variable redemption price with or without a premium, the methods of amortisation depending on market conditions, and the terms under which these securities will confer entitlement to ordinary shares in the Company;
- agree that this delegation of authority to the Board of Directors is to be valid for a period of 26 months with effect from the date of this General Meeting;
- acknowledge that this delegation of authority supersedes, in relation to the unused portion, any previous delegation of authority having the same purpose.

Resolution 16

Delegation of authority granted to the Board of Directors, for a period of 26 months, to decide to increase the share capital, without pre-emptive subscription rights for existing shareholders, through the issuance of shares or other securities giving access to the share capital and/or giving a right to be allotted debt securities of the Company, via a private placement such as provided for by Article L. 411-2-II of the French Monetary and Financial Code, up to a maximum of 20% of the share capital

In accordance with the provisions of the French Commercial Code, and in particular its Articles L. 225-129, L. 225-129-2, L. 225-135, L. 225-136, L. 228-91 and L. 228-92, as well as the provisions of Article L. 411-2-II of the French Monetary and Financial Code, the shareholders, having reviewed the Report of the Board of Directors and the Statutory Auditors' special report:

- delegate the authority to the Board of Directors, including the ability to subdelegate this authority under the conditions laid down by law and by the Company's Articles of Association, to decide on the issuance in euros, on one or more occasions, in the amounts and at the times it sees fit, without pre-emptive subscription rights for existing shareholders, in France or abroad, via private placement as defined in Article L. 411-2-II of the French Monetary and Financial Code, of (i) shares in the Company, (ii) equity securities giving immediate and/or future access by any means to other equity securities and/or giving a right to be allotted debt securities of the Company, or (iii) debt securities that may give access or giving access, immediately and/or in future, to equity securities to be issued by the Company, it being specified that this last category of securities may also be denominated in foreign currencies or in units of account determined by reference to a basket of currencies and may be paid up, at the time of subscription, in cash, including by set-off of liquid and payable claims. Any private placement, as referred to in Article L. 411-2-II of the French Monetary and Financial Code, decided under this delegation of authority may be combined, in the context of a single issue or several issues carried out simultaneously, with public offerings decided pursuant to Resolution 15 above, subject to its adoption at this General Meeting;
- agree to exclude the pre-emptive right of existing shareholders to subscribe for shares or securities to be issued by way of private placement under the terms of this delegation of authority and to make them available for subscription only by the categories of persons identified by Article L. 411-2-II of the French Monetary and Financial Code and in particular by qualified investors or a limited circle of investors;
- agree that the issue price of shares will be equal to the weighted average of the share price on the regulated market of Euronext Paris over the three trading days preceding the determination of the subscription price for the capital increase, less a maximum discount of 5%, after adjustment for any difference in the dates of attachment of dividend or coupon rights, it being specified that the issue price of securities giving access to the share capital will be such that the amount received immediately by the Company, plus any amount that might be received by the Company at a future date, will be, for each ordinary share issued as a result of the issuance of these securities, at least equal to the issue price defined above;

- acknowledge that, in the event of oversubscription, the Board of Directors may make use of the authorisation granted under Resolution 18 to increase the number of securities to be issued, without pre-emptive rights for existing shareholders, subject to the adoption of said resolution at the General Meeting;
- acknowledge that the Board of Directors will need to prepare a supplementary report setting out the final terms of the issue and including an assessment of its actual impact on shareholders;
- agree that if the subscriptions obtained do not absorb the entirety of an issue as defined above, the Board of Directors may make use of the following powers:
 - it may limit the capital increase to the amount of subscriptions received, under the conditions laid down by Article L. 225-134-I-1° of the French Commercial Code,
 - it may freely distribute all or a portion of the unsubscribed securities,
 - it may offer all or a portion of the unsubscribed shares to the public;
- agree that any capital increases decided under this delegation of authority shall not exceed 20% of the share capital per year (in relation to the amount of the share capital at the date when the Board of Directors makes use of this delegation of authority) and that, in any event, these capital increases, as well as any issues of debt securities, taken in their aggregate, must be implemented in observance of Limits 2 and 3 defined respectively in Resolutions 14 and 15 above;
- acknowledge that this delegation of authority automatically entails, to the benefit of the holders of any securities issued under this delegation of authority, the express waiver by the shareholders of their pre-emptive right to subscribe for the shares to which those securities confer entitlement;
- grant all powers to the Board of Directors, including the ability to subdelegate these powers under the conditions laid down by law and by the Company's Articles of Association, in particular in order to:
 - determine the characteristics of securities to be issued and the amounts proposed for subscription and, in particular, determine their issue prices, dates and periods, and the terms and conditions of subscription, payment, delivery, and dividend or coupon rights of the securities, as well as all other procedures for their issuance, in accordance with applicable legal and regulatory limits,
 - carry out the planned issues and, where applicable, postpone them,
 - determine and proceed with any adjustments required to protect the rights of holders of securities giving access to the Company's share capital,
 - charge the costs incurred in connection with capital increases as well as the costs of the admission of the Company's shares to trading on a regulated market against the premiums pertaining to these capital increases and deduct from the total to be charged the amount required to bring the legal reserve up to one-tenth of the new share capital after the issue,
 - record the execution of the capital increase(s) and make the corresponding amendments to the Articles of Association, and more generally make any appropriate arrangements; enter into any agreements; request any authorisations; carry out any formalities necessary for the issuance, listing and management of securities issued under this delegation of authority and for the exercise of any associated rights; and take the necessary steps to ensure the success of the planned issues;
- agree that in the event of an issue of debt securities, the Board of Directors will have all powers, which it may subdelegate under the conditions laid down by law and by the Company's Articles of Association, in particular to decide on the terms, conditions and characteristics of these securities, notably including whether or not they are subordinated (and where applicable, their level of subordination), and to determine their interest rate, the mandatory or optional cases for suspension or non-payment of interest, their issue currency, whether they are fixed-term or perpetual debt securities, the fixed or variable redemption price with or without a premium, the methods of amortisation depending on market conditions, and the terms under which these securities will confer entitlement to ordinary shares in the Company;
- agree that this delegation of authority to the Board of Directors is to be valid for a period of 26 months with effect from the date of this General Meeting;
- acknowledge that this delegation of authority supersedes, in relation to the unused portion, any previous delegation of authority having the same purpose.

Resolution 17

Determination of the issue price of shares and/or other securities giving access to the share capital and/or giving a right to receive debt securities of the Company, up to a maximum of 10% of the share capital per year, in connection with a capital increase without pre-emptive subscription rights for existing shareholders

In accordance with the provisions of the French Commercial Code, and in particular of the second paragraph of its Article L. 225-136-1°, the shareholders, having reviewed the Report of the Board of Directors and the Statutory Auditors' special report, authorise the Board of Directors, with the ability to subdelegate this authority under the conditions laid down by law and by the Company's Articles of Association, for each of the issues decided pursuant to Resolutions 15 and 16 above, to depart from the procedures for the determination of the issue price referred to in the aforementioned resolutions and to determine the issue price instead as follows:

- *the issue price of ordinary shares shall be at least equal to the lowest of (i) the weighted average of the share price on the regulated market of Euronext Paris over a period of no longer than six months preceding the issue price determination date, (ii) the volume-weighted average price on the regulated market of Euronext Paris for the trading day preceding the issue price determination date, (iii) the volume-weighted average price on the regulated market of Euronext Paris for the current trading session on the day when the issue price is determined, and (iv) the last known closing share price prior to the issue price determination date, less, in each of the four cases, a maximum discount of 5%;*
- *the issue price of securities giving access to the share capital will be such that the amount received immediately by the Company, plus any amount that might be received by the Company at a future date, will be, for each ordinary share issued as a result of the issuance of these securities, at least equal to the issue price of shares defined in the previous paragraph.*

At each issue date, the total number of shares and other securities issued under the delegation of authority granted by this resolution, over the 12-month period preceding the issue, shall not exceed 10% of the shares representing the Company's share capital at that date.

The shareholders agree that the Board of Directors will have all powers to put this resolution into effect under the terms of the resolution pursuant to which the original issue is decided.

Resolution 18

Delegation of authority granted to the Board of Directors, for a period of 26 months, to decide, with or without pre-emptive subscription rights for existing shareholders, to increase the number of ordinary shares and/or securities giving access to the share capital and/or giving a right to be allotted debt securities to be issued by the Company, up to a maximum of 15% of the original issue

In accordance with Articles L. 225-135-1 and R. 225-118 of the French Commercial Code, the shareholders, having reviewed the Report of the Board of Directors and the Statutory Auditors' special report:

- *delegate the authority to the Board of Directors, including the ability to subdelegate this authority under the conditions laid down by law and by the Company's Articles of Association, to decide to increase the number of ordinary shares or other securities to be issued, in the event that any of the issues decided pursuant to Resolutions 14, 15 and 16 above are oversubscribed, up to the limits set forth in the resolution in question, at the same price as that used for the original issue, during a period of 30 days with effect from the expiry date of the subscription period of the original issue and for a maximum of 15% of the total amount of that issue;*
- *agree that the Board of Directors will have all powers to put this resolution into effect under the terms of the resolution pursuant to which the original issue is decided;*
- *agree that this delegation of authority to the Board of Directors is to be valid for a period of 26 months with effect from the date of this General Meeting;*
- *acknowledge that this delegation of authority supersedes, in relation to the unused portion, any previous delegation of authority having the same purpose.*

Resolution 19

Delegation of authority granted to the Board of Directors, for a period of 26 months, to issue ordinary shares and/or securities giving access to the share capital and/or giving a right to be allotted debt securities, without pre-emptive subscription rights for existing shareholders, as consideration for in-kind contributions, up to a maximum of 10% of the share capital

In accordance with the provisions of the French Commercial Code, and in particular of the sixth paragraph of its Article L. 225-147, the shareholders, having reviewed the Report of the Board of Directors and the Statutory Auditors' special report:

- *delegate the authority to the Board of Directors, including the ability to subdelegate this authority under the conditions laid down by law and by the Company's Articles of Association, to decide, on the basis of the report of the independent auditor appointed to analyse the non-cash contributions referred to in the first and second paragraphs of Article L. 225-147 of the French Commercial Code, on the issuance of (i) ordinary shares in the Company, (ii) equity securities giving immediate and/or future access by any means to other equity securities and/or giving a right to be allotted debt securities of the Company, or (iii) debt securities of the Company that may give access or giving access, immediately or in future, to instruments to be issued by the Company, with a view to providing consideration for in-kind contributions comprising equity instruments or other securities giving access to the share capital of another company, tendered to the Company in cases where the provisions of Article L. 225-148 of the French Commercial Code do not apply;*
- *agree to exclude, as necessary, the pre-emptive right of existing shareholders to subscribe for the shares and other securities to be issued under this delegation of authority, which are to serve exclusively as consideration for in-kind contributions;*
- *agree that any capital increases that might be carried out under this delegation of authority, taken in their aggregate, must not exceed 10% of the share capital at the time of the issue and, in any event, must remain within Limits 2 and 3 defined respectively in Resolutions 14 and 15 above;*
- *agree that the Board of Directors will have all powers to implement this delegation of authority, including the ability to subdelegate this authority under the conditions laid down by law and by the Company's Articles of Association, and in particular in order to:*
 - *approve the valuation of the in-kind contributions, review and adopt the report of the independent auditor and, in relation to said contributions, record their completion; charge all fees, duties and expenses against premiums; determine the number, form and characteristics of the securities to be issued; record the execution of capital increases and make the corresponding amendments to the Articles of Association; proceed with the listing of the securities to be issued; and charge any related amounts, where applicable, to the contribution premium accounts, in particular the amounts necessary to bring the legal reserve up to one-tenth of the new share capital after each issue and the amount of any costs incurred in carrying out the issues,*
 - *determine and proceed with any adjustments required to protect the rights of holders of securities giving access to the Company's share capital,*
 - *make any appropriate arrangements, enter into any agreements, request any authorisations, carry out any formalities, and take the necessary steps to ensure the success of the planned issues;*
- *agree that in the event of an issue of debt securities, the Board of Directors will have all powers, which it may subdelegate under the conditions laid down by law and by the Company's Articles of Association, in particular to decide on the terms, conditions and characteristics of these securities, notably including whether or not they are subordinated (and where applicable, their level of subordination), and to determine their interest rate, the mandatory or optional cases for suspension or non-payment of interest, their issue currency, whether they are fixed-term or perpetual debt securities, the fixed or variable redemption price with or without a premium, the methods of amortisation depending on market conditions, and the terms under which these securities will confer entitlement to ordinary shares in the Company;*
- *agree that this delegation of authority to the Board of Directors is to be valid for a period of 26 months with effect from the date of this General Meeting;*
- *acknowledge that this delegation of authority supersedes, in relation to the unused portion, any previous delegation of authority having the same purpose.*

Resolution 20

Delegation of authority granted to the Board of Directors, for a period of 26 months, to issue ordinary shares and/or securities giving access to the share capital and/or giving a right to be allotted debt securities, without pre-emptive subscription rights for existing shareholders, as consideration for securities tendered in a public exchange offer, up to a maximum aggregate nominal amount of €4 million

In accordance with the provisions of the French Commercial Code, and in particular its Articles L. 225-129 to L. 225-129-6, L. 225-148, L. 228-91 and L. 228-92, the shareholders, having reviewed the Report of the Board of Directors and the Statutory Auditors' special report:

- delegate the authority to the Board of Directors, including the ability to subdelegate this authority under the conditions laid down by law and by the Company's Articles of Association, to decide on the issuance, in the amounts and at the times it sees fit, in France and/or abroad, of (i) ordinary shares of the Company, (ii) equity securities giving immediate and/or future access by any means to other equity securities and/or giving a right to be allotted debt securities of the Company, or (iii) debt securities that may give access or giving access, immediately or in future, to securities to be issued by the Company, as consideration for securities tendered in a public exchange offer initiated by the Company in France or abroad, in accordance with local rules (including any transaction with the same effect as a public exchange offer or that can be deemed equivalent), involving the securities of a company whose shares are admitted for trading on one of the regulated markets referred to in Article L. 225-148 of the French Commercial Code;
- agree that the aggregate nominal amount of any capital increases to be carried out by issuing shares or other securities shall not exceed Limit 3 defined in Resolution 15 above or, in the event of an issue of debt securities, Limit 2 defined in Resolution 14 above;
- agree to exclude, as necessary, the pre-emptive right of existing shareholders to subscribe for the shares and other securities to be issued under this delegation of authority, which are to serve exclusively as consideration for securities tendered to a takeover bid with an exchange component initiated by the Company;
- acknowledge that this delegation of authority automatically entails, to the benefit of the holders of any securities issued under this delegation of authority, the waiver by the shareholders of their pre-emptive right to subscribe for the shares to which those securities confer entitlement;
- grant the Board of Directors all powers to implement this delegation of authority, including the ability to subdelegate this authority under the conditions laid down by law and by the Company's Articles of Association, and in particular in order to:
 - set the terms, the amounts and the procedures for any issue, as well as the exchange ratio and the amount of any equalisation payment, record the number of securities tendered in the exchange, determine the prices, dates, periods and the terms and conditions of subscription, payment, delivery, and dividend or coupon rights of the securities, as well as any other terms and conditions of their issue, in accordance with applicable legal and regulatory limits,
 - record in a "merger premium" item on the liabilities side of the balance sheet, to which the rights of all shareholders shall apply, the difference between the issue price of the new ordinary shares and their par value,
 - determine and proceed with any adjustments required to protect the rights of holders of securities giving access to the Company's share capital,
 - charge the costs incurred in connection with capital increases as well as the costs of the admission of the Company's shares to trading on a regulated market against the premiums pertaining to these capital increases and deduct from the total to be charged the amount required to bring the legal reserve up to one-tenth of the new share capital after the issue,
 - record the execution of the capital increase(s) and make the corresponding amendments to the Articles of Association, and more generally make any appropriate arrangements; enter into any agreements; request any authorisations; carry out any formalities necessary for the issuance, listing and management of securities issued under this delegation of authority and for the exercise of any associated rights; and take the necessary steps to ensure the success of the planned issues;
- agree that in the event of an issue of debt securities, the Board of Directors will have all powers, which it may subdelegate under the conditions laid down by law and by this resolution, in particular to decide on the terms, conditions and characteristics of these securities, notably including whether or not they are subordinated (and where applicable, their level of subordination), and to determine their interest rate, the mandatory or optional cases for suspension or non-payment of interest, their issue currency, whether they are fixed-term or perpetual debt securities, the fixed or variable redemption price with or without a premium, the methods of amortisation depending on market conditions, and the terms under which these securities will confer entitlement to shares in the Company;
- agree that this delegation of authority to the Board of Directors is to be valid for a period of 26 months with effect from the date of this General Meeting;
- acknowledge that this delegation of authority supersedes, in relation to the unused portion, any previous delegation of authority having the same purpose.

Resolution 21

Delegation of authority granted to the Board of Directors, for a period of 26 months, to decide to increase the share capital through the capitalisation of premiums, reserves, earnings or any other items for which capitalisation would be permitted

In accordance with the provisions of the French Commercial Code, and in particular its Articles L. 225-128, L. 225-129, L. 225-129-2 and L. 225-130, the shareholders, having reviewed the Report of the Board of Directors:

- *delegate the authority to the Board of Directors, including the ability to subdelegate this authority under the conditions laid down by law and by the Company's Articles of Association, to decide on one or more capital increases through the successive or simultaneous capitalisation of all or a portion of premiums, reserves, earnings or any other items for which capitalisation is permitted by law and by the Articles of Association, by issuing new ordinary shares to be allotted free of charge, by increasing the par value of existing shares, or through a combination of these two approaches;*
- *agree that fractional rights will be neither tradable nor transferable, and that the corresponding new ordinary shares will be sold. The proceeds of such sales will be allotted to the holders of the rights under the terms and conditions set out in applicable law and regulations;*
- *agree that the aggregate amount of any resulting capital increases, adjusted to reflect any additional capital necessary to protect the rights of holders of securities giving access to the Company's share capital, in accordance with the law or any applicable contractual agreement, shall not exceed the total of the reserves, premiums, earnings or other items for which capitalisation would be permitted, referred to above and in existence at the date of the capital increase, and that this limit applies independently of Limits 1, 2 and 3 defined in Resolutions 14 and 15 above;*
- *grant all powers to the Board of Directors to:*
 - *determine the amount and nature of the items to be capitalised, the number of new ordinary shares to be issued and/or the amount by which the par value of existing ordinary shares is to be increased, and the date of attachment of dividend rights for the new ordinary shares, as well as the terms and conditions of any sale or transfer of fractional shares,*
 - *charge the costs incurred in connection with capital increases as well as the costs of the admission of the Company's shares to trading on a regulated market against the premiums pertaining to these capital increases and deduct from the total to be charged the amount required to bring the legal reserve up to one-tenth of the new share capital after the issue,*
 - *record the execution of the capital increase(s) thus decided and make the corresponding amendments to the Articles of Association, and more generally make any appropriate arrangements; enter into any agreements; request any authorisations; carry out any formalities necessary for the issuance, listing and management of securities issued under this delegation of authority and for the exercise of any associated rights; and take the necessary steps to ensure the success of the planned issues;*
- *agree that this delegation of authority to the Board of Directors is to be valid for a period of 26 months with effect from the date of this General Meeting;*
- *acknowledge that this delegation of authority supersedes, in relation to the unused portion, any previous delegation of authority having the same purpose.*

Resolution 22

Delegation of authority to be granted to the Board of Directors, for a period of 18 months, to issue share subscription warrants to be allotted to the shareholders free of charge in the event of a takeover bid, up to a nominal amount equal to the amount of the share capital

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

- *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 allot said warrants to all shareholders of the Company who are shareholders 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 any capital increase resulting from the exercise of these subscription warrants shall not exceed the amount of the share capital at the date of the issue of these warrants, and that the maximum number of subscription warrants issued shall not be greater than the number of shares representing the share capital when the warrants are issued, and that these limits apply independently of Limits 1, 2 and 3 defined in Resolutions 14 and 15 above;*
- *acknowledge that this resolution automatically entails the waiver by the shareholders of their pre-emptive right to subscribe for the ordinary shares in the Company to which the subscription warrants issued pursuant to this resolution may confer entitlement;*
- *agree that the Board of Directors will have all powers, including the ability to subdelegate these powers under the conditions laid down by law and by the Company's Articles of Association, in particular to determine the terms for the 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 characteristics of these warrants, including the exercise price and methods for setting this price, in*

addition to, generally speaking, the characteristics and terms of any issue it decides to carry out on the basis of this delegation of authority, 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; 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 planned issues;

- agree that this delegation of authority to the Board of Directors is to be valid for a period of eighteen (18) months with effect from the date of this General Meeting;
- acknowledge that this delegation of authority supersedes, in relation to the unused portion, any previous delegation of authority having the same purpose.

Resolution 23

Delegation of authority to the Board of Directors, for a period of 26 months, to decide to increase the share capital, without pre-emptive subscription rights for existing shareholders, via issues to persons employed by the Company or by a company of the Group, subject to enrollment in a company savings plan, up to a maximum of 3% of the share capital

In accordance with the provisions of Articles L. 3332-18 et seq. of the French Labour Code as well as the provisions of the French Commercial Code, in particular its Articles L. 225-129-2, L. 225-129-6 and L. 225-138-1, the shareholders, having reviewed the Report of the Board of Directors and the Statutory Auditors' special report:

- delegate the authority to the Board of Directors, including the ability to subdelegate this authority under the conditions laid down by law and by the Company's Articles of Association, to decide on the issuance, on one or more occasions, in the amounts and at the times it sees fit, of (i) ordinary shares or (ii) equity securities giving immediate or future access by any means to other equity securities of the Company, reserved for employees enrolled in a savings plan offered by the Company or by any related French or foreign companies or groups as defined by Article L. 225-180 of the French Commercial Code (the "**Recipients**"), under the conditions laid down by Article L. 3332-19 of the French Labour Code;
- agree to exclude, in favour of the Recipients, the pre-emptive right of existing shareholders to subscribe for the ordinary shares or other securities that may be issued under this delegation of authority;
- agree that this delegation of authority shall not give access to a total number of shares representing more than 3% of the Company's share capital (in relation to the amount of the share capital at the date when the Board of Directors makes use of this delegation of authority), it being specified that (i) any issue or allotment carried out pursuant to Resolutions 24 and 25 below, subject to their adoption at this General Meeting, will count towards this limit of 3% such that the issues or allotments carried out pursuant to Resolutions 23, 24 and 25, taken in their aggregate, will be subject to an overall limit of 3% and (ii) this is in addition to any additional number of shares to be issued in order to protect the rights of holders of securities giving access to the Company's share capital, in accordance with the law or any applicable contractual agreement;
- agree that if the subscriptions obtained do not absorb the entirety of an issue of securities, the capital increase will be limited to the amount of subscriptions received;
- agree that the subscription price will be set in compliance with laws and regulations and agree to set the maximum discount for the subscription price of an issue offered in connection with an employee savings plan, which is the case for the securities issued under this delegation of authority, at 5% of the average price of the Company's shares on the regulated market of Euronext Paris over the 20 trading days preceding the date of the decision setting the opening date of the subscription period. However, the shareholders expressly authorise the Board of Directors to reduce the aforementioned discount, within legal and regulatory limits;
- agree that the Board of Directors may provide for the allotment of ordinary shares, whether to be issued or already issued, or of securities giving access to the Company's share capital, whether to be issued or already issued, to the Recipients free of charge, in lieu of all or a portion of the employer contribution and/or the discount applied to the subscription price, within the limits set forth in Articles L. 3332-11 and L. 3332-21 of the French Labour Code, it being specified that the maximum aggregate nominal amount of capital increases that may be carried out in line with these allotments will count towards the limit of 3% of the Company's share capital referred to above;
- consequently grant all powers to the Board of Directors, with the option to subdelegate these powers under the conditions laid down by law and by the Company's Articles of Association, 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 amounts proposed for subscription and, in particular, determine their issue prices, dates and periods, and the terms and conditions of subscription, payment, delivery, and dividend or coupon rights of the securities, in accordance with applicable legal and regulatory limits,
 - determine, if necessary, the nature of the securities to be allotted free of charge, as well as the terms and conditions of their allotment,
 - draw up the list of companies whose employees will be recipients of the issues carried out under this delegation of authority,
 - determine whether subscriptions may be made directly by the recipients or only through UCITS mutual funds,
 - charge any costs incurred in connection with capital increases against the premiums pertaining to those capital increases and deduct from the total to be charged the amount required to bring the legal reserve up to one-tenth of the new share capital after each capital increase,

- record the execution of capital increases at 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 management 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 is to be valid for a period of 26 months with effect from the date of this General Meeting;
- acknowledge that this delegation of authority supersedes, in relation to the unused portion, any previous delegation of authority having the same purpose.

Resolution 24

Authorisation granted to the Board of Directors, for a period of 38 months, to award share subscription or purchase options to employees and/or officers of the Company or of a company in the Group, up to a maximum of 3% of the share capital

In accordance with the provisions of Articles L. 225-177 to L. 225-186-1 of the French Commercial Code, the shareholders, having reviewed the Report of the Board of Directors and the Statutory Auditors' special report:

- authorise the Board of Directors to grant, on one or more occasions, options giving a right either to subscribe for new ordinary shares in the Company, to be issued in connection with a capital increase, or to purchase existing ordinary shares bought back by the Company in accordance with the law, to employees and/or officers of the Company or of any related companies or groups as provided for by Article L. 225-180 of the French Commercial Code, it being specified that executive company officers shall not together receive more than 20% of the total number of options to be allotted pursuant to this resolution;
- agree that this authorisation shall not give access to a total number of shares representing more than 3% of the Company's share capital (in relation to the amount of the share capital at the date of the decision to grant the options taken by the Board of Directors), it being specified that (i) any issue or allotment carried out pursuant to Resolutions 23 or 25, subject to their adoption at this General Meeting, will count towards this limit of 3% such that the issues or allotments carried out pursuant to Resolutions 23, 24 and 25, taken in their aggregate, will be subject to an overall limit of 3% and (ii) this is in addition to any additional number of ordinary shares to be issued in order to protect the rights of holders of securities giving access to the Company's share capital, in accordance with the law or any applicable contractual agreement;
- agree that, subject to any adjustments that may need to be made in the event of any future transaction regulated by law, with respect to share subscription options, the subscription price shall be set at the average share price over the 20 trading days preceding its determination. With respect to share purchase options, the price shall not be less than 80% of the average purchase price of treasury shares held by the Company as provided for by Articles L. 225-208 and L. 225-209 of the French Commercial Code;
- agree that the options granted may be exercised within a maximum period of eight years following their grant date;
- acknowledge that this authorisation automatically entails, to the benefit of option recipients, the express waiver by the shareholders of their pre-emptive right to subscribe for the ordinary shares to be issued in line with the exercise of the options;
- grant the Board of Directors all powers, with the ability to subdelegate these powers under the conditions laid down by law and by the Company's Articles of Association, to set all of the terms and conditions under which the options will be granted, including:
 - the identities, the qualifications and the number of years of service of the Recipients,
 - the number of shares for which the Recipients will be entitled to subscribe,
 - and, in particular, the conditions tied to the performance of the Company, the Group or its entities that will apply to the granting of options to the company's executive company officers and, if applicable, those that would apply to the granting of options to employees, as well as the criteria according to which the options will be granted and any mandatory holding requirements,

these conditions being determined in compliance with any legal and regulatory obligations applicable to the options granted to senior executives, notably in accordance with the provisions of Articles L. 225-185 and L. 225-186-1 of the French Commercial Code,

- record the execution of capital increases at the amount of shares actually subscribed through the exercise of share subscription options (it being understood that payments may be made in cash or by set-off of liquid and payable claims), make the corresponding amendments to the Articles of Association, complete all formalities required for capital increases and, at the sole discretion of the Board of Directors, as it sees fit, charge against issue premiums any costs incurred in carrying out the issues and deduct from these charges the amounts necessary to be transferred to the legal reserve,

- 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 management of securities issued under the terms of this authorisation and for the exercise of any associated rights;
- agree that this authorisation granted to the Board of Directors is to be valid for a period of 38 months with effect from the date of this General Meeting;
- acknowledge that this authorisation supersedes, in relation to the unused portion, any previous authorisation having the same purpose.

Resolution 25

Authorisation granted to the Board of Directors, for a period of 38 months, to award free shares to employees and officers of the Company or of a company in the Group, up to a maximum of 3% of the share capital

In accordance with the provisions of Articles L. 225-197-1 et seq. of the French Commercial Code, the shareholders, having reviewed the Report of the Board of Directors and the Statutory Auditors' special report:

- authorise the Board of Directors to proceed, on one or more occasions, with awards of free shares, which may, at its discretion, be either existing or newly issued shares in the Company, to employees or eligible officers (as defined in Article L. 225-197-1-II, paragraph 1 of the French Commercial Code) of the Company or of any related companies as stipulated in Article L. 225-197-2 of the French Commercial Code, or to certain categories of these individuals;
- agree that this authorisation shall not give access to a total number of shares representing more than 3% of the Company's share capital (in relation to the amount of the share capital at the date of the decision to award free shares taken by the Board of Directors), it being specified that (i) any issue or award carried out pursuant to Resolutions 23 and 24, subject to their adoption at this General Meeting, will count towards this limit of 3% such that the issues or awards carried out pursuant to Resolutions 23, 24 and 25, taken in their aggregate, will be subject to an overall limit of 3% and (ii) this is in addition to any additional number of shares to be issued in order to protect the rights of holders of securities giving access to the Company's share capital, in accordance with the law or any applicable contractual agreement;
- agree that the number of shares awarded to executive company officers shall not represent more than 5% of the limit of 3% set in the previous paragraph;
- agree that (a) awarded shares will vest at the conclusion of a vesting period whose length will be set by the Board of Directors, it being understood that this period shall not be shorter than one year, with effect from the date of the award decision and (b) the recipients will be required, if the Board of Directors considers it useful or necessary, to hold said shares for the duration of the holding period or periods set freely by the Board of Directors, it being specified that the cumulative duration of the vesting periods and the holding periods, if applicable, shall not be less than two years. However, inasmuch as the vesting period for all or a portion of one or more awards of shares would be at least two years, the shareholders authorise the Board of Directors not to require any holding period for the shares in question;
- agree that, in the event of disability of the recipient under the second or third category set out in Article L. 341-4 of the French Social Security Code, the shares granted to that recipient will vest before the remaining term of the vesting period has expired, and will be immediately transferable;
- acknowledge that, with regard to the shares to be issued, (i) this authorisation entails, at the conclusion of the vesting period, an increase in the share capital through the capitalisation of reserves, earnings, issue premiums or any other items for which capitalisation would be permitted, on behalf of the recipients of said shares, as well as the associated waiver by shareholders, in favour of the recipients of awards, of their right to the portion of reserves, earnings, premiums or other items for which capitalisation would be permitted thus capitalised and (ii) this authorisation automatically entails the waiver by shareholders, in favour of the recipients of the said shares, of their pre-emptive right to subscribe for these shares. The corresponding capital increase will be deemed to have been completed upon the vesting of the shares in question to the recipients;
- accordingly, grant all powers to the Board of Directors, within the limits set out above, to put this resolution into effect and, in particular to:
 - determine the identity of the recipients of shares to be awarded and the number of shares to be awarded to each,
 - decide on the holding requirements that may apply by law in regard to eligible company officers, in accordance with the last paragraph of Article L. 225-197-1-II of the French Commercial Code,
 - set the dates and terms governing the awards of shares, including in particular the length of the vesting period, and of the holding period, where applicable,
 - and, in particular, determine the conditions tied to the performance of the Company, the Group or its entities that will apply to the awarding of shares to the company's executive company officers and, if applicable, those that would apply to the awarding of shares to the employees, as well as the criteria according to which the shares will be awarded, on the understanding that if shares are awarded without performance conditions, these shares shall not be awarded to the company's executive company officers and shall not exceed 10% of the awards authorised at the General Meeting,
 - determine whether the shares to be awarded free of charge are to be existing or newly issued shares and (i) in the event of the issue of new shares, record the existence of sufficient reserves and proceed on the occasion of each award with the transfer to an inaccessible reserve account of the amounts necessary for the payment of the new

shares to be awarded, increase the share capital through the capitalisation of reserves, earnings, premiums or any other items whose capitalisation would be permitted, determine the nature and amounts of reserves, earnings or premiums to be capitalised with a view to the payment of said shares, record the execution of capital increases, determine the date when the newly issued shares will begin to carry dividend rights, which may be retroactive, make the corresponding amendments to the Articles of Association and (ii) in the event of the awarding of existing shares, proceed with the acquisition of the necessary shares under the conditions laid down by law, and take all necessary steps to ensure the successful completion of the transactions,

- allow the option, where applicable, during the vesting period, to adjust the number of free shares awarded in accordance with any share capital transactions by the Company, so as to protect the rights of recipients, it being specified that any shares awarded pursuant to such adjustments will be deemed to have been awarded on the same date as the shares originally awarded,
 - more generally, with the ability to subdelegate this authority under the conditions laid down by law and by the Company's Articles of Association, take any steps and complete any formalities useful for the issuance, listing and management of the securities issued under this delegation of authority and for the exercise of any associated rights to ensure that the planned share awards are successfully completed;
- agree that this authorisation granted to the Board of Directors is to be valid for a period of 38 months with effect from the date of this General Meeting;
 - acknowledge that this authorisation supersedes, in relation to the unused portion, any previous authorisation having the same purpose.

Resolution 26

Powers required to carry out formalities

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

KEY EVENTS IN 2015, OBJECTIVES, RECENT TRENDS AND OUTLOOK FOR 2016

1 Key events in 2015

1.1 General context in 2015

Financial year 2015 was marked by the operational integration of Sopra and Steria, following their merger on 31 December 2014.

One year on, the results are very positive and the integration can be considered a success in organisational and governance terms, as well as from an operational point of view.

The new Group's performance in 2015 was satisfactory even as management teams dealt with the challenges of a demanding integration process. Growth was strong, with a like-for-like increase in revenue of 2.0%. Moreover, the targets set at the start of 2015 ended up being exceeded:

- *operating profit on business activity was €245.5 million, a margin of 6.8%, outperforming a target that had already been revised upward to "about 6.5%" on 6 August 2015;*
- *net profit attributable to the group was €84.4 million, equivalent to 2.4% of revenue, compared with an initial target of "around 2%";*
- *free cash flow amounted to a positive €49.3 million, exceeding the target of around "zero" for the financial year.*

Lastly, financial year 2015 was marked by the acquisition of CIMPA which was included in the consolidation scope from 1 October 2015.

With over 38,000 employees in more than 20 countries, Sopra Steria had revenue of €3.6 billion in 2015. Sopra Steria, a European leader in digital transformation, provides one of the most comprehensive portfolios of end-to-end service offerings on the market: consulting, systems integration, software development, infrastructure management and business process services. Sopra Steria is trusted by leading private and public-sector organisations to deliver successful transformation programmes that address their most complex and critical business challenges. Combining high quality and performance services, added value and innovation, Sopra Steria enables its clients to make the best use of digital technology.

1.2 Key figures in 2015

■ KEY INCOME STATEMENT AND BALANCE SHEET ITEMS

<i>(in millions of euros)</i>	2015	2014 pro forma ⁽¹⁾	2014 IFRS consolidated ⁽²⁾
Revenue	3,584.4	3,370.0	2,280.3
EBITDA	303.5	283.9	220.6
Operating profit on business activity	245.5	231.2	193.0
As % of revenue	6.8%	6.9%	8.5%
Profit from recurring operations	225.0	210.9	180.3
As % of revenue	6.3%	6.3%	7.9%
Operating profit	152.6	156.8	148.2
As % of revenue	4.3%	4.7%	6.5%
Net profit attributable to the group	84.4	92.8	98.2
As % of revenue	2.4%	2.8%	4.3%
Total assets	3,821.3		3,510.0
Total non-current assets	2,302.1		2,184.4
Equity attributable to the group	1,194.4		1,057.1
Minority interests	38.7		29.7
Number of shares at 31 December	20,446,723		20,371,789
Basic earnings per share <i>(in euros)</i> ⁽³⁾	4.27		6.81
Fully diluted earnings per share <i>(in euros)</i> ⁽⁴⁾	4.26		6.77
Net dividend per share <i>(in euros)</i>	1.70 ⁽⁵⁾		1.90
Total workforce at 31 December	38,450		37,358

⁽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 after taking into account corrections to the opening balance sheet published on 30 June 2015.

⁽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 22 June 2016.

■ BREAKDOWN OF REVENUE BY REPORTING UNIT

<i>(as %)</i>	2015	2014 pro forma (12 + 12 months)
France	38%	39%
United Kingdom	29%	28%
Other Europe	19%	20%
Sopra Banking Software	8%	8%
Other Solutions	6%	5%
TOTAL	100%	100%

■ REVENUE BY VERTICAL MARKET

<i>(as %)</i>	2015	2014 pro forma (12 + 12 months)
Banking	21%	21%
Insurance	5%	6%
Public Sector	25%	23%
Aerospace, Defence, Homeland Security	16%	15%
Energy, Utilities	8%	8%
Telecoms, Media	6%	8%
Transport	5%	6%
Retail	3%	3%
Other	11%	10%
TOTAL	100%	100%

1.3 Investments during the year

■ Acquisition of CIMPA

On 29 July 2015, Airbus and Sopra Steria Group announced that they had signed an agreement on Sopra Steria's acquisition of CIMPA, an Airbus subsidiary specialising in PLM (product lifecycle management) services.

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

This acquisition will allow Sopra Steria to boost its position among major players in the world of aeronautics, in addition to those in industry, transport and energy, by capitalising on CIMPA's areas of expertise. This strategic move also strengthens the Group's capacity to delve deeper into its clients' line of work and to assist them in their digital transformation.

CIMPA's activities were included in Sopra Steria Group's consolidation scope on 1 October 2015.

2 Strategic priorities in 2016

2.1 Strong and original positioning in Europe

Sopra Steria aims to become a leader for digital services in Europe, with a comprehensive, high value-added offering, enabling its clients to make the best use of digital technology to innovate, transform their operations and optimise their performance. The Group's objective is to be the preferred partner of public organisations and private companies in Europe within target business sectors.

Sopra Steria will differentiate itself more clearly from its competitors by continuing to build an edge in its two key areas of specialisation:

- *industry-specific solutions which, when combined with the group's full range of services, make its offering unique;*
- *very close relationships with its clients, thanks to its roots in the regions where it operates and its ability to meet core business requirements without taking the prescriptive approach favoured by certain global providers.*

2.2 Priorities for action

2.2.1 Acceleration of solutions development

Sopra Steria has set itself the medium-term target of bringing the share of its solution development and integration activities to 20% of its revenue. Combining organic and external growth, efforts will focus on the enrichment of the Group's offering, the strengthening of managed services and the geographic expansion of these operations. The development of Sopra Banking Software and Sopra HR Software are priorities. However, the Group will also continue to grow in the real estate sector and look for new segment-specific opportunities, for example in insurance, where it already has some assets.

2.2.2 Enhanced vertical strategy

Highly focused business development

To support the positioning that it has chosen, the Group will continue and extend its policy of concentrating on certain targeted vertical markets and key accounts. Business development will be focused on eight priority vertical markets, together accounting for almost 90% of revenue: Banking; Public Sector; Aerospace, Defence and Security; Energy and Utilities; Telecoms and Media, Transport, Insurance and Retail.

For each vertical, the Group has selected several different areas of business in which it hopes to secure a leading position through high value-added offerings.

Advances in consulting

In order to position itself even more securely with client decision-makers at the department level, the Group is working to accelerate its developments in consulting so as to produce a new combined service model for consulting and application services that can be rolled out progressively to all operating regions.

2.2.3 Acceleration of digital initiatives

Sopra Steria has successfully completed numerous digital projects. Its aim is to accelerate initiatives in this field and drive its own transformation.

In particular, the Group has decided to set up a Digital Transformation Office, a team responsible for leading internal development and facilitating the emergence of digital initiatives. Managers have been appointed in each of the eight priority vertical markets to link digital initiatives to clients' business requirements for key technologies (social media, mobile technology, analytics, cloud computing, security, artificial intelligence, the internet of things, etc.).

Special efforts are being made to establish targeted partnerships with leading players in the digital ecosystem (startups, institutions of higher education and associated research laboratories, major software publishers, etc.). For example, a strategic partnership has been forged between Sopra Steria and Axway, which publishes a Digital Enablement platform.

Numerous initiatives are being encouraged to promote and enhance innovation, such as innovation imperatives assigned to project teams, internal innovation competitions, hackathons open to clients and partners, and platforms for digital demonstrations, co-innovation and technology (DigiLabs, DigiFabs) open to clients and partners in every major location.

2.2.4 Consolidating market positions in the United Kingdom

Business in the United Kingdom represents almost 30% of the Group's revenue.

These operations take place mainly in the public sector, via business process outsourcing and IT service contracts. The Group will continue to develop its strong and well-recognised position on the market, particularly by helping public authorities with their digital transformation.

The Group also aims to boost its development in the United Kingdom private sector. Priority will be given to the banking industry through comprehensive offerings combining Sopra Banking Software solutions with application, infrastructure and BPO service

capabilities developed locally. The Group will also remain active across the other vertical markets, in synergy with other countries.

2.2.5 An active external growth policy

The Group will continue to play an active part in market consolidation. Its approach in this area will focus in particular on the solutions segment and the banking vertical.

3. Recent developments

3.1 Sopra Banking Software completed its acquisition of 75% of the share capital of Cassiopae

On 28 April 2016, Sopra Banking Software completed its acquisition of 75% of the share capital of KSEOP, Cassiopae's holding company, a leading developer of specialised finance and property management software. The founder and his family, and certain managers including the current Chairman, Emmanuel Gillet, retain about 25% of the share capital. A subsequent acquisition of that 25% is envisioned for 2020 at the latest.

Initially a vendor of real estate leasing software, founded by Guy Gillet in 1987, Cassiopae is currently France's 16th largest independent software developer (according to the 2015 'Truffle 100' ranking), offering one of the most comprehensive and innovative solutions for specialised finance and real estate management. With operations in 40 countries, Cassiopae posted revenue of €50.2 million in 2014 and serves more than 300 clients.

Banking is one of Sopra Steria's largest markets and a strategic growth priority. Its subsidiary Sopra Banking Software is aiming to double its 2015 revenue of €282 million over the next five years.

With that in mind, this proposed acquisition would be an important step forward and would consolidate Sopra Steria's leadership position in the banking and financial sector. It would also give Sopra Banking Software a full range of business-specific solutions to meet the challenges of the financial industry's transformation in such areas as distribution, account-keeping, lending, payments and compliance, while addressing specialised finance requirements – real estate and equipment leasing, consumer credit, car loans, factoring and guarantees, etc. The acquisition would also open up new markets and enable synergies in sales and costs.

Cassiopae will be consolidated in the Group's accounts as from the second quarter of 2016.

3.2 A plan to acquire LASCE Associates

Sopra Steria is also announcing a plan to acquire LASCE Associates, a consulting firm specialising in operational excellence for industry and logistics. This acquisition would enhance the Group's ability to provide consulting services for its strategic clients' core business needs and to fulfil its strategy of offering greater added value. It would also unlock synergies with CIMPA, Sopra Steria's wholly-owned product lifecycle management subsidiary, reinforcing its end-to-end range of industrial-scale services offered to the Group's major clients.

LASCE Associates, founded in 2003 in Paris and today employing more than 60 consultants, is expected to post revenue of around €8 million for its 2015/2016 financial year (ending 31 May), representing year-on-year growth of more than 40% and an operating margin on business activity of around 17%.

Once the usual conditions precedent are satisfied, LASCE Associates could be included in Sopra Steria's scope of consolidation in the third quarter of 2016.

3.3 Introduction of an employee share ownership plan

In a press release dated 22 March 2016, Sopra Steria Group announced the launch of an offer to sell shares reserved for employees belonging to an employee savings plan (the "Offer").

The Offer is proposed to employees of the group in Belgium, Denmark, France, Germany, Italy, Luxembourg, the Netherlands, Norway, Poland, Singapore, Spain, Sweden and Switzerland who are eligible and belong to Group savings plans, and via a share incentive plan (SIP) in the United Kingdom and India.

Sopra Steria's goal with this initiative is to involve its employees more closely in the Group's development and performance.

The offer of Sopra Steria shares to Group employees will be carried out via the transfer of existing treasury shares, bought back in advance by Sopra Steria under a share buyback programme authorised by the shareholders at the General Meeting on 25 June 2015 in accordance with Article L. 225-209 of the French Commercial Code. It was executed in accordance with Articles L. 3332-18 et seq. of the French Labour Code.

On 21 January 2016, the Board of Directors decided to implement this Offer and delegated the powers required to implement it to the Chief Executive Officer. In accordance with the decision of the Board of Directors, the Offer will involve a maximum of 200,000 shares in the Company, corresponding to 100,000 shares purchased by employees and 100,000 free shares awarded as the employer's matching contribution. A maximum of 8,500 free shares may also be awarded under the SIP.

On the authority of the Board of Directors, the Chief Executive Officer set the dates of the Offer period and the purchase price on 6 April 2016.

The purchase price was set at €101.62, equal to 100% of the benchmark price, corresponding to the average of the opening prices for Sopra Steria shares on the Euronext Paris market over the 20 trading days preceding the date of the decision by the Chief Executive Officer.

The Offer Period was set from 7 April 2016 to 19 April 2016, inclusive.

Settlement of the Offer took place on 18 May 2016.

This operation was approved by the Autorité des Marchés Financiers on 4 March 2016 (Approval No. FCE20160027).

3.4 Q1 2016 revenue

€m / %	Q1 2016	Q1 2015 Restated*	Q1 2015 Reported	Organic growth	Total growth
France	387.7	360.1	333.3	7.7%	16.3%
United Kingdom	237.3	242.9	251.6	-2.3%	-5.7%
Other Europe	170.6	164.5	169.9	3.7%	0.4%
Sopra Banking Software	68.7	68.7	69.0	0.0%	-0.4%
Other Solutions	48.9	48.2	48.2	1.4%	1.5%
Total	913.2	884.4	872.0	3.3%	4.7%
* Revenue at 2016 scope and exchange rates					

Sopra Steria's first quarter of 2016 was a dynamic one overall, attributable in part to an acceleration in growth in France.

Revenue for the first quarter in **France** was €387.7 million, representing strong organic growth of 7.7%, a faster rate of growth than was achieved in France in 2015.

- **Consulting & Systems Integration** generated revenue of €337.4 million, representing strong organic growth of 9.5%. This good performance compared to the French market (which improved somewhat), was driven in particular by vigorous growth in strategic key accounts (up around 10%) and Consulting (up almost 20%). The healthy performance was also due to a consultant downtime rate of about 3 points less than the average for the first quarter of 2015. Vertical market performance was especially good in Aeronautics & Defence, Transport and Banking. All verticals and regional locations posted growth.
- First quarter revenue for **I2S (Infrastructure & Security Services)** was €50.3 million, showing an easing of the negative growth witnessed in Infrastructure Management over the second half of 2015. Infrastructure Management, which generates 91% of I2S revenue, began to reap the benefits of its closer relationship with Consulting & Systems Integration divisions. Negative growth was contained to 4.5% for the quarter and sales prospects for the following quarters have improved. More generally, I2S is on track with its recovery plan. Cybersecurity posted growth of more than 10%.

Throughout France, recruiting and production industrialisation were high priorities, pursued in particular through a selective recruitment policy and the further development of nearshore and offshore service centres.

In the **United Kingdom**, revenue contracted by 2.3% at constant scope and exchange rates to €237.3 million. In the public sector, shared service platforms continue to offer significant opportunities for new business. However, as anticipated when these deals were initially signed, 2016 will be a transitional year for SSCL when compared to the growth surge experienced since 2013 (attributable to the transformation phases of the first contracts won with several UK public sector organisations). In the private sector, the recovery that was already underway in the financial vertical is taking place progressively and is expected to yield gradual results.

In **Other Europe**, every country except Denmark and Switzerland recorded an increase in business volumes, posting aggregate revenue of €170.6 million and organic growth of 3.7%. The Belux region and Italy posted healthy organic growth figures of more than 10%. **Germany** showed slight organic growth for the quarter and the implementation of its recovery plan continued on target.

Sopra Banking Software, whose comparison basis in the first quarter of 2015 was particularly high due to La Banque Postale licences, posted revenue of €68.7 million in the first quarter of 2016 (stable year on year). The quarter was marked by a strong performance in both services and sales activities, with a healthy order pipeline for the *Platform* and *Amplitude* products, which should help drive growth for the rest of the year.

Other Solutions posted revenue of €48.9 million for the quarter, representing organic growth of 1.4% reflecting the deferral of some Sopra HR Software signings to the second quarter. Growth is expected to be better in the second half of the year for HR solutions. The start of the year went well for property management solutions, which posted organic growth of 9.2%.

At 31 March 2016, the Group's total workforce consisted of 38,939 people (38,450 at 31 December 2015), with 16.9% working in X-Shore zones.

3.5 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 2016 and targets for 2017

The Group's targets for the full 2016 financial year are:

- *organic revenue growth of more than 2% despite low growth in the first quarter;*
- *an operating margin on business activity of more than 7.5%;*
- *a strong increase in free cash flow.*

The targets for 2017 remain unchanged:

- *revenue of between €3.8 billion and €4 billion;*
- *an operating margin on business activity of between 8% and 9%.*

SUMMARY OF RESULTS FOR THE LAST FIVE FINANCIAL YEARS (INDIVIDUAL FINANCIAL STATEMENTS)

<i>(in thousands of euros)</i>	2015	2014	2013	2012	2011
Financial position of the group at the year-end					
▪ Share capital	20,447	20,372	11,920	11,893	11,893
▪ Number of shares issued	20,447	20,372	11,920	11,893	11,893
▪ Number of bonds convertible into shares	-	-	-	-	-
Results of operations for the year					
▪ Revenue excluding VAT	1,289,104	1,447,462	853,281	819,228	850,278
▪ Profit before tax, depreciation, amortisation and provisions	39,930	-108,916	56,399	32,010	236,532
▪ Corporate income tax	-8,286	-18,678	5,313	8,406	21,143
▪ Profit after tax, depreciation, amortisation and provisions	33,358	-118,714	40,947	34,841	173,288
▪ Amount of profit distributed as dividends	34,759	38,706	22,647	20,219	22,598
Earnings per share					
▪ Profit after tax but before depreciation, amortisation and provisions	2.36	-4.43	4.29	1.98	18.11
▪ Profit after tax, depreciation, amortisation and provisions	1.63	-5.83	3.44	2.93	14.57
▪ Dividend paid per share	1.70	1.90	1.90	1.70	1.90
Employee data					
▪ Number of employees	12,793	15,213	8,901	8,395	8,654
▪ Total payroll	580,995	699,464	382,987	358,743	363,402
▪ Social benefit charges paid (social security, social bodies, etc.)	258,907	309,484	170,862	167,008	169,288

COMPOSITION OF THE BOARD OF DIRECTORS

Summary presentation of the composition of the Board of Directors

Name	Age	Independent director	Number of directorships at listed companies (excluding Sopra Steria Group)	Audit Committee	Compensation Committee	Nomination, Ethics and Governance committee	Date of appointment	Expiration of term
Pierre Pasquier Chairman of the Board of Directors	80		1			x	19/06/2012	AGM 2018
François Odin Vice-Chairman of the Board of Directors	82		0	x			19/06/2012	AGM 2018
Eric Hayat Vice-Chairman of the Board of Directors	75		0		x	x	27/06/2014	AGM 2018
Aurélie Abert Director representing the employees	34		0				27/08/2015	AGM 2018
Astrid Anciaux Director	51		0				27/06/2014	AGM 2018
Christian Bret Director	75	yes	2		x	x	19/06/2012	AGM 2018
Kathleen Clark-Bracco* Permanent representative of Sopra GMT Chairman of the Nomination, Ethics and Governance Committee	48		1		x	Chairman	27/06/2014	AGM 2018
Gérard Jean Chairman of the Compensation Committee	68	yes	0		Chairman	x	19/06/2012	AGM 2018
Jean Mounet Director	71		1				19/06/2012	AGM 2018
Eric Pasquier Director	45		0				27/06/2014	AGM 2018
Jean-Luc Placet Director	64	yes	0		x	x	19/06/2012	AGM 2018
Jean-Bernard Rampini Director	59		0				27/06/2014	AGM 2018
Sylvie Rémond Director	52		0				25/06/2015	AGM 2018
Marie-Hélène Rigal-Drogerys Director	46	yes	0	x			27/06/2014	AGM 2018
Gustavo Roldan de Belmira Director representing the employees	58		0		x		27/08/2015	AGM 2018
Hervé Saint-Sauveur Chairman of the Audit Committee	71	yes	1	Chairman			19/06/2012	AGM 2018
Jean-François Sammarcelli Director	65	yes	1				19/06/2012	AGM 2018
Solfrid Skilbrig Director	57		0				25/06/2015	AGM 2018
Bernard Michel Non-voting director	68		1	x			22/06/2010	AGM 2016

* Kathleen Clark-Bracco was a director of the company Sopra Group from 19 June 2012 until her appointment as permanent representative of Sopra GMT on 27 June 2014.

Changes since the start of the 2015 financial year in the composition of the Board of Directors

	Sylvie Rémond, effective 25 June 2015 (ratification of co-optation)
	Solfrid Skilbrigt, effective 25 June 2015 (ratification of co-optation)
	Aurélie Abert, effective 28 August 2015 (director representing the employees)
Appointments	Gustavo Roldan de Belmira, effective 28 August 2015 (director representing the employees)
	Françoise Mercadal-Delasalles, effective ¹ January 2015
Resignations	François Enaud, effective 17 March 2015
	Sylvie Rémond, effective 17 March 2015, replacing Françoise Mercadal-Delasalles
Co-optations	Solfrid Skilbrigt, effective 21 April 2015, replacing François Enaud

Presentation of members of the Board of Directors

Pierre Pasquier

Chairman of the Board of Directors

- Member of the Nomination, Ethics and Governance Committee

Nationality *Age*

French 80 years

Business address

Sopra Steria Group - 9 bis, rue de Presbourg
75116 Paris – France

Number of shares in the Company owned personally:

108,113

Date of appointment:

19/06/2012

Expiration of term:

General Meeting to approve the financial statements for the year ended 31/12/2017

Main positions and appointments currently held

- Chairman of Sopra Steria Group Δ (1)
- 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

François Odin

Vice-Chairman of the Board of Directors

- Member of the Audit Committee

Nationality *Age*

French 82 years

Business address

Régence SAS - Les Avenières
74350 Cruseilles – France

Number of shares in the Company owned personally:

52,742

Date of appointment:

19/06/2012

Expiration of term:

General Meeting to approve the financial statements for the year ended 31/12/2017

Main positions and appointments currently held

- Chairman of Régence SAS
- Managing Director of Sopra GMT

Eric Hayat

Vice-Chairman of the Board of Directors

- Member of the Compensation Committee
- Member of the Nomination, Ethics and Governance Committee

Nationality *Age*

French 75 years

Business address

Sopra Steria Group - 9 bis, rue de Presbourg
75116 Paris – France

Number of shares in the Company owned personally:

40,000

Date of appointment:

27/06/2014

Expiration of term:

General Meeting to approve the financial statements for the year ended 31/12/2017

Main positions and appointments currently held

- President of Éric Hayat Conseil
- Chairman of the public interest group Modernisation des Déclarations Sociales (MDS GIP)
- Chairman of the Statutory Committee of Syntec Numérique

Other positions and appointments held during the last five years:

- Director, Rexecode
- Member of the Supervisory Board and then Chairman of the Board of Directors of Groupe Steria SA Δ

(1) Δ Current directorship at a listed company.

Aurélie Abert Director representing the employees	Number of shares in the Company owned personally: none Date of appointment: 27/08/2015 Expiration of term: General Meeting to approve the financial statements for the year ended 31/12/2017
<i>Nationality</i> <i>Age</i>	
French 34 years	
<i>Business address</i>	
Sopra Steria Group – ZAC – Les Ailes de l'Europe 37 chemin des Ramassiers 31770 Colomiers Cedex – France	

Main positions and appointments currently held

- Process Engineer, Project Owner Services, Sopra Steria Group

Astrid Anciaux Director	Number of shares in the Company owned personally: 715 Date of appointment: 27/06/2014 Expiration of term: General Meeting to approve the financial statements for the year ended 31/12/2017
<i>Nationality</i> <i>Age</i>	
Belgian 51 years	
<i>Business address</i>	
Sopra Steria Benelux SA/NV 36, boulevard du Souverain 1170 Brussels – Belgium	

Main positions and appointments currently held

- Chief Finance Officer of Sopra Steria Benelux
- Chairman of the Supervisory Board of the Steriactions company mutual fund (FCPE)
- Director, Soderi
- Director or company officer of subsidiaries (direct and indirect) of Sopra Steria Group

Christian Bret Independent director	Number of shares in the Company owned personally: 10 Date of appointment: 19/06/2012 Expiration of term: General Meeting to approve the financial statements for the year ended 31/12/2017
<ul style="list-style-type: none"> ▪ Member of the Compensation Committee ▪ Member of the Nomination, Ethics and Governance Committee 	
<i>Nationality</i> <i>Age</i>	
French 75 years	
<i>Business address</i>	
Sopra Steria Group - 9 bis, rue de Presbourg 75116 Paris – France	

Main positions and appointments currently held

- Director, Econocom Group Δ
- Director, Altran Technologies Δ
- Director, Digital Dimension

^Δ Current directorship at a listed company.

Kathleen Clark-BraccoPermanent representative of **Sopra GMT**

- Chairman of the Nomination, Ethics and Governance Committee
- Member of the Compensation Committee

Nationality	Age
-------------	-----

American	48 years
----------	----------

Sopra GMT

Active holding company of Sopra Steria Group

*Business address***Sopra Steria Group** - 9 bis, rue de Presbourg
75116 Paris – France**Number of shares in the Company owned personally
by Kathleen Clark-Bracco:**

5,575

Number of shares in the Company owned by Sopra GMT:

4,034,409

Date of appointment of Sopra GMT:

27/06/2014

Expiration of term:

General Meeting to approve the financial statements for the year ended 31/12/2017

Main positions and appointments currently held by Kathleen Clark-Bracco

- Director of Corporate Development, Sopra Steria Group
- Vice Chairman, Axway Software ^Δ

Other positions and appointments held during the last five years:

- Director, Sopra Group – (19/06/2012 – 27/06/2014)

G rard Jean

Independent director

- Chairman of the Compensation Committee
- Member of the Nomination, Ethics and Governance Committee

Nationality	Age
-------------	-----

French	68 years
--------	----------

*Business address***Altime Associates** - 192, av. Charles-de-Gaulle
92200 Neuilly-sur-Seine – France**Number of shares in the Company owned personally:**

1

Date of appointment:

19/06/2012

Expiration of term:

General Meeting to approve the financial statements for the year ended 31/12/2017

Main positions and appointments currently held

- Chairman of the Management Board, Altime Associates SA
- Member of the Supervisory Board of Kowee SA

Jean Mounet

Director

Nationality	Age
-------------	-----

French	71 years
--------	----------

*Business address***Sopra Steria Group** - 9 bis, rue de Presbourg
75116 Paris – France**Number of shares in the Company owned personally:**

7,350

Date of appointment:

19/06/2012

Expiration of term:

General Meeting to approve the financial statements for the year ended 31/12/2017

Main positions and appointments currently held

- Chairman of Trigone SAS
- Director, Econocom Group ^Δ
- Director, AS2M (Malakoff M d ric)
- Chairman of the Observatoire du Num rique
- Member of the Board of Directors of the Fondation T l com
- Director or company officer of subsidiaries (direct and indirect) of Sopra Steria Group
- Chairman of Fondation CPE Lyon – Nouveau Monde
- Member of the Supervisory Board of CXP Groupe
- Director, ESCPE

^Δ Current directorship at a listed company.

Eric Pasquier Director	Number of shares in the Company owned personally: 503
<i>Nationality</i> <i>Age</i>	Date of appointment: 27/06/2014
French 45 years	Expiration of term: General Meeting to approve the financial statements for the year ended 31/12/2017
<i>Business address</i>	
Sopra Banking Software - 9bis, rue de Presbourg 75116 Paris – France	

Main positions and appointments currently held

- 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 Independent director	Number of shares in the Company owned personally: 100
<ul style="list-style-type: none"> ▪ Member of the Compensation Committee ▪ Member of the Nomination, Ethics and Governance Committee 	Date of appointment: 19/06/2012
<i>Nationality</i> <i>Age</i>	Expiration of term: General Meeting to approve the financial statements for the year ended 31/12/2017
French 64 years	
<i>Business address</i>	
IDRH Consultants - 124-126, rue de Provence 75008 Paris – France	

Main positions and appointments currently held

- Chairman of IDRH Consultant
- Chairman, EPIDE
- Member of the Statutory Committee, MEDEF

Other positions and appointments held during the last five years:

- Member of the Conseil Économique, Social et Environnemental
- Chairman of Fédération Syntec

Jean-Bernard Rampini Director	Number of shares in the Company owned personally: 7,336
<i>Nationality</i> <i>Age</i>	Date of appointment: 27/06/2014
French 59 years	Expiration of term: General Meeting to approve the financial statements for the year ended 31/12/2017
<i>Business address</i>	
Sopra Steria Group - 9 bis, rue de Presbourg 75116 Paris – France	

Main positions and appointments currently held

- Chief Innovation Officer and Executive Sponsor, Transport and Smart Cities, Sopra Steria Group
- Chairman of the Board of Directors of Soderi
- Founder and Director, Fondation Sopra Steria - Institut de France

(1) Δ Current directorship at a listed company.

Sylvie Rémond Director	Number of shares in the Company owned personally: 2
<i>Nationality</i> <i>Age</i>	Date of appointment: 25/06/2015
French 52 years	Expiration of term:
<i>Business address</i>	General Meeting to approve the financial statements for the year ended 31/12/2017
Société Générale - 75886 Paris Cedex 18 – France	

Main positions and appointments currently held

- Co-Head, Coverage and Investment Banking, Société Générale Corporate & Investment Banking
- Director, SGBT Luxembourg (Société Générale group)
- Director, KB Financial Group Czech Republic (Société Générale group)

Other positions and appointments held during the last five years:

- Director, Oseo Banque
- Director, SG Ré

Marie-Hélène Rigal-Drogerys Independent director	Number of shares in the Company owned personally: 100
▪ Member of the Audit Committee	Date of appointment: 27/06/2014
<i>Nationality</i> <i>Age</i>	Expiration of term:
French 46 years	General Meeting to approve the financial statements for the year ended 31/12/2017
<i>Business address</i>	
ASK - 11, rue du Tanay 74960 Cran Gevrier – France	

Main positions and appointments currently held

- Consultant and Partner, ASK Partners

Gustavo Roldan de Belmira Director representing the employees	Number of shares in the Company owned personally: none
▪ Member of the Compensation Committee	Date of appointment: 27/08/2015
<i>Nationality</i> <i>Age</i>	Expiration of term:
French and Colombian 58 years	General Meeting to approve the financial statements for the year ended 31/12/2017
<i>Business address</i>	
Sopra Steria Group - 9 bis, rue de Presbourg 75116 Paris – France	

Main positions and appointments currently held

- Branch Chief Technical Officer, Sopra Steria Group

Hervé Saint-Sauveur Independent director	Number of shares in the Company owned personally: 100
▪ Chairman of the Audit Committee	Date of appointment: 19/06/2012
<i>Nationality</i> <i>Age</i>	Expiration of term:
French 71 years	General Meeting to approve the financial statements for the year ended 31/12/2017
<i>Business address</i>	
Sopra Steria Group - 9 bis, rue de Presbourg 75116 Paris – France	

Main positions and appointments currently held

- Director, Axway Software Δ
- Director, Viparis Holding
- Elected member of the Paris Chamber of Commerce and Industry

Other positions and appointments held during the last five years:

- Director, LCH Clearnet
- Director, Comexposium

(1) Δ Current directorship at a listed company.

Jean-François Sammarcelli	
Independent director	
<i>Nationality</i>	<i>Age</i>
French	65 years
<i>Business address</i>	
Sopra Steria Group - 9 bis, rue de Presbourg 75116 Paris – France	

Number of shares in the Company owned personally:

100

Date of appointment:

19/06/2012

Expiration of term:

General Meeting to approve the financial statements for the year ended 31/12/2017

Main positions and appointments currently held

- Chairman of the Supervisory Board, NextStage
- Director, Crédit du Nord
- Director, Boursorama Δ
- Director, Sogeprom
- Member of the Supervisory Board of Société Générale Marocaine de Banques
- Director, Société Générale Monaco
- Advisor, Ortec Expansion

Other positions and appointments held during the last five years:

- Advisor to the Chairman, Société Générale
- Chairman of the Board of Directors of Crédit du Nord
- Director, Banque Tarnaud
- Director, Amundi Group
- Permanent representative of SG FSH on the Board of Directors of Franfinance

Solfrid Skilbrigt	
Director	
<i>Nationality</i>	<i>Age</i>
Norwegian	57 years
<i>Business address</i>	
Sopra Steria Group Biskop Gunnerus' gate 14A 0185 Oslo - Norway	

Number of shares in the Company owned personally:

748

Date of appointment:

25/06/2015

Expiration of term:

General Meeting to approve the financial statements for the year ended 31/12/2017

Main positions and appointments currently held

- Director of HR & Strategy, Sopra Steria Scandinavia
- Director, Soderi
- Director, French-Norwegian Chamber of Commerce

(1) Δ Current directorship at a listed company.

Bernard Michel

Member of the Board of Directors (Non-voting member)

Nationality Age

French 68 years

Business address

Gecina - 14-16, rue des Capucines
75002 Paris – France

Number of shares in the Company owned personally:

101

Date of appointment:

22/06/2010

Expiration of term:

General Meeting to approve the financial statements for the year ended 31/12/2015

Main positions and appointments currently held

- Chairman, Gecina SA ^Δ
- Chairman of the Gecina Foundation
- Member of the Supervisory Board of Unofi SAS
- Chairman, BM Conseil SASU
- Director, EPRA
- Chairman of the Board of Directors, Unofi Gestion d'Actifs SA
- Director, Medef Paris
- Member of the Executive Committee, Fondation Palladio

Other positions and appointments held during the last five years:

- Chief Executive Officer of Gecina SA
- Chief Executive Officer of Predica
- Chairman of the Board of Directors of Dolce Vie
- Chairman of CA Grands Crus SAS
- Vice Chairman of Pacifica
- Director, Attica GIE
- Director: Predica, Pacifica, CAAGIS SAS
- Permanent representative of Crédit Agricole Assurances, director 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 director, Siparex
- Member of the Board of Directors of the Fédération Française des Sociétés d'Assurances (FFSA)
- Chairman of the provisional management commission of Caisse Régionale de la Corse
- Director, La Sécurité Nouvelle SA holding company
- Company officer of most of the subsidiaries of Gecina SA
- Chairman of the Supervisory Board of Finogest SA

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.

^Δ Current directorship at a listed company.

INSTRUCTIONS FOR PARTICIPATING IN THE MEETING

1.1.1 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 CIC, 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., 20 June 2016, Paris time.

1.1.2 PLEASE CHOOSE ONE OF THE FOLLOWING

1 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 20 June 2016, using the prepaid envelope enclosed with the Meeting Notice, to CIC 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/investisseurs>), 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 CIC c/o CM-CIC Titres at 3, Allée de l'Etoile, 95014 Cergy Pontoise, France before 20 June 2016. In either case, if an admission card request is received by CIC c/o CM-CIC Titres after 20 June 2016, 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.

2 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/investisseurs>), 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 30 May 2016, for Registered shareholders.

Online voting in advance of the General Meeting will close the day before the meeting, 21 June 2016, 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 CIC 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 CIC 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 17 June 2016 (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 17 June 2016 (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 **1**.

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 (22 June 2016); 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 CIC 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, 21 June 2016 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 16 May 2016.

The official notice will be published in the Bulletin des Annonces Légales Obligatoires and in the newspaper Eco des Pays de Savoie on 3 June 2016.

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/investisseurs

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 »

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.

Check your detail here, or enter your name and address

Date and sign here. If shares are jointly owned all the joint owners must sign the form.

1

2

3

IMPORTANT : Avant d'effectuer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting phase refer to instructions on reverse side
 Quelle que soit l'option choisie, notifiez comme ceci : A ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade box(es) like this : A and sign at the bottom of the form
 A. Je désire assister à cette assemblée et demande une carte d'admission - I wish to attend the shareholder's meeting and request an admission card - date and sign at the bottom of the form.
 B. J'utilise le formulaire de vote par correspondance ou par procuration - I use the postal voting form or the proxy form as specified below.

ASSEMBLEE GENERALE MIXTE DU 22 JUILLET 2016 à 14H30
 Combined General Meeting of Shareholders
 To be held on July 22, 2016 at 2.30 pm

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

CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY
 Identifiant - Account
 Nombre d'actions / Number of shares
 Nom/Prénom / Registered
 Porteur / Shareholder
 Vote simple / Single vote
 Vote double / Double vote
 Nombre de votes / Number of voting rights

JE VOTE PAR CORRESPONDANCE // I VOTE BY POST
 Cf. au verso (2) - See reverse (2)
 Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou la Direction ou la Gérance, à l'EXCEPTION de ceux que je signale en notifiant comme ceci : A ou les cases correspondantes et pour lesquels je vote NON ou je m'abstiens.
 I vote YES at all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box - like this A or which I vote NO or I abstain.

JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE
 Cf. au verso (2)
 I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
 See reverse (2)

JE DONNE POUVOIR À : Cf. au verso (2)
 I HEREBY APPOINT: See reverse (2)
 M. Mlle ou Mlle, Raison Sociale / M. Ms or Mlle, Corporate Name
 Adresse / Address

ATTENTION : s'il s'agit de titres au porteur, les présentes instructions ne seront valides 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.

1 2 3 4 5 6 7 8 9
 10 11 12 13 14 15 16 17 18
 19 20 21 22 23 24 25 26 27
 28 29 30 31 32 33 34 35 36
 37 38 39 40 41 42 43 44 45

DATE & SIGNATURE



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 CIC.

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:

Crédit Industriel et commercial (CIC)

c/o CM-CIC Titres Assemblées,

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)

CIC ID

Email address@.....

Signed in (city) on (date)

Signature

 REQUEST FOR DOCUMENTS AND INFORMATION

Pursuant to Article R. 225-88 of the French Commercial Code, from the time that notice of a General Meeting is given until the fifth day (inclusive) before the meeting, any shareholder (owning registered shares or showing proof of ownership of bearer shares) may use the form below to ask the Company to send the documents and information described in Articles R. 225-81 and 83 of said Commercial Code.

Send this form to:

SOPRA STERIA GROUP
For the attention of Lima Abdellaoui
9 bis, rue de Presbourg
F-75116 PARIS

SOPRA STERIA GROUP
Combined General Meeting of Shareholders, 22 June 2016

LAST NAME.....

First (and middle) name.....

Full address.....

as the owner of SOPRA STERIA GROUP shares held

- in registered form (*)

- in bearer form (*)

requests to have sent to the address above the documents and information described in Articles R. 225-81 and 83 of the French Commercial Code, with the exception of those that were attached to the postal voting / proxy form.

Signed in, on2016

Signature

Registered shareholders may send a single letter to request to have the Company send the documents described above for each subsequent General Meeting.

() Cross out the line that does not apply*

Sopra Steria Group

Head Office
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

www.soprasteria.com

