

ANNUAL GENERAL MEETING

Paris, 13 June 2017

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Actual outcomes and results may differ from those described in this document due to operational risks and uncertainties. More detailed information on the potential risks that may affect the Group's financial results are available in our 2015 Registration Document filed with the Autorité des Marchés Financiers (AMF) on 22 April 2016 (see pages 33 and following in particular). Sopra Steria does not undertake any obligation to update the forward-looking information contained in this document beyond what is required by current laws and regulations.

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ANNUAL GENERAL MEETING SUMMARY

1 | Annual General Meeting Agenda

2 | Board of Directors' Report, 2016 financial statements and operational situation

3 | Auditors' Reports

4 | Information about proposed resolutions

5 | Discussion

6 | Vote

7 | Closing



AGENDA (1/4)

Notice published in the "Bulletin des Annonces Légales Obligatoires" on 26 May 2017

- **Requiring approval at the Ordinary General Meeting**
 1. Approval of the individual financial statements for the financial year ended 31 December 2016; approval of non-deductible expenses;
 2. Granting of final discharge to members of the Board of Directors;
 3. Approval of the consolidated financial statements for the financial year ended 31 December 2016;
 4. Appropriation of earnings and determination of the dividend;
 5. Approval of agreements governed by Articles L. 225-38 et seq. of the French Commercial Code;
 6. Opinion on items of compensation due or granted in respect of financial year 2016 to Pierre Pasquier, Chairman;
 7. Opinion on items of compensation due or granted in respect of financial year 2016 to Vincent Paris, Chief Executive Officer;
 8. Approval of the principles and criteria for the determination, distribution and allocation of items of compensation for the Chairman in respect of financial year 2017;



AGENDA (2/4)

Notice published in the "Bulletin des Annonces Légales Obligatoires" on 26 May 2017

- Requiring approval at the Ordinary General Meeting
 9. Approval of the principles and criteria for the determination, distribution and allocation of items of compensation for the Chief Executive Officer in respect of financial year 2017;
 10. Ratification of the co-optation of Emma Fernandez as a director for a term of one year;
 11. Setting of directors' fees at €500,000;
 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.



AGENDA (3/4)

Notice published in the "Bulletin des Annonces Légales Obligatoires" on 26 May 2017

- Requiring approval at the Extraordinary General Meeting
 13. Delegation of powers to the Board of Directors, for a period of 18 months, to issue share subscription warrants to be allotted to shareholders free of charge in the event of a takeover bid, up to a nominal amount equal to the amount of the share capital;
 14. Delegation of powers 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 enrolment in a company savings plan, up to a maximum of 3% of the share capital;
 15. Appointment of Christian Bret as a non-voting director for a term of one year;
 16. Amendment of the Company's Articles of Association to ensure compliance with legal and regulatory requirements;



AGENDA (4/4)

Notice published in the "Bulletin des Annonces Légales Obligatoires" on 26 May 2017

- Requiring approval at the Extraordinary General Meeting
 17. Delegation of powers to the Board of Directors to amend the Company's Articles of Association to ensure compliance with legal and regulatory requirements and corresponding amendments to Article 17 of the Company's Articles of Association, "Powers of the Board of Directors";
 18. Powers granted to carry out all legal formalities.



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SOPRA STERIA AT 31/12/2016

EUROPEAN LEADER IN DIGITAL TRANSFORMATION

Top 5 European digital services companies

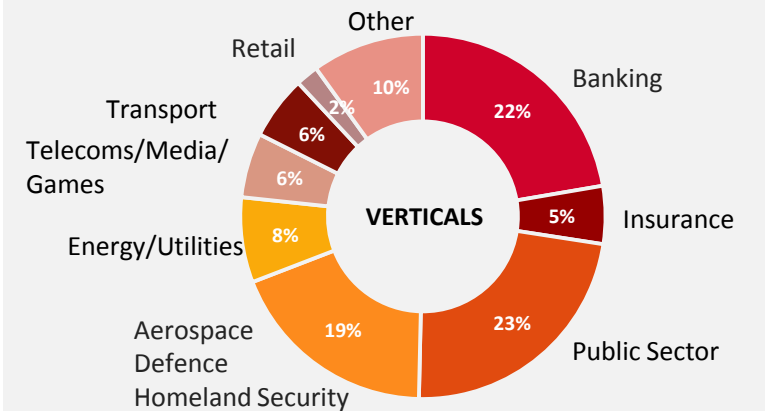
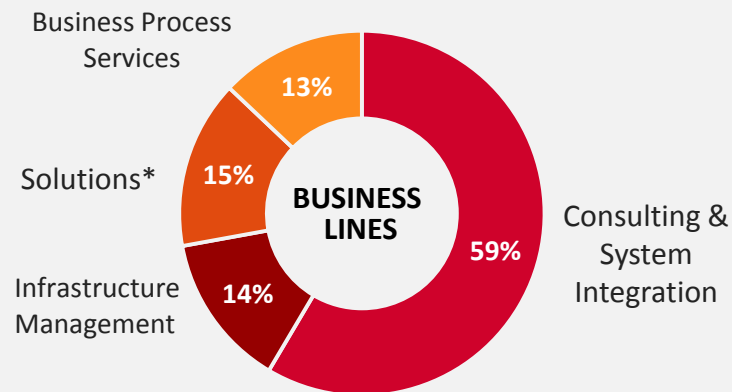
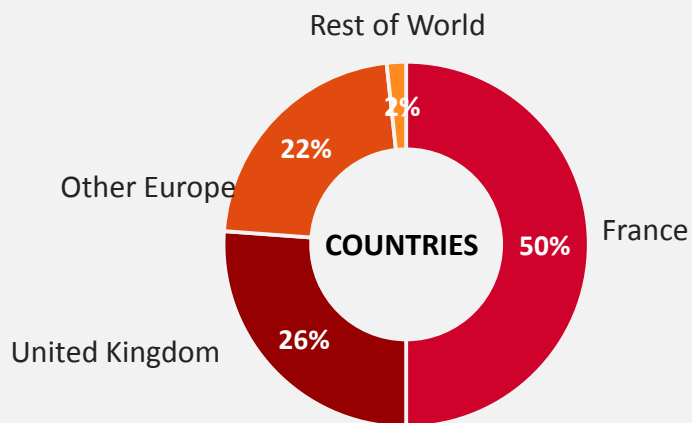
Top 10 operating in Europe

2016 revenue of €3.7 billion

40,000 employees

A presence in over 20 countries

An end-to-end offering



(*) Solutions = Sopra Banking Software + Sopra HR Software + Property management solutions



2016 OPERATIONAL PERFORMANCE

KEY FIGURES: STRONG PERFORMANCE IN 2016

Revenue

€3,741.3m

i.e. organic growth of 5.2%
growth at constant exchange rates of 8.3%
and total growth of 4.4%*

Operating profit on business activity

€301.1m

*i.e. 8.0% of revenue
up 22.6% relative to 31/12/2015*

Net profit attributable to the Group

€150.4m

*i.e. 4.0% of revenue
up 78.2% relative to 31/12/2015*

Net financial debt

€506.0m

*i.e. 1.47x EBITDA
down €24.8 million relative to 31/12/2015
thanks to a Free Cash Flow of €150.6m*

** Alternative performance measures are defined on the end of this presentation*



2016 OPERATIONAL PERFORMANCE

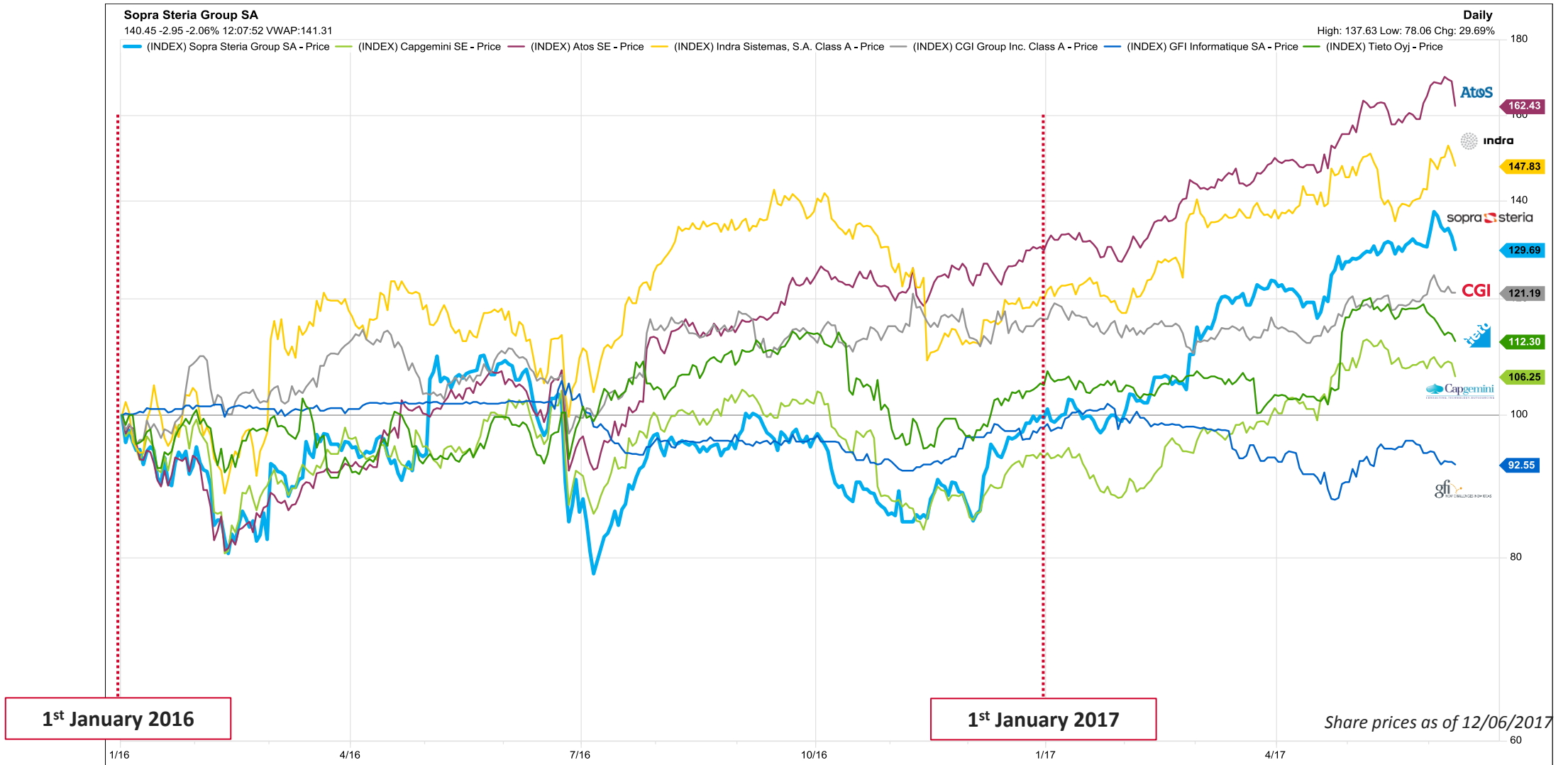
TARGETS EXCEEDED IN 2016

- *“Organic revenue growth of between 3% and 5%”*
→ **Organic growth of 5.2%**
- *“Operating margin on business activity of more than 7.5%”*
→ **Operating margin on business activity of 8.0%**
- *“Strong increase in free cash flow”*
→ **Free cash flow of €150.6m compared with €49.3m in 2015**



STOCK PRICE EVOLUTION

SOPRA STERIA STOCK PERFORMANCE: +29.7 % SINCE 01/01/2016



2016 OPERATIONAL PERFORMANCE

STRONG PERFORMANCE ACROSS ALL REPORTING UNITS IN 2016

	Revenue			Operating profit on business activity	
	2016 (€m)	2015 Restated* (€m)	Organic growth (%)	2016 (% of Rev.)	2015 (% of Rev.)
France	1,528.1	1,432.4	+ 6.7%	8.1%	7.5%
United Kingdom	927.9	924.4	+ 0.4%	8.0%	7.3%
Other Europe	728.1	687.9	+ 5.8%	5.7%	2.7%
Sopra Banking Software	350.9	314.1	+ 11.7%	9.1%	9.1%
Other Solutions	206.4	199.1	+ 3.7%	14.2%	11.6%
Total	3,741.3	3,557.9	+ 5.2%	8.0%	6.8%

* Revenue at 2016 scope and exchange rates



2016 OPERATIONAL PERFORMANCE

CONSULTING & SYSTEMS INTEGRATION: CONSOLIDATION OF A LEADING POSITION

France: Consulting & Systems Integration (C&SI) <i>(Including CIMPA)</i>	2016		2015	
	(€m)	(% of Rev.)	(€m)	(% of Rev.)
Revenue	1,327.4		1,161.1	
<i>Organic growth (%)</i>	<i>+ 8.0%</i>			
Operating profit on business activity	119.0	9.0%	101.3	8.7%
Profit from recurring operations	110.6	8.3%	100.1	8.6%
Operating profit	106.1	8.0%	60.7	5.2%

- Strong organic growth and market share gains
 - Key accounts up 10%
 - Consulting up 17%
- A higher operating margin on business activity
 - Significant training investment in connection with the Enterprise Project
- Sharp fall in reorganisation and restructuring costs



2016 OPERATIONAL PERFORMANCE

INFRASTRUCTURE AND SECURITY SERVICES (I2S): RECOVERY IN LINE WITH TARGETS

France: Infrastructure and Security Services (I2S)	2016		2015	
	(€m)	(% of Rev.)	(€m)	(% of Rev.)
Revenue	200.6		203.2	
<i>Organic growth (%)</i>	- 1.3%			
Operating profit on business activity	4.4	2.2%	0.7	0.3%
Profit from recurring operations	3.8	1.9%	0.7	0.3%
Operating profit	- 3.4	-1.7%	- 8.4	-4.1%

- Continued refocusing on higher-added-value offerings in the IT infrastructure management business
- Gradual improvement in profitability. Operating margin on business activity target maintained at around 5% in 2017 and positive operating profit



2016 OPERATIONAL PERFORMANCE

UNITED KINGDOM: BUSINESS STABLE OVERALL AT CONSTANT EXCHANGE RATES

United Kingdom	2016		2015	
	(€m)	(% of Rev.)	(€m)	(% of Rev.)
Revenue	927.9		1,042.0	
<i>Organic growth (%)</i>	<i>+ 0.4%</i>			
Operating profit on business activity	74.7	8.0%	76.2	7.3%
Profit from recurring operations	63.1	6.8%	63.3	6.1%
Operating profit	59.4	6.4%	57.1	5.5%

- No business impact from Brexit in 2016. Adverse foreign currency translation effect of €117.5m in the year (with the GBP/EUR rate down 11.4%)
- Organic growth in public sector business (up 2.0%)
- Reorganisation in private sector business
- Higher profitability thanks to cost optimisation measures



2016 OPERATIONAL PERFORMANCE

OTHER EUROPE : SUCCESS OF THE RECOVERY PLAN INITIATED IN 2015

Other Europe	2016		2015	
	(€m)	(% of Rev.)	(€m)	(% of Rev.)
Revenue	728.1		697.4	
<i>Organic growth (%)</i>	+ 5.8%			
Operating profit on business activity	41.8	5.7%	18.5	2.7%
Profit from recurring operations	39.1	5.4%	17.4	2.5%
Operating profit	31.1	4.3%	5.3	0.8%

- Successful transformation in Germany
- Operating profit on business activity doubled
 - Improvement in all countries
 - Sharp recovery in Germany, where the operating margin on business activity rose from 0% in 2015 to 5.7% in 2016
- Business growth in almost all countries
 - Strong growth in Spain, Benelux and Norway



2016 OPERATIONAL PERFORMANCE

SOPRA BANKING SOFTWARE: A YEAR OF DEVELOPMENT AND CONSOLIDATION

Sopra Banking Software	2016		2015	
	(€m)	(% of Rev.)	(€m)	(% of Rev.)
Revenue	350.9		282.4	
<i>Organic growth (%)</i>	<i>+ 11.7%</i>			
Operating profit on business activity	31.9	9.1%	25.7	9.1%
Profit from recurring operations	22.9	6.5%	20.3	7.2%
Operating profit	19.9	5.7%	20.1	7.1%

- Strong growth in revenue: up 24.3%, of which 11.7% organic
- Significant new ground gained on Specialised loans and Payments
- Deliveries in line with the 'Platform' product roadmap
- Successful go-live of Cassiopae V4.5 for Hyundai
- Strong momentum for the 'Amplitude' product, with 13 contracts signed and 23 go-live decisions
- €14m increase in R&D expenses



2016 OPERATIONAL PERFORMANCE

OTHER SOLUTIONS: IMPROVED OPERATING PERFORMANCE

Other Solutions	2016		2015	
	(€m)	(% of Rev.)	(€m)	(% of Rev.)
Revenue	206.4		198.3	
<i>Organic growth (%)</i>	<i>+ 3.7%</i>			
Operating profit on business activity	29.4	14.2%	23.1	11.6%
Profit from recurring operations	28.3	13.7%	23.1	11.6%
Operating profit	26.7	12.9%	17.7	8.9%

- Human Resources
 - Back to growth in H2 after deals slipped in H1
 - Significant improvement in profitability
- Real Estate
 - Strong growth and high profitability
 - Potential for significant development through a range of enriched solutions and digital services platforms



2016 PERFORMANCE

INCOME STATEMENT

	2016 (€m)	2016 (% of Rev.)	2015 (€m)	2015 (% of Rev.)
Revenue	3,741.3		3,584.4	
<i>Organic growth</i>	5.2%			
Operating profit on business activity	301.1	8.0%	245.5	6.8%
Expenses related to stock options and related items	- 12.1		- 1.2	
Amortisation of allocated intangible assets	- 21.1		- 19.4	
Profit from recurring operations	267.8	7.2%	225.0	6.3%
Other operating income and expenses	- 27.6		- 72.4	
Operating profit	240.2	6.4%	152.6	4.3%
Cost of net financial debt	- 6.7		- 8.1	
Other financial income and expenses	- 7.6		- 14.9	
Tax expense	- 80.9		- 47.2	
Share of net profit from equity-accounted companies	10.8		7.2	
Net profit	155.8		89.6	
<i>of which attributable to Group</i>	150.4	4.0%	84.4	2.4%
<i>of which minority interests</i>	5.4		5.2	



2016 PERFORMANCE

BREAKDOWN OF CHANGE IN NET FINANCIAL DEBT

	2016 (€m)	2015 (€m)
Operating profit on business activity	301.1	245.5
Depreciation, amortisation and provisions (excluding allocated intangible assets)	42.9	58.0
EBITDA	344.0	303.5
Non-cash items	- 0.9	- 7.5
Tax paid	- 72.0	- 35.2
Change in operating working capital requirement	- 17.0	- 81.9
Reorganisation and restructuring costs	- 29.6	- 55.8
Net cash flow from operating activities	224.5	123.2
Change relating to investing activities	- 46.7	- 42.3
Net financial interest	- 6.2	- 8.3
Additional contributions related to defined-benefit pension plans	- 21.0	- 23.3
Free cash flow	150.6	49.3
Impact of changes in scope	- 120.6	- 92.3
Financial investments	1.4	3.1
Dividends paid	- 34.4	- 37.5
Dividends received from equity-accounted companies	3.1	2.2
Capital increases in cash	2.3	2.4
Purchase and sale of treasury shares	10.3	- 22.5
Impact of changes in foreign exchange rates	12.3	6.2
Other changes	- 0.2	0.7
Change in net financial debt	24.8	- 88.4
Net financial debt at beginning of period	530.8	442.4
Net financial debt at end of period	506.0	530.8



2016 PERFORMANCE

DEBT COVENANTS AND LIQUIDITY: A HEALTHY FINANCIAL POSITION AT 31/12/2016

**Net financial debt
at 31/12/2016:
€506.0m**

**Available undrawn amount:
€1.1bn**
*i.e. 58% of authorised amount**

**EBITDA leverage:
1.47x (max. 3.0x)**

- Long terms maturity**
- **Bond: 2019**
 - **Bank borrowing facilities: 2021**
(extension possible to 2023)

* Assuming a constant amount of commercial paper (€302.7m at 31 December 2016) and overdrafts



2016 PERFORMANCE

31/12/2016: SIMPLIFIED BALANCE SHEET

	31/12/2016 (€m)	31/12/2015 (€m)
Goodwill	1,557.0	1,586.9
Allocated intangible assets	179.7	186.5
Other fixed assets	160.8	162.8
Equity-accounted investments	202.3	154.4
Fixed assets	2,099.8	2,090.7
Net deferred tax	128.9	126.9
Trade accounts receivable (net)	1,132.7	1,099.8
Other assets and liabilities	- 1,171.5	- 1,117.2
Working capital requirement (WCR)*	- 38.7	- 17.4
Assets + WCR	2,190.0	2,200.1
Equity	1,103.1	1,233.1
Provisions for post-employment benefits	464.5	309.4
Provisions for contingencies and losses	116.4	126.8
Net financial debt	506.0	530.8
Capital invested	2,190.0	2,200.1

* After reclassification of certain items in WCR as of 31/12/2015



PRIORITÉS FOR 2017



Continue to improve performance

Proactive policy of targeted acquisitions

Shift business mix with goal of Consulting and Solutions accounting for 15% and 20% respectively by 2020

Continue to adapt our model to respond to all the challenges posed by digital transformation:

- Agile and collaborative working methods
- Artificial intelligence and RPA (robotics process automation)
- Human resources



2017 TARGETS

Organic revenue growth of between 2% and 3%

Operating margin on business activity of around 8.5%

Free cash flow > €150m



Q1 2017 REVENUE PERFORMANCE

	Revenue			
	Q1 2017 (€m)	Q1 2016 Restated* (€m)	Organic growth (%)	Totale growth (%)
France	410.4	390.8	+ 5.0%	+ 5.8%
<i>of which C&SI</i>	360.2	340.5	+ 5.8%	+ 6.8%
<i>of which I2S</i>	50.2	50.3	- 0.2%	- 0.2%
United Kingdom	205.2	212.9	- 3.6%	- 13.5%
Other Europe	200.9	173.3	+ 15.9%	+ 17.7%
Sopra Banking Software	85.9	83.6	+ 2.8%	+ 25.0%
Other Solutions	51.3	49.3	+ 4.1%	+ 4.9%
Total	953.7	909.9	+ 4.8%	+ 4.4%

* Revenue at 2017 scope and exchange rates



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AUDITORS' REPORTS

- Statutory Auditors' report on the consolidated and individual financial statements
- Statutory Auditors' special report on regulated agreements and commitments
- Other reports of the Statutory Auditors



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INFORMATION ABOUT PROPOSED RESOLUTIONS

Quorum and majority rules

- **Ordinary General Meeting**

- The resolutions submitted for the approval of the Ordinary General Meeting require a quorum of at least one fifth of the total voting shares and a majority of the votes of the shareholders present or represented by proxy holders.

- **Assemblée Générale Extraordinaire**

- The resolutions submitted for the approval of the Extraordinary General Meeting require a quorum representing at least one quarter of the total voting shares and a majority of two thirds of the votes of the shareholders present or represented by proxy holders.
- As an exception to the preceding, the resolution 13, even though they are submitted for the approval of the Extraordinary General Meeting, requires a quorum of at least one-fifth of the total voting shares and a majority of the votes of the shareholders present or represented by proxy holders.



All the resolutions proposed by the Board of Directors are presented on pages 273 and following of the 2016 Registration Document



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ALTERNATIVE PERFORMANCE MEASURES

- **Restated revenue**: Revenue for the prior year, expressed on the basis of the scope and exchange rates for the current year.
- **Organic revenue growth**: Increase in revenue between the period under review and the restated revenue for the same period in the prior financial year.
- **EBITDA**: This measure, as defined in the Registration Document, is equal to the consolidated operating profit on business activity adding back depreciation and amortisation included in the operating profit on business activity.
- **Operating profit on business activity**: This measure, as defined in the Registration Document, is equal to profit from recurring operations adjusted to exclude the expense relating to the cost of services rendered by the grantees of stock options and free shares and additions to the amortisation of allocated intangible assets.
- **Profit from recurring operations**: This measure is equal to operating profit before other operating income and expenses, which includes any particularly significant items of operating income and expense that are unusual, abnormal, infrequent or not predictive, presented separately in order to give a clearer picture of performance based on ordinary activities.
- **Recurring net earnings per share**: This measure is equal to basic net earnings per share before taking into account other operating income and expenses net of tax.
- **Free cash flow**: Free cash flow is defined as the net cash from operating activities (as described in the consolidated cash flow statement in the Registration Document), less investments (net of disposals) in tangible and intangible fixed assets, less net interest and less additional contributions to address any deficits in defined-benefit pension plans.





END OF THE ANNUAL GENERAL MEETING



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