

2017

CONVENING NOTICE

# COMBINED GENERAL MEETING

TUESDAY 13 JUNE 2017 AT 2:30 P.M.

Pavillon Dauphine,  
Place du Maréchal de Lattre de Tassigny, 75116 Paris



## CONTENTS

	A WORD FROM THE CHAIRMAN	3
<b>1</b>	INSTRUCTIONS FOR PARTICIPATING IN THE MEETING	4
<b>2</b>	HOW TO GET TO THE SHAREHOLDERS MEETING	7
<b>3</b>	CORPORATE GOVERNANCE	8
<b>4</b>	SOPRA STERIA'S ACTIVITIES AND STRATEGY	30
<b>5</b>	MEETING AGENDA FOR THE COMBINED GENERAL MEETING	44
<b>6</b>	SUMMARY OF RESOLUTIONS	45
<b>7</b>	PROPOSED RESOLUTIONS	55
	ELECTRONIC NOTICES	60
	REQUEST FOR DOCUMENTS AND INFORMATION	61

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



Sopra Steria Group - Founded 1968  
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# A WORD FROM THE CHAIRMAN

## Pierre PASQUIER

Dear Shareholders,

It is my pleasure to invite you to attend the Combined General Meeting of Sopra Steria Group shareholders, to be held on Tuesday, 13 June 2017 starting at 2:30 p.m. at the Pavillon Dauphine, Place du Maréchal De Lattre de Tassigny, Paris 16, France.

Sopra Steria delivered a strong performance in 2016. The Group exceeded all the targets it had set for itself at the beginning of the year:

- organic revenue growth was buoyant, coming in at 5.2%;
- operating profit on business activity grew by 22.6% to reach 8.0% of revenue, bringing Sopra Steria back to a level close to its historical performance standards;
- the Group generated total cash of €150.6 million, equating to 4% of revenue.

This performance confirms the relevance and success of the tie-up between Sopra and Steria. It also reflects strategic developments initiated by the Group: driving up the value of its offerings through Consulting and Solutions development, strengthening the vertical approach and close client relationships, and stepping up growth in the digital segment, which has proved particularly buoyant.

As such, we significantly strengthened our fundamentals in 2016:

- the Group significantly consolidated its strong position in France, with continued market share gains in Consulting and Systems Integration, which delivered organic growth of 8.0%;
- those businesses and geographies that generated low margins in 2014 (such as infrastructure management, Germany and Scandinavia) significantly turned around their operating performance and overall returned to higher levels of profitability, though room for further optimisation remains;
- Sopra Banking Software significantly strengthened its position by making strong inroads in specialist loans and payments, as well as increasing its investment in its Platform and Amplitude core banking products;
- the value added by our offerings increased as a result of the Solutions development and Consulting businesses accounting for a higher proportion of Group revenue;
- the Enterprise Project was refreshed with a focus on a shared vision and values, giving rise to the launch of an extensive programme of training for all staff. This approach was supplemented by a new employee share ownership plan open to all staff and a long-term incentive plan for the Group's key managers.



The digital revolution is fundamentally transforming our environment. It is speeding up changes in our clients' business models, internal processes and information systems. This goes hand-in-hand with the increasingly important role played by sector-specific IT solution providers, thus opening up the market to new entrants. In this fast-changing environment, our role is more than ever before to bring our customers new ideas and support them in their transformation by helping them make the most effective use of digital technology.

The digital revolution also means digital services companies must adapt their own business models. To this end, Sopra Steria is actively running an extensive transformation programme, supported by the roll-out of agile collaborative working methods, the use of artificial intelligence and RPA (robotics and process automation), and training and development of human resources. We are also revisiting all our offerings with one conviction in mind: that the ability to offer end-to-end solutions, including in particular consulting services and a significant software component, will be decisive in the future.

Drawing on its strengths, fully aware of the challenges of the digital revolution, and determined to pursue and step up its own transformation, Sopra Steria is approaching 2017 with confidence.

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](http://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 13 June.

Pierre Pasquier  
Chairman

# 1 INSTRUCTIONS FOR PARTICIPATING IN THE MEETING

## You must be a shareholder

**Holders of registered shares** must have their shares registered in the Company's accounts no later than 0:00 a.m. (Paris time) on the second business day preceding the Meeting.

**Holders 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 no later than 0:00 a.m. (Paris time) on the second business day preceding the Meeting. Documents are to be sent to CIC – Service Assemblées – 6 avenue de Provence – 75009 Paris, France.

The deadline for completing these formalities is **9 June 2017** at 0:00 a.m. (Paris time).

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

- for registered shareholders, *via* a link in the "Investors" section of the Company's website (<https://www.soprasteria.com/en/investors>), which automatically redirects shareholders to the dedicated voting portal (<https://www.cmcics-nominatif.com>).

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

## 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 as follows:

#### Postal requests for admission cards

- **Holders of registered shares:** Send the admission card request by post so that it will be received no later than 9 June 2017 by CIC – Service Assemblées – 6 Avenue de Provence – 75009 Paris, France, or report to the venue on the day of the General Meeting;
- **Holders of bearer shares:** Ask the authorised intermediary responsible for managing your securities account to request an admission card. CIC must receive the authorised intermediary's request before 7 June 2017.

In either case, if CIC receives an admission card request after that date, the shareholder concerned will need to report to the reception counter for "Shareholders without cards" or "Shareholders without documents" on the day of the Meeting and present his or her certificate of investment.

#### Electronic requests for admission cards for holders of registered shares

- **Registered shareholders** wishing to attend the General Meeting in person may request an admission card online by submitting their request on Votaccess, the secure electronic voting system accessible *via* a link in the "Investors" section of the Company's website (<https://www.soprasteria.com/en/investors>), which automatically redirects shareholders 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 then be sent to shareholders according to their choice, by electronic means or by post.

### 2. You would like to send a postal or electronic vote or appoint the Chairman or another representative as your proxy

#### Postal voting or proxy forms

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

- **for holders of registered shares:** fill in and send back the voting or proxy form, included with the invitation to the Meeting, to the following address: CIC – Service Assemblées – 6 Avenue de Provence – 75009 Paris, France. [see instructions below];
- **for holders of bearer shares:** send a request for the combined voting or proxy form to the intermediary managing the securities account upon receiving the invitation to the Meeting. This form must first be filled in by the shareholder, then sent back to the intermediary, which will attach its certificate of investment for the shareholder and forward both documents to CIC – Service Assemblées – 6 Avenue de Provence – 75009 Paris, France.

In order to be taken into account, voting forms must be received by CIC at the address provided above no later than three days prior to the General Meeting, i.e. by 9 June 2017.

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, i.e. by 9 June 2017.

### Electronic submission of voting or proxy forms for holders of registered shares

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 in the "Investors" section of the Company's website (<https://www.soprasteria.com/en/investors>), which automatically redirects shareholders 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 should follow the on-screen instructions to access the VOTACCESS system, where they can submit voting instructions, appoint a proxy or rescind a proxy appointment.

### 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 following website: <https://www.cmcics-nominatif.com>
- Holders of bearer shares must send an e-mail to the following address: [proxyag@cmcic.fr](mailto:proxyag@cmcic.fr)

This e-mail must include the following information: the name of the company concerned (Sopra Steria Group); the date of the General Meeting (13 June 2017); 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 – Service Assemblées – 6 Avenue de Provence – 75009 Paris, 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-mails and/or written confirmations must be received no later than the day before the General Meeting, i.e. 12 June 2017, at 3:00 p.m. (Paris time).

### The VOTACCESS system for this General Meeting will be accessible starting on 22 May 2017.

Online voting in advance of the Meeting will close the day before the Meeting, i.e. 12 June 2017, 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. (Paris time) on the second business day preceding the General Meeting, the Company will invalidate or adjust, as required, the postal or electronic vote, proxy or 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 0:00 a.m. (Paris time) on the second business day preceding the General Meeting, 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.

### Requests for the inclusion of items of business on the agenda or proposed resolutions and written questions from the shareholders

- Pursuant to the provisions of Article R. 225-84 of the French Commercial Code, shareholders may submit written questions to the Board of Directors. These questions must be sent to the Company's registered office by registered letter with proof of receipt or by e-mail to [assembleegenerale@soprasteria.com](mailto:assembleegenerale@soprasteria.com) no later than the fourth business day preceding the General Meeting, i.e. by 7 June 2017. In order to be considered, questions must be accompanied by a deposit certificate for a securities account in the name of the shareholder (*attestation d'inscription en compte*).
- Requests for the inclusion of items of business or proposed resolutions on the agenda for the General Meeting by shareholders fulfilling the legal requirements in force must be received at the Company's registered office, sent by registered letter with proof of receipt, or by e-mail to [assembleegenerale@soprasteria.com](mailto:assembleegenerale@soprasteria.com), no later than the 20<sup>th</sup> day after the date of publication of the notice of meeting, i.e. by 14 May 2017. The reasons for their submission must be clearly stated and they must be accompanied by a deposit certificate for a securities account in the name of the shareholder (*attestation d'inscription en compte*).

Requests for the inclusion of proposed resolutions are to be accompanied by the text of the proposed resolutions, which may be supplemented by a brief summary of the reasons for putting them forward.

Furthermore, shareholders are reminded that the examination by the General Meeting of items of business or proposed resolutions to be presented is subject to the submission by the parties involved of newly issued deposit certificates for their securities accounts under the same conditions as those indicated above, no later than 0:00 a.m. (Paris time) on the second business day preceding the General Meeting.

Prior notice of the Combined General Meeting was published in the *Bulletin des Annonces Légales Obligatoires* dated 24 April 2017.

The official notice will be published in the *Bulletin des Annonces Légales Obligatoires* and in the *Eco des Pays de Savoie* newspaper on 26 May 2017.

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 Company's registered office, located at PAE Les Glaisins, Annecy-le-Vieux, 74940 Annecy, France, and, for the types of documents mentioned in Article R. 225-73-1 of the French Commercial Code, in the "Investors" section of the Company's website at the following address: <https://www.soprasteria.com/en/investors>

## Instructions for filling out the voting form:

- 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;
- To appoint the Chairman as your proxy: fill in the box for **[I appoint the Chairman of the General Meeting as my proxy]**;
- 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 page 4.

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.

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

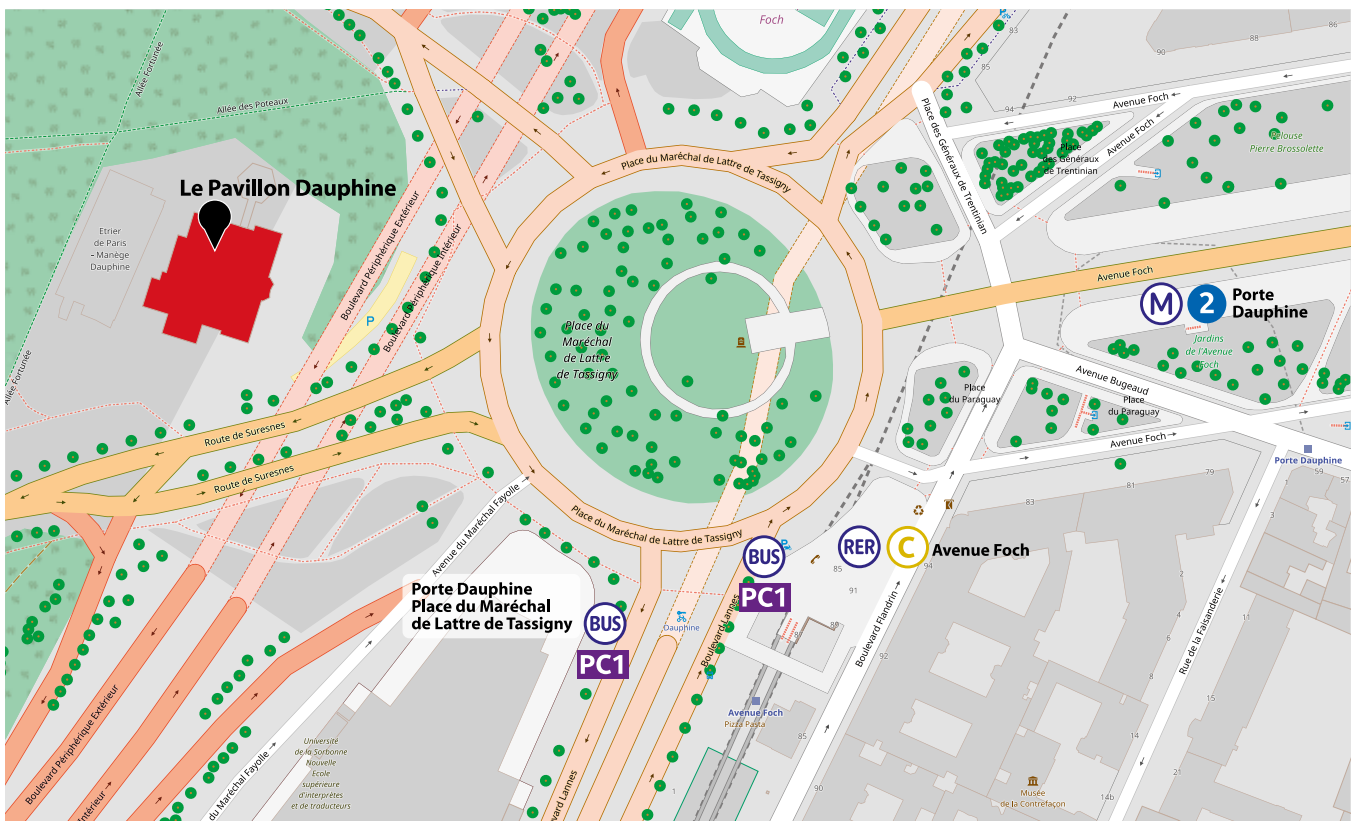
Check your detail  
here, or enter your  
name and address.

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.



## 2 HOW TO GET THE SHAREHOLDERS MEETING

Pavillon Dauphine,  
Place du Maréchal de Lattre de Tassigny, 75116 Paris



### BY RAIL

Metro : line 2 - Porte Dauphine

RER : line C - Foch

### BY BUS

Bus : PC1 - Porte Dauphine

### BY CAR

Coming from the inner ring road, take "Porte Dauphine exit"

# 3 CORPORATE GOVERNANCE

Sopra Steria's corporate governance is structured around the Chairman, the Board of Directors and Executive Management. At 12 April 2017, the Board of Directors consists of 19 members with the right to vote, 11 of whom have served on the Board for less than four years. Executive management responsibility is held by a Chief Executive Officer and two Deputy CEOs. The Executive Committee (ExCom) consists of Executive Management and the heads of the main operating and functional entities.

## Governance



**Pierre Pasquier**  
Chairman



**François Odin**  
Vice-Chairman



**Eric Hayat**  
Vice-Chairman



**Aurélie Abert**  
Director representing  
the employees



**Astrid Anciaux**  
Director



**Kathleen Clark Bracco**  
Permanent representative  
of Sopra GMT  
Chairman of the  
Nomination, Ethics and  
Governance Committee



**Emma Fernández**  
Independent Director



**Gérard Jean**  
Independent Director  
Chairman of the  
Compensation  
Committee



**Jean Mounet**  
Director



**Jean-Luc Placet**  
Independent  
Director



**Eric Pasquier**  
Director



**Jean-Bernard Rampini**  
Director



**Sylvie Rémond**  
Director



**Marie-Hélène  
Rigal-Drogerys**  
Independent Director



**Gustavo Roldan  
de Belmira**  
Director representing  
the employees



**Hervé Saint-Sauveur**  
Independent Director  
Chairman of the Audit  
Committee



**Jean-François  
Sammarcelli**  
Independent  
Director



**Jessica Scale**  
Independent  
Director



**Solfrid Skilbrig**  
Director

41% / Independent Directors

41% / Women

59% / Men

7 / Nationalities

9 MEETINGS IN 2016



97% ATTENDANCE RATE

## Executive Management



**Vincent Paris**  
Chief Executive  
Officer



**John Torrie**  
Deputy Chief  
Executive Officer



**Laurent Giovachini**  
Deputy Chief Executive  
Officer

**Executive Committee**



# 1. Presentation of the Board of Directors

## 1.1 Members of the Board of Directors

On the date at which this Registration Document was published, the Board of Directors had 19 members with the right to vote, 17 of whom were appointed at the General Meeting and 2 of whom were Directors representing employees.

Sopra GMT, the Group's key holding company in which the founders own the bulk of their shareholding (see Sopra Steria's Registration document 2016, Chapter 6, pages 245 to 258) has de facto control of Group.

The current size and composition of the Board of Directors reflect to a large extent the negotiations conducted in 2014 by Sopra GMT with Groupe Steria with a view to its merger with Sopra Group to form Sopra Steria Group.

To foster integration between the two companies, the shareholders' agreement between Sopra GMT and Soderi, the general partner of Groupe Steria, provides for a balance between the number of Directors representing Sopra GMT and those representing Steria on the combined entity's Board of Directors and for a Soderi representative to have one seat.

Sopra GMT's representatives pursuant to this agreement are Pierre Pasquier, François Odin, Éric Pasquier and Kathleen Clark-Bracco (permanent representative of Sopra GMT).

The Directors representing Steria are Astrid Anciaux, Solfrid Skilbrig, Éric Hayat and Jean-Bernard Rampini, the latter being Soderi's representative.

### 1.1.1. SKILLS AND EXPERTISE REQUIRED

The Nomination, Ethics and Governance Committee chaired by Sopra GMT ensures that the members of the Board of Directors together possess the necessary skills and knowledge:

- first and foremost about the Company and its business lines, particularly consulting, systems integration and industry-specific solutions in banking and also in its other sectors of activity. Thorough knowledge of the Company, its clients, its strategic, technological and commercial positioning is essential for strategic decision-making (most of the Directors have some or all of this expertise);
- about Axway Software, its technology and its market: the ownership of a 32.9% shareholding in Axway Software, which was spun off from Sopra Group and listed in 2011, has created an unusual situation as part of the work on strategy (Kathleen Clark-Bracco, Emma Fernández, Pierre Pasquier and Hervé Saint-Sauveur are members of Axway Software's Board of Directors);
- in specific client sectors such as banking and finance (Sylvie Rémond's and Jean-François Sammarcelli's areas of expertise);

- in areas related to management control and the assessment of the Company's internal control and risk management system (Astrid Anciaux, Marie-Hélène Rigal, Sylvie Rémond and Hervé Saint-Sauveur are the Directors who possess these specific skills and expertise).

### 1.1.2. APPLICATION OF THE PRINCIPLE OF BALANCED GENDER REPRESENTATION

Pursuant to French law, the maximum number of Directors appointed by shareholders at the General Meeting stands at 18. The size and composition of the Board of Directors at 31 December 2016, which consisted of 6 women and 11 men (excluding Directors representing the employees), made achieving a 40% representation rate for women mathematically impossible. The resignation of Christian Bret, an Independent Director whose term in office ran until the General Meeting to be called to approve the 2017 financial statements, and the appointment of Emma Fernández, subject to the approval of the General Meeting, achieved compliance with this requirement from 19 January 2017 (41.2% women).

### 1.1.3. DIRECTORS REPRESENTING THE EMPLOYEES AND EMPLOYEE SHAREHOLDERS

- Two Directors representing employees were appointed in August 2015 by the Sopra Steria Group's works council, namely Aurélie Abert and Gustavo Roldan de Belmira. The latter is a member of the Compensation Committee.
- Astrid Anciaux, Chairman of the Supervisory Board of the FCPE Steriactions corporate mutual fund, has been a member of the Board of Directors since September 2014.

### 1.1.4. INDEPENDENT DIRECTORS

The Nomination, Ethics and Governance Committee also monitors the proportion of Independent Directors sitting on the Board. Its target is for around one-third of the members of the Board of Directors at least (excluding the employee representatives) to be independent. Every year, the Committee and then the Board of Directors review the members' status in the light of the requirements of Article 8.5 of the AFEP-MEDEF Code of Corporate Governance for Listed Companies, according to which an Independent Director:

- requirement 1: must not be an employee or executive company officer of the Company; or an employee, executive company officer or Director of a consolidated company or the parent company, and must not have held such a position at any time over the preceding five years;
- requirement 2: must not be an executive company officer of a company in which the Company holds, either directly or indirectly, a directorship or in which an employee appointed as such or an executive company officer of the Company (serving currently or having served within the preceding five years) holds a directorship;

- requirement 3: must not be a customer, supplier, commercial banker or corporate banker material to the Company or Group;
- requirement 4: must not be a customer, supplier, commercial banker or corporate banker, a material portion of whose business is transacted with the Company or Group;
- requirement 5: must not have close family ties with a company officer;
- requirement 6: must not have been a Statutory Auditor during the preceding five years;
- requirement 7: must not have been a Director for more than 12 years.

The seven members (41%) of the Board of Directors qualifying as independent are:

- Emma Fernández;
- Gérard Jean;
- Jean-Luc Placet;
- Marie-Hélène Rigal-Drogerys;
- Hervé Saint-Sauveur;
- Jean-François Sammarcelli;
- Jessica Scale.

### Comments and clarifications

#### Requirement 1

Like Sopra Steria Group, Axway Software is fully consolidated by Sopra GMT. In keeping with the opinion of the Nomination, Ethics and Governance Committee, the Board of Directors considers that the status of Hervé Saint-Sauveur and of Emma Fernández as members of the Board of Directors of Axway Software does not call into question their status as Independent Directors:

- Axway Software's day-to-day operations and investments are not discussed by Sopra Steria Group's Board of Directors, although it is kept informed on a very regular basis of the company's position operational and financial performance;
- the procedure for handling potential conflicts of interest would apply to the consideration of matters related to Axway Software;
- the Independent Directors present on Sopra Steria Group's and Axway Software's Boards of Directors ensure that opinions independent of the core shareholder are heard on issues concerning both companies and their strategy.

#### Requirements 3 and 4

Sopra Steria Group purchases consulting services from PwC. Jean-Luc Placet's role within PwC is not connected operationally with the relevant activities. These services are not material either for Sopra Steria Group or for PwC, either with respect to their nature or the revenues they generate. They do not give rise to any reciprocal dependence. Accordingly, the Nomination, Ethics and Governance Committee considers that these services do not constitute a material business relationship likely to call into question Jean-Luc Placet's status as an Independent Director. The Board of Directors has endorsed this view.

No other business relationships were identified by the Company with Independent Directors.

#### Requirement 7

Gérard Jean and Hervé Saint-Sauveur have been members of the Board of Directors since 2003. The Nomination, Ethics and Governance Committee considered this situation. It duly noted the recommendation stating that "Loss of the status of Independent Director occurs on the date at which this period of twelve years is reached" shall apply "at the close of the 2017 General Meeting called to approve the 2016 financial statements" in accordance with the AFEP-MEDEF Code.

It concluded that the loss of this status by the relevant parties one year prior to the end of their current term in office would be artificial and not justified. These Directors' professional circumstances and their role within a radically overhauled Board of Directors have changed over the period. The Company's governance structure has changed twice. It went from having a Supervisory Board and Management Board to a Board of Directors having a combined Chairman and Chief Executive Officer. It then switched to become a company with a Board of Directors having a separate Chairman and Chief Executive Officer. The merger between Sopra and Steria transformed the Group and expanded its shareholder base. The current executive management team has been in place only since 2015. The composition of the group of shareholders acting in concert led by the core shareholder Sopra GMT with de facto control of the Company has itself changed. These fundamental changes contributed preventing the creation of ties to particular interests likely to compromise the exercise of these Directors' independent judgement.

The Board of Directors approved the recommendation of the Nomination, Ethics and Governance Committee and continued to consider Gérard Jean and Hervé Saint-Sauveur as Independent Directors.

#### Other

The Board of Directors has decided to propose the appointment of Christian Bret as a Non-Voting Director (see below), since he satisfies all the objective independence requirements stated in the AFEP-MEDEF Code.

### 1.1.5. NON-VOTING DIRECTORS

Under the Articles of Association, Non-Voting Director shall attend Board of Directors' meetings, and shall receive notice of such meetings in the same manner as the Directors. At the initiative of the Board of Directors, they may also sit on the committees created by the Board.

Non-Voting Director shall receive all documents provided to the Board of Directors. They shall keep the Board's deliberations confidential.

Non-Voting Director shall have no decision-making power, but shall be at the disposal of the Board of Directors and its Chairman to provide their opinions on matters of all types submitted to them, in particular, technical, commercial, administrative and financial matters. They shall participate in deliberations in an advisory capacity but shall not take part in votes. Their absence from meetings shall have no effect on the validity of decisions.

Bernard Michel's term in office came to an end at the close of the General Meeting of 22 June 2016. Shareholders will vote on the proposed appointment of Christian Bret as a Non-Voting Director to the end of his original term in office as a Director, i.e. until the General Meeting called to approve the 2017 financial statements.

### 1.1.6. DIVERSITY OBJECTIVES

The Board of Directors has not set specific diversity objectives. That said, since its merger with Steria, the contribution made by France has dropped from two-thirds to just under half the Group's total revenues. The Board of Directors has thus gradually become more international in its outlook and now has members with French, British, Spanish, Belgian, Norwegian, US and Colombian nationality. Several of the Directors with French nationality possess international experience and either hold or have held directorships in companies outside France.

## 1.2. Summary presentation 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 first appointment	Date term of office began	End of current term
<b>Pierre Pasquier</b> Chairman of the Board of Directors	81		1			x	1968 - creation of Sopra	19/06/2012	AGM 2018
<b>François Odin</b> Vice-Chairman of the Board of Directors	83		0	x			1968 - creation of Sopra	19/06/2012	AGM 2018
<b>Éric Hayat</b> Vice-Chairman of the Board of Directors	76		0		x	x	27/06/2014	03/09/2014 <sup>(1)</sup>	AGM 2018
<b>Aurélie Abert</b> Director representing the employees	35		0				27/08/2015	27/08/2015	AGM 2018
<b>Astrid Anciaux</b> Director	52		0				27/06/2014	03/09/2014 <sup>(1)</sup>	AGM 2018
<b>Sopra GMT</b> <b>Represented by Kathleen Clark-Bracco*</b> Chairman of the Nomination, Ethics and Governance Committee	50		1		x	Chairman	27/06/2014	27/06/2014	AGM 2018
<b>Emma Fernández</b> Director	53	yes	2				19/01/2017**	19/01/2017**	AGM 2018
<b>Gérard Jean</b> Chairman of the Compensation Committee	69	yes	0		Chairman	x	30/06/2003	19/06/2012	AGM 2018
<b>Jean Mounet</b> Director	72		1				19/06/2012	19/06/2012	AGM 2018

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

\*\* Emma Fernández was appointed on 19 January 2017 subject to ratification of her appointment at the General Meeting of 13 June 2017 (see Resolution 10, page 56).

(1) Date of satisfaction of the condition precedent for appointment by the General Meeting of Shareholders, contingent upon the success of the public exchange offer made by Sopra Group for Groupe Steria.

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 first appointment	Date term of office began	End of current term
<b>Éric Pasquier</b> Director	46		0				27/06/2014	27/06/2014	AGM 2018
<b>Jean-Luc Placet</b> Director	65	yes	0		x	x	19/06/2012	19/06/2012	AGM 2018
<b>Jean-Bernard Rampini</b> Director	60		0				27/06/2014	03/09/2014 <sup>(1)</sup>	AGM 2018
<b>Sylvie Rémond</b> Director	53		0				17/03/2015 <sup>(2)</sup>	17/03/2015 <sup>(2)</sup>	AGM 2018
<b>Marie-Hélène Rigal-Drogerys</b> Director	47	yes	0	x			27/06/2014	27/06/2014	AGM 2018
<b>Gustavo Roldan de Belmira</b> Director representing the employees	59		0		x		27/08/2014	27/08/2015	AGM 2018
<b>Hervé Saint-Sauveur</b> Chairman of the Audit Committee	72	yes	1	Chairman			30/06/2003	19/06/2012	AGM 2018
<b>Jean-François Sammarcelli</b> Director	66	yes	1				15/04/2010	19/06/2012	AGM 2018
<b>Jessica Scale</b> Director	54	yes	0				22/06/2016	22/06/2016	AGM 2018
<b>Solfrid Skilbrigt</b> Director	58		0				21/04/2015 <sup>(2)</sup>	21/04/2015 <sup>(2)</sup>	AGM 2018

**After the General Meeting of 13 June 2017 and subject to the approval of Resolution 15 (page 57)**



<b>Christian Bret***</b> Non-Voting Director	76		2		x	x	19/06/2012	13/06/2017	AGM 2018
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\*\*\* Christian Bret satisfies all the objective independence requirements stated in the AFEP-MEDEF Code.

(1) Date of satisfaction of the condition precedent for appointment by the General Meeting of Shareholders, contingent upon the success of the public exchange offer made by Sopra Group for Groupe Steria.

(2) Date of co-optation.

## 1.3. Detailed presentation of the members of the Board of Directors

<b>PIERRE PASQUIER</b> Chairman of the Board of Directors		Number of shares in the Company owned personally: <b>108,113</b> <sup>(1)</sup>
	<ul style="list-style-type: none"> <li>■ Member of the Nomination, Ethics and Governance Committee</li> </ul>	<b>Date of first appointment:</b> 1968 (date Sopra was founded) <b>Date term of office began:</b> 19/06/2012 <b>Date term of office ends:</b> General Meeting to approve the financial statements for the year ended 31/12/2017
	<b>Business address:</b> Sopra Steria Group – 9 bis, rue de Presbourg 75116 Paris – France <b>Nationality:</b> French <b>Age:</b> 81	
<b>Main positions and appointments currently held</b>		<b>Listed company</b>
<ul style="list-style-type: none"> <li>■ Chairman of the Board of Directors of Sopra Steria Group</li> </ul>		✓
<ul style="list-style-type: none"> <li>■ Chairman of the Board of Directors of Axway Software</li> </ul>		✓
<ul style="list-style-type: none"> <li>■ Chairman and CEO of Sopra GMT</li> </ul>		
<ul style="list-style-type: none"> <li>■ Executive officer, Director or permanent representative of Sopra GMT at Sopra Steria Group subsidiaries (direct and indirect)</li> </ul>		
<ul style="list-style-type: none"> <li>■ Company officer of Axway Software's foreign subsidiaries (direct and indirect)</li> </ul>		
<b>Other directorships and offices held during the last 5 years</b>		
<ul style="list-style-type: none"> <li>■ <i>Not applicable</i></li> </ul>		
<b>FRANÇOIS ODIN</b> Vice-Chairman of the Board of Directors		Number of shares in the Company owned personally: <b>47,187</b> <sup>(2)</sup>
	<ul style="list-style-type: none"> <li>■ Member of the Audit Committee</li> </ul>	<b>Date of first appointment:</b> 1968 (date Sopra was founded) <b>Date term of office began:</b> 19/06/2012 <b>Date term of office ends:</b> General Meeting to approve the financial statements for the year ended 31/12/2017
	<b>Business address:</b> Régence SAS – Les Avenières – 74350 Cruseilles – France <b>Nationality:</b> French <b>Age:</b> 84	
<b>Main positions and appointments currently held</b>		<b>Listed company</b>
<ul style="list-style-type: none"> <li>■ Chairman of Régence SAS</li> </ul>		
<ul style="list-style-type: none"> <li>■ Chief Operating Officer and Director of Sopra GMT</li> </ul>		
<b>Other directorships and offices held during the last 5 years</b>		
<ul style="list-style-type: none"> <li>■ <i>Not applicable</i></li> </ul>		

(1) The Pasquier family estate holds 68.61% of the share capital of Sopra GMT (the holding company that takes an active role in managing Sopra Steria Group and Axway Software) Shares held directly or indirectly through Sopra GMT by the Chairman in a personal capacity or by the Chairman's family estate make up more than 10% of the Company's share capital. See Sopra Steria's Registration document 2016, Chapter 6, Section 2 (page 247).

(2) The Odin family estate holds 28.49% of the share capital of Sopra GMT (the holding company that takes an active role in managing Sopra Steria Group and Axway Software). See Sopra Steria's Registration document 2016, Chapter 6, Section 2 (page 247).

**ÉRIC HAYAT**

Vice-Chairman of the Board of Directors

Number of shares in the Company  
owned personally: **40,000**

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

**Business address:**Sopra Steria Group – 9 bis, rue de Presbourg  
75116 Paris – France**Nationality:** French      **Age:** 76**Date of first appointment:** 27/06/2014**Date term of office began:** 03/09/2014 <sup>(1)</sup>**Date term of office ends:** General Meeting to approve the financial statements for the year ended 31/12/2017**Main positions and appointments currently held****Listed company**

- 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 directorships and offices held during the last 5 years**

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

**AURÉLIE ABERT**

Director representing the employees

Number of shares in the Company  
owned personally: **35****Business address:**Sopra Steria Group – ZAC – Les Ailes de l'Europe  
37 chemin des Ramassiers – 31770 Colomiers  
Cedex – France**Nationality:** French      **Age:** 35**Date of first appointment:** 27/08/2015**Date term of office began:** 27/08/2015**Date term of office ends:** General Meeting to approve the financial statements for the year ended 31/12/2017**Main positions and appointments currently held****Listed company**

- Process Engineer, Project Owner Services, Sopra Steria Group

**Other directorships and offices held during the last 5 years**

- *Not applicable*

**ASTRID ANCIAUX**

Director

Number of shares in the Company  
owned personally: **933****Business address:**Sopra Steria Benelux – Le Triomphe – avenue  
Arnaud Fraiteur 15/23 – 1050 Brussels – Belgium**Nationality:** Belgian      **Age:** 52**Date of first appointment:** 27/06/2014**Date term of office began:** 03/09/2014 <sup>(1)</sup>**Date term of office ends:** General Meeting to approve the financial statements for the year ended 31/12/2017**Main positions and appointments currently held****Listed company**

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

**Other directorships and offices held during the last 5 years**

- *Not applicable*

(1) Date of satisfaction of the condition precedent for appointment by the General Meeting of Shareholders, contingent upon the success of the public exchange offer made by Sopra Group for Groupe Steria.



**KATHLEEN CLARK-BRACCO**

Sopra GMT permanent representative

Number of shares in the Company  
owned by **Sopra GMT: 4,034,409****Chairman of the Nomination, Ethics and Governance Committee**

- Member of the Compensation Committee

**Business address:**Sopra Steria Group – 9 bis, rue de Presbourg  
75116 Paris – France**Nationality:** American **Age:** 50**Date of first appointment:** 27/06/2014**Date term of office began:** 27/06/2014**Date term of office ends:** General Meeting to approve the  
financial statements for the year ended 31/12/2017**Main positions and appointments currently held by Kathleen Clark-Bracco****Listed company**

- Director of Corporate Development of Sopra Steria Group ✓
- Vice-Chairman of the Board of Directors of Axway Software ✓
- Director with responsibility for Sopra GMT
- Director or permanent representative of Sopra GMT at Sopra Steria Group subsidiaries

**Other directorships and offices held during the last 5 years**

- Director of Sopra Group – (19/06/2012 – 15/07/2014) ✓

**EMMA FERNÁNDEZ****Independent Director**Number of shares in the Company  
owned personally: **100****Business address:**Sopra Steria Group – 9 bis, rue de Presbourg  
75116 Paris – France**Nationality:** Spanish **Age:** 53**Date of co-optation:** 19/01/2017**Date term of office ends:** General Meeting called  
to approve the financial statements for the year ended  
31/12/2017 subject to approval by the General Meeting of  
13 June 2017 (see Resolution 10, page 56)**Main positions and appointments currently held****Listed company**

- Director of Axway Software ✓
- Director of Ezentis ✓
- Managing Partner, Kleinrock Advisors

**Other directorships and offices held during the last 5 years**

- Senior Executive Vice President of Indra
- Member of the Executive Committee of Spain's Chamber of Commerce
- Member of the Executive Committee of Elcano Royal Institute

**GÉRARD JEAN**

Independent Director

Number of shares in the Company  
owned personally: **1**

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

**Business address:**Sopra Steria Group – 9 bis, rue de Presbourg  
75116 Paris – France**Nationality:** French      **Age:** 69**Date of first appointment:** 30/06/2003**Date term of office began:** 19/06/2012**Date term of office ends:** General Meeting to approve the financial statements for the year ended 31/12/2017**Main positions and appointments currently held****Listed company**

- Chairman of Altime Associates SAS
- Member of the Supervisory Board of Kowee SA

**Other directorships and offices held during the last 5 years**

- *Not applicable*

**JEAN MOUNET**

Director

Number of shares in the Company  
owned personally: **7,350****Business address:**Sopra Steria Group – 9 bis, rue de Presbourg  
75116 Paris – France**Nationality:** French      **Age:** 72**Date of first appointment:** 19/06/2012**Date term of office began:** 19/06/2012**Date term of office ends:** General Meeting to approve the financial statements for the year ended 31/12/2017**Main positions and appointments currently held****Listed company**

- Chairman of Trigone SAS
- Director of Econocom Group
- Director or company officer of subsidiaries (direct and indirect) of Sopra Steria Group
- Director of Fondation Télécom
- Chairman of the CPE Lyon–Monde Nouveau endowment fund
- Director of ESCPE

**Other directorships and offices held during the last 5 years**

- Director of AS2M (Malakoff Médéric)
- Member of the Supervisory Board of CXP Groupe

**ÉRIC PASQUIER**

Director

Number of shares in the Company  
owned personally: **503** <sup>(1)</sup>**Business address:**Sopra Banking Software – 9 bis, rue  
de Presbourg 75116 Paris – France**Nationality:** French**Age:** 46**Date of first appointment:** 27/06/2014**Date term of office began:** 27/06/2014**Date term of office ends:** General Meeting to approve the  
financial statements for the year ended 31/12/2017**Main positions and appointments currently held****Listed company**

- Chief Executive Officer of Sopra Banking Software
- Managing Director and member of the Board of Directors of Sopra GMT
- Director or company officer of subsidiaries (direct and indirect) of Sopra Steria Group

**Other directorships and offices held during the last 5 years**

- *Not applicable*

**JEAN-LUC PLACET**

Independent Director

Number of shares in the Company  
owned personally: **100**

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

**Business address:**PwC – 63 rue de Villiers – 92208 Neuilly sur  
Seine – France**Nationality:** French**Age:** 64**Date of first appointment:** 19/06/2012**Date term of office began:** 19/06/2012**Date term of office ends:** General Meeting to approve the  
financial statements for the year ended 31/12/2017**Main positions and appointments currently held****Listed company**

- PwC Partner
- Chairman of IDRH SA
- Chairman of EPIDE
- Member of the Statutory Committee, MEDEF

**Other directorships and offices held during the last 5 years**

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

(1) The Pasquier family estate holds 68.61% of the share capital of Sopra GMT (the holding company that takes an active role in managing Sopra Steria Group and Axway Software) Shares held directly or indirectly through Sopra GMT by the Chairman in a personal capacity or by the Chairman's family estate make up more than 10% of the Company's share capital. See Sopra Steria's Registration document 2016, Chapter 6, Section 2 (page 247).

**JEAN-BERNARD RAMPINI**

Director

Number of shares in the Company  
owned personally: **7,336****Business address:**Sopra Steria Group – 9 bis, rue de Presbourg  
75116 Paris – France**Nationality:** French**Age:** 60**Date of first appointment:** 27/06/2014**Date term of office began:** 03/09/2014 <sup>(1)</sup>**Date term of office ends:** General Meeting to approve the  
financial statements for the year ended 31/12/2017**Main positions and appointments currently held**

Listed company

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

**Other directorships and offices held during the last 5 years**

- Not applicable

**SYLVIE RÉMOND**

Director

Number of shares in the Company  
owned personally: **2****Business address:**Société Générale – 75886 Paris Cedex 18  
France**Nationality:** French**Age:** 53**Date of co-optation:** 17/03/2015**Date term of office ends:** General Meeting to approve the  
financial statements for the year ended 31/12/2017**Main positions and appointments currently held**

Listed company

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

**Other directorships and offices held during the last 5 years**

- Director of Oseo Banque
- Director of SG Ré

**MARIE-HÉLÈNE RIGAL-DROGERYS**

Independent Director

Number of shares in the Company  
owned personally: **100**

- Member of the Audit Committee

**Business address:**ASK – 118 Allée Lac Saint Andre  
73370 Le Bourget du Lac – France**Nationality:** French**Age:** 47**Date of first appointment:** 27/06/2014**Date term of office began:** 27/06/2014**Date term of office ends:** General Meeting to approve the  
financial statements for the year ended 31/12/2017**Main positions and appointments currently held**

Listed company

- Consultant and Partner of ASK Partners

**Other directorships and offices held during the last 5 years**

- Not applicable

(1) Date of satisfaction of the condition precedent for appointment by the General Meeting of Shareholders, contingent upon the success of the public exchange offer made by Sopra Group for Groupe Steria.

**GUSTAVO ROLDAN DE BELMIRA**

Director representing the employees

Number of shares in the Company  
owned personally: **None**

- Member of the Compensation Committee

**Business address:**

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

**Nationality:** French and Colombian  
**Age:** 59

**Date of first appointment:** 27/08/2015**Date term of office began:** 27/08/2015**Date term of office ends:** General Meeting to approve the financial statements for the year ended 31/12/2017**Main positions and appointments currently held****Listed company**

- Branch Chief Technical Officer of Sopra Steria Group

**Other directorships and offices held during the last 5 years**

- *Not applicable*

**HERVÉ SAINT-SAUVEUR**

Independent Director

Number of shares in the Company  
owned personally: **100**

- Chairman of the Audit Committee

**Business address:**

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

**Nationality:** French  
**Age:** 72

**Date of first appointment:** 30/06/2003**Date term of office began:** 19/06/2012**Date term of office ends:** General Meeting to approve the financial statements for the year ended 31/12/2017**Main positions and appointments currently held****Listed company**

- Director of Axway Software

**Other directorships and offices held during the last 5 years**

- Director of LCH Clearnet
- Director of Comexposium
- Director of Viparis Holding
- Elected member of the Paris Chamber of Commerce and Industry

**JEAN-FRANÇOIS SAMMARCELLI**

Independent Director

Number of shares in the Company  
owned personally: **100****Business address:**Sopra Steria Group – 9 bis, rue de Presbourg  
75116 Paris – France**Nationality:** French**Age:** 66**Date of co-optation:** 15/04/2010**Date term of office began:** 19/06/2012**Date term of office ends:** General Meeting to approve the  
financial statements for the year ended 31/12/2017**Main positions and appointments currently held****Listed company**

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

**Other directorships and offices held during the last 5 years**

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

**JESSICA SCALE**

Independent Director

Number of shares in the Company  
owned personally: **10****Business address:**Sopra Steria Group – 9 bis, rue de Presbourg  
75116 Paris – France**Nationality:** French and  
British**Age:** 54**Date of first appointment:** 22/06/2016**Date term of office began:** 22/06/2016**Date term of office ends:** General Meeting to approve the  
financial statements for the year ended 31/12/2017**Main positions and appointments currently held****Listed company**

- Chairman of Digitfit
- Independent consultant specialising in the challenges posed by the digital transformation

**Other directorships and offices held during the last 5 years**

- *Not applicable*



**SOLFRID SKILBRIGT**

Director

Number of shares in the Company  
owned personally: **948****Business address:**Sopra Steria Group Biskop Gunnerus' gate 14A  
– 0185 Oslo – Norway**Nationality:** Norwegian      **Age:** 57**Date of co-optation:** 21/04/2015**Date term of office ends:** General Meeting to approve the  
financial statements for the year ended 31/12/2017**Main positions and appointments currently held****Listed company**

- Director of HR & Strategy at Sopra Steria Group Scandinavia
- Director of Soderi
- Director of the French-Norwegian Chamber of Commerce

**Other directorships and offices held during the last 5 years**

- *Not applicable*

**CHRISTIAN BRET**

Independent Director (until 19/01/2017)

Number of shares in the Company  
owned personally: **10**

- Member of the Compensation Committee
- Member of the Nomination, Ethics and Governance Committee
- Standing for election as a Non-Voting Director (see Resolution 15, page 57)

**Business address:**Sopra Steria Group – 9 bis, rue de Presbourg  
75116 Paris – France**Nationality:** French      **Age:** 76**Date of first appointment:** 19/06/2012**Date term of office began:** 19/06/2012**Date term of office ended:** 19/01/2017**Main positions and appointments currently held****Listed company**

- Director of Altran Technologies

✓

**Other directorships and offices held during the last 5 years**

- Director of Sopra Steria Group
- Director of Econocom Group
- Director of Digital Dimension

✓

✓

✓

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.

## 1.4. Changes since the start of the 2016 financial year in the composition of the Board of Directors

<b>Term of office ends</b>	Bernard Michel, Non-Voting Director (22 June 2016)
<b>Appointment</b>	Jessica Scale (22 June 2016)
<b>Resignation</b>	Christian Bret (19 January 2017)
<b>Co-optation</b>	Emma Fernández (19 January 2017)

### 1.4.1. RATIFICATION OF THE CO-OPTATION OF EMMA FERNÁNDEZ AS A DIRECTOR (RESOLUTION 10)

It is proposed that you ratify the co-optation of Emma Fernández as a Director, as decided by the Board of Directors at its meeting of 19 January 2017, to replace Christian Bret.

Her proposed term of office would thus expire at the end 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:

Emma Fernández – 53 – Spanish national

Emma Fernández is currently Managing Partner at Kleinrock Advisors and serves on the Boards of Directors of Axway Software and Ezentis, a company specialising in infrastructure management for major international companies in the energy and telecommunications sectors.

Ms Fernández previously held various positions at Indra, one of Spain's leading digital services companies, over a period of 25 years. As such, she has developed expertise in areas such as strategy, mergers and acquisitions, corporate governance, innovation, marketing, communications, corporate social responsibility, and talent management.

Ms Fernández graduated from Madrid Polytechnic University with a degree in telecommunications engineering and also earned an MBA from IE Business School.

The proposal to appoint Emma Fernández as a Board member, upon a recommendation from the Nomination, Ethics and Governance Committee, is based on:

- recognition of her skills and experience;
- the need to improve gender balance on the Board of Directors.

Should this proposal be approved, the Board of Directors will consist of ten men and seven women (excluding Directors representing employees), thus exceeding 40% representation for both women and men.

### 1.4.2. APPOINTMENT OF CHRISTIAN BRET AS A NON-VOTING DIRECTOR (RESOLUTION 15)

It is also proposed that you appoint Christian Bret as a Non-Voting Director.

The aim of this appointment is to ensure that the Board of Directors and its specialised committees may continue to benefit from Christian Bret's knowledge and experience until the Board's membership is renewed in 2018.

It should be noted that Christian Bret meets all the independence criteria set out in the Afep-Medef Code.

## 2. Role and compensation of executive company officers

### 2.1. Roles of executive company officers

On 19 June 2012, Sopra's Board of Directors decided to separate the roles of Chairman and Chief Executive Officer.

This emerged as the most appropriate organisational choice in light of the themes raised by the Group's growth and ongoing transformation. The Chairman is tasked with managing strategy, while the Chief Executive Officer is responsible for operations, but they and their teams work in close collaboration and maintain an ongoing dialogue.

Vincent Paris was named Chief Executive Officer on 17 March 2015. He does not hold any comparable positions outside the Group.

John Torrie and Laurent Giovachini were both named Deputy Chief Executive Officer on 17 March and 25 June 2015, respectively.

*The Chairman:*

- guides the implementation of the Group's strategy and all related matters, including mergers and acquisitions;
- oversees investor relations;
- assists Executive Management by contributing to certain operational assignments.

*The Chief Executive Officer:*

- works with the Chairman to design strategy;
- supervises the implementation of decisions adopted;
- ensures the operational management of all Group entities;
- leads the transformation and industrialisation process.

### 2.2. Principles and guidelines used to determine the compensation of executive company officers

While paying particular attention to the stability of the principles used to determine compensation for executive company officers, the Board of Directors re-examines their compensation packages when setting their annual targets. The Board's discussions are preceded by a series of two or three preparatory meetings of the Compensation Committee between December and February.

During these meetings, the Compensation Committee considers the updated information it has received concerning the Group's pay policy. It receives the performance assessment for the past year and the objectives set for the Executive Committee members,

as well as the updates to the annual component of their compensation under consideration. It also requests benchmarking studies to compare its practices with those of other companies in its sector. Lastly, as regards the Chief Executive Officer, it examines the recommendations of the Chairman of the Board of Directors. The Committee ensures that its own recommendations are consistent with all of the information it receives.

#### 2.2.1. FINANCIAL YEAR 2016

Once again in 2016, the Chairman and the Chief Executive Officer, as well as the Deputy Chief Executive Officers and the Group's key operational managers on the Executive Committee, were still covered by the same compensation system.

For several years, this compensation system has consisted of a fixed component, supplemented by a variable component which may equal up to:

- 40% of annual fixed compensation when the Group's profitability target as well as individual targets are met;
- 60% of fixed annual compensation for very strong performance.

The Group profitability target, determined on the basis of "operating profit on business activity", is the same for executive company officers, Executive Committee members and managers whose variable compensation depends in part on it. Defined precisely, the values for the indicator's lower and upper limits as well as the target are not made public for confidentiality reasons. The Company wishes to avoid any interference in financial communications and the forecasting of its results by the market.

The qualitative individual targets are not used to release a variable compensation component, but rather to make upward or downward adjustments to the amount paid on the basis of the main profitability target. As regards executive company officers, in extreme cases, this adjustment may result in the variable compensation portion being removed entirely or the amount paid being increased by up to a maximum of 30% of the upper limit on variable compensation. Personal qualitative objectives relate to specific assignments and/or the executives' personal areas in need of improvement. In either case, as the dissemination of information pertaining to these objectives, whether within or outside the Company, often seems inappropriate, the latter are also not usually made public.

The implementation of the compensation policy for company officers in 2016 is presented below in the summary statements of compensation, options and shares granted to executive company officers.

The guidelines adopted for the 2016 financial year were applied as planned, with no changes made during the financial year.

## Summarised statements of compensation, options and shares granted (AMF Position-Recommendation 2009-16)

## I SUMMARISED STATEMENT OF COMPENSATION, OPTIONS AND SHARES GRANTED TO PIERRE PASQUIER, CHAIRMAN OF THE BOARD OF DIRECTORS (TABLE 1 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, NOVEMBER 2016)

	2016	2015
Compensation due for the year	€530,341	€548,212
Value of stock options granted during the year	-	-
Value of performance shares granted during the year	-	-
Value of other long-term compensation plans	-	-
<b>TOTAL</b>	<b>€530,341</b>	<b>€548,212</b>

## I SUMMARISED STATEMENT OF THE COMPENSATION OF PIERRE PASQUIER, CHAIRMAN OF THE BOARD OF DIRECTORS (TABLE 2 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, NOVEMBER 2016)

	2016		2015	
	Amount due	Amount paid	Amount due	Amount paid
Fixed compensation	€350,000	€350,000	€350,000	€350,000
Annual variable compensation	€150,000	€170,100	€170,100	€192,500
Exceptional compensation	-	-	-	-
Directors' fees	€21,791	€23,779	€23,779	€16,354
Benefits in kind	€8,550	€8,550	€4,333	€4,333
<b>TOTAL</b>	<b>€530,341</b>	<b>€552,429</b>	<b>€548,212</b>	<b>€563,187</b>

As Chairman and CEO of Sopra GMT, the holding company that takes an active role in managing Sopra Steria Group, Pierre Pasquier received fixed compensation in respect of the 2016 financial year from that company in the amount of €60,000. As Chairman of Axway Software, as indicated in its registration document, he also received fixed compensation from the latter company in the amount of €120,000.

The last time that Pierre Pasquier's fixed compensation was revised was the Board of Directors meeting of 21 January 2011.

The variable component of Pierre Pasquier's compensation in respect of 2016 was set, at his request, to €150,000, below the amount recommended by the Compensation Committee. It was thus aligned with his average compensation since 2011 and consistent with the Board's decision concerning the structure of his compensation in 2017 (see §2.2.2 below).

## I SUMMARISED STATEMENT OF COMPENSATION, OPTIONS AND SHARES GRANTED TO VINCENT PARIS, CHIEF EXECUTIVE OFFICER (TABLE 1 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, NOVEMBER 2016)

	2016	2015
Compensation due for the year	€573,527	€537,022
Value of stock options granted during the year	-	-
Value of performance shares granted during the year	€270,750	-
Value of other long-term compensation plans	-	-
<b>TOTAL</b>	<b>€844,277</b>	<b>€537,022</b>

**I SUMMARISED STATEMENT OF THE COMPENSATION OF VINCENT PARIS, CHIEF EXECUTIVE OFFICER**  
(TABLE 2 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, NOVEMBER 2016)

	2016		2015	
	Amount due	Amount paid	Amount due	Amount paid
Fixed compensation	€400,000	€400,000	€353,852	€353,852
Annual variable compensation	€162,400	€171,871	€171,871	€165,000
Exceptional compensation	-	-	-	-
Directors' fees	-	-	-	-
Benefits in kind	€11,127	€11,127	€11,299	€11,299
<b>TOTAL</b>	<b>€573,527</b>	<b>€582,998</b>	<b>€537,022</b>	<b>€530,151</b>

At its meeting on 21 April 2015, the Board of Directors decided, at the suggestion of the Compensation Committee, to change Vincent Paris' fixed annual compensation to €400,000 starting on 1 July 2015.

After taking into account the extent of achievement of the objectives relating to the 2016 financial year, the variable component of Vincent Paris' compensation in respect of 2016 was set at the gross amount of €162,400 (i.e. 68% of its upper limit). This overall percentage reflects the fact that the quantifiable objective was

partially met while the qualitative objectives were more than met (with a special focus on certain of the Group's business segments, in particular so as to ensure the return by some of them to a normative level of profitability).

As a reminder, and for information purposes only, the Group's profitability target (operating margin on business activity) communicated to the market for 2016 was "greater than 7.5%", and the actual margin achieved was 8%.

**I STATEMENT OF DIRECTORS' FEES AND OTHER COMPENSATION RECEIVED BY NON-EXECUTIVE COMPANY OFFICERS**  
(TABLE 3 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, NOVEMBER 2016)

See Sopra Steria's Registration document 2016, Chapter 2, Section 1.2.5, "Compensation of the Board of Directors" (pages 71 and 72).

**I SHARE SUBSCRIPTION AND PURCHASE OPTIONS GRANTED DURING THE YEAR TO EXECUTIVE COMPANY OFFICERS**  
(TABLE 4 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, NOVEMBER 2016)

Name of executive company officer	Number and date of plan	Type of options	Value of options according to the method used for the consolidated financial statements	Number of options granted during the year	Exercise price	Exercise period
-	-	-	-	-	-	-

**I SHARE SUBSCRIPTION AND PURCHASE OPTIONS EXERCISED DURING THE YEAR BY EXECUTIVE COMPANY OFFICERS**  
(TABLE 5 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, NOVEMBER 2016)

Name of executive company officer	Number and date of plan	Number of options exercised during the year	Exercise price
-	-	-	-

**I PERFORMANCE SHARES AWARDED TO EACH EXECUTIVE COMPANY OFFICER DURING THE FINANCIAL YEAR**  
 (TABLE 6 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, NOVEMBER 2016)

Name of executive company officer	Number and date of plan	Number of Sopra Steria Group shares awarded during the year	Value of shares according to the method used for the consolidated financial statements	Vesting date	Availability date	Performance conditions
Vincent Paris	24/06/2016	3,000	€270,750	01/04/2019	01/04/2019 (50%) At the end of his term of office (50%)	<p>1) Change in Sopra Steria Group's consolidated revenue in 2016, 2017 and 2018</p> <p>2) Change in the Group's operating profit on business activity in 2016, 2017 and 2018</p> <p>3) Change in the Group's free cash flow in 2016, 2017 and 2018</p>
<b>TOTAL</b>	-	<b>3,000</b>	<b>€270,750</b>	-	-	-

At its meeting of 24 June 2016, the Board of Directors decided to set up a long-term incentive plan, covering a total of 88,500 rights to free performance shares, for the Group's senior managers.

It granted 3,000 rights to shares (0.01% of the share capital) to Vincent Paris, executive company officer.

The Board of Directors decided at its meeting of 24 February 2017 to set up a long-term incentive (LTI) plan, along the same lines as the 24 June 2016 plan, awarding a total of up to 104,000 rights to free performance shares.

Under this new plan, it awarded 3,000 rights to shares to Vincent Paris, executive company officer.

For these two plans:

The strict performance conditions will be measured over three financial years (the year of allotment and the two following years) against targets for organic consolidated revenue growth, operating profit on business activity (expressed as a percentage of revenue), and free cash flow. There are at least equal to any guidance disclosed to the market.

The Board of Directors also decided that Vincent Paris must retain at least 50% of the vested shares allocated to him under these plans throughout his entire term of office as Chief Executive Officer. Vincent Paris has agreed not to engage in any hedging transactions with respect to performance shares held until the expiry of this plan.

Lastly, the relevant members of the Board of Directors refrained from taking part in deliberations of the Board of Directors in respect of these plans.



**I PERFORMANCE SHARES NO LONGER SUBJECT TO A HOLDING PERIOD DURING THE YEAR FOR EACH EXECUTIVE COMPANY OFFICER (TABLE 7 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, NOVEMBER 2016)**

Name of executive company officer	Number and date of plan	Number of Sopra Steria Group shares no longer subject to a holding period during the year	Vesting conditions
-	-	-	-
<b>TOTAL</b>	-	-	-

**I OVERVIEW OF SHARE SUBSCRIPTION OR PURCHASE OPTION GRANTS – INFORMATION ON SHARE SUBSCRIPTION OR PURCHASE OPTIONS (TABLE 8 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, NOVEMBER 2016)**

See Sopra Steria's Registration document 2016, Chapter 4, Note 5.4.1 (pages 166 and 167).

**I OVERVIEW OF PERFORMANCE SHARE GRANTS – INFORMATION ON PERFORMANCE SHARES (TABLE 9 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, NOVEMBER 2016)**

See Sopra Steria's Registration document 2016, Chapter 5, Section 3.3.3 (page 225).

**I SUMMARY STATEMENT OF THE MULTI-YEAR VARIABLE COMPENSATION OF EACH EXECUTIVE COMPANY OFFICER (TABLE 10 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, NOVEMBER 2016)**

Name and position of executive company officer	Financial year
-	-

**I EMPLOYMENT CONTRACTS, SUPPLEMENTARY PENSION PLANS, ALLOWANCES OR BENEFITS DUE ON THE CESSATION OF DUTIES OR A CHANGE IN DUTIES, NON-COMPETITION CLAUSES (TABLE 11 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, NOVEMBER 2016)**

Executive company officers	Employment contract		Supplementary pension plan		Allowances or benefits due or likely to become due as a result of the cessation of duties or a change in duties		Allowances for a non-competition clause	
	Yes	No	Yes	No	Yes	No	Yes	No
Pierre Pasquier Chairman Term of office began: 2012 Term of office ends: 2018		X		X		X		X
Vincent Paris Chief Executive Officer Term of office began: 2015 Term of office ends: indefinite	X*			X		X		X

\* By way of exception to AFEP-MEDEF guidelines, given his seniority in the Group, the employment contract of Vincent Paris was not terminated when he was appointed Chief Executive Officer. This contract has been in suspension since his appointment as Deputy CEO on 16 January 2014.

### 2.2.2. FINANCIAL YEAR 2017 AND FOLLOWING

In accordance with the second subparagraph of Article L. 225-37-2 of the French Commercial Code, the principles and guidelines used to determine, structure and grant the fixed, variable and exceptional components of the total compensation and benefits of any kind received by the Chairman, the Chief Executive Officer and any Deputy Chief Executive Officers, in recognition of their service in these positions, are presented below.

It should be noted that the payment of variable and exceptional components of compensation is subject to shareholder approval at an Ordinary General Meeting of the compensation package for the individual in question.

**a. Decisions taken by the Board of Directors with a view to amending the principles and guidelines used to determine, structure and grant the fixed, variable and exceptional components of total compensation for executive company officers**

**Compensation of Pierre Pasquier, Chairman of the Board of Directors**

The Board of Directors decided to submit a proposal to the General Meeting to suppress the variable component of compensation for the Chairman without altering the amount of his total compensation package. Under this proposal, the average amount of variable compensation paid since the last update of the fixed component in January 2011 will be included within his fixed compensation, whose gross annual amount will thus be raised from €350,000 to €500,000 in respect of financial year 2017.

This proposal aims to bring the structure of the compensation received by the Chairman of the Board of Directors in line with the AFEP-MEDEF Code, and specifically the provisions of its Article 24.2.

**Compensation of Vincent Paris, Chief Executive Officer**

The Board of Directors decided, taking into account both internal and external comparatives, to raise the fixed component of the Chief Executive Officer's compensation from €400,000 to €500,000, effective 1 January 2017.

The Board of Directors also decided to submit a proposal to the General Meeting to effect a shift in the balance between the fixed and variable components of the Chief Executive Officer's compensation.

Under this proposal, the Chief Executive Officer's variable compensation will be raised from 40% to 60% of his annual fixed compensation should the objectives be met and its upper limit from 60% to 100% in the event of particularly remarkable performance.

This change is intended to tighten the link between performance during the year and total compensation. It will also ensure that ambitious objectives can continue to be set without losing the motivation and loyalty effects of compensation.

Lastly, the Board of Directors decided to submit a proposal to the shareholders at the General Meeting to amend the guidelines for the granting of annual variable compensation so as to base two-thirds of its amount on the achievement of the quantifiable objective (i.e. objectives met: 40% of the annual fixed compensation) and the remaining one-third on the achievement of one or more qualitative objectives (i.e. objectives met: 20% of the annual fixed compensation) which, under the former system, only served to raise or lower the variable compensation effectively paid. The qualitative objectives will be precisely defined, in line with the Group's strategy and/or the assessment of the Chief Executive Officer's performance.

For 2017, the quantifiable objective of operating profit on business activity and the four qualitative objectives in line with strategy were unanimously approved by the Board of Directors during its meeting of 24 February 2017, without the Chief Executive Officer being present. They are not disclosed for reasons of privacy. It should be noted that the qualitative objectives are set in line with the priorities adopted by the Group for financial year 2017, and in particular the objectives of moving toward higher value offerings and the transformation of the Group.

In addition, at the same meeting, the Board of Directors, using the same authorisation given to it pursuant to the Twenty-fifth resolution adopted by the Combined General Meeting of 22 June 2016, decided to set up a long-term incentive plan awarding a total of 104,000 rights to free performance shares, for the Group's senior managers, and to grant 3,000 rights to Vincent Paris, Chief Executive Officer. This award represented 0.01% of the share capital. The authorisation given by the Combined General Meeting of 22 June 2016 caps allotments to the executive company officers at a sub-limit of 0.15% of the share capital.

This granting of rights is subject to strict performance conditions, with performance assessed over a period of three financial years and measured against targets for organic consolidated revenue growth, operating profit on business activity (expressed as a percentage of revenue), and free cash flow. These targets are set no lower than the guidance given to the market, where appropriate.

This plan, like its predecessor in 2016, aims to allow the Company's management to share in the Group's performance and thus to align its interests with those of shareholders and secure its loyalty.

The Board of Directors also decided that Vincent Paris must retain at least 50% of vested shares allocated to him in the framework of this plan throughout his entire term of office as Chief Executive Officer.

- b. **Presentation of the principles and guidelines used to determine, structure and grant the fixed, variable and exceptional components of total compensation and benefits of any kind received by the Chairman of the Board of Directors, the Chief Executive Officer and, where applicable, any Deputy Chief Executive Officers, subject to shareholder approval at the General Meeting**

#### I COMPENSATION OF THE CHAIRMAN OF THE BOARD OF DIRECTORS

Items of remuneration	Comments
Annual fixed compensation	Determination by the Board of Directors, acting on a recommendation by the Compensation Committee
Annual variable compensation	Not applicable: proposal to remove it
Variable deferred compensation	Not applicable
Multi-year variable compensation	Not applicable
Exceptional compensation	Applicable, by decision of the Board of Directors, contingent upon very specific circumstances (spin-off and listing of a subsidiary, merger, etc.) Payment subject to shareholder approval of all items of compensation at an Ordinary General Meeting
Share options, performance shares and any other long-term items of compensation	Not applicable
Directors' fees	In accordance with the Board of Directors' internal rules (see "Structuring rules" in §2.5)
Any other benefits	Company car
Retirement payment	Not applicable
Non-compete payment	Not applicable
Supplementary pension plan	Not applicable

#### I COMPENSATION INFORMATION FOR THE CHIEF EXECUTIVE OFFICER (PRINCIPLES ALSO APPLICABLE FOR ANY DEPUTY CHIEF EXECUTIVE OFFICERS)

Items of remuneration	Comments
Annual fixed compensation	Determination by the Board of Directors, acting on a recommendation by the Compensation Committee (taking into account the responsibilities held, experience, plus internal and external benchmarking) Amount: <ul style="list-style-type: none"> <li>■ 60% of annual fixed compensation if objectives are met;</li> <li>■ upper limit of 100% of annual fixed compensation.</li> </ul> Criteria: <ul style="list-style-type: none"> <li>■ Two-thirds of the amount based on meeting one or more quantifiable objectives and the remaining one-third based on meeting one or more precisely defined qualitative objectives consistent with the Group's strategy and/or the assessment of the company officer's performance;</li> <li>■ Payment subject to shareholder approval of all items of compensation at an Ordinary General Meeting.</li> </ul>
Annual variable compensation	Not applicable
Variable deferred compensation	Not applicable
Multi-year variable compensation	Not applicable
Exceptional compensation	Applicable, by decision of the Board of Directors, in case of very specific circumstances (spin-off and listing of a subsidiary, merger, etc.) Payment subject to shareholder approval of all items of compensation at an Ordinary General Meeting
Share options, performance shares and any other long-term items of compensation	Eligibility for long-term incentive plans set up by the Group for its senior managers with the obligation to hold a portion of the shares that will vest under these plans for the entire duration of the recipient's term of office
Directors' fees	Not applicable (except in case of appointment by the Board of Directors of the Company. Appointments held at Group subsidiaries do not give rise to any compensation)
Any other benefits	Company car; contribution to the GSC unemployment insurance for executives
Retirement payment	Not applicable
Non-compete payment	Not applicable
Supplementary pension plan	Not applicable

# 4 SOPRA STERIA'S ACTIVITIES AND STRATEGY

## Key figures for 2016

Sopra Steria has one of the most extensive portfolios of offerings available on the market, spanning consulting, systems integration, the development of industry- and technology-specific solutions, infrastructure management, cybersecurity and business process services.

**€3.7bn**  
REVENUE  
5.2% organic growth

**€1.1bn**  
EQUITY

 **40,000**  
EMPLOYEES

**€301.1m**  
OPERATING  
PROFIT ON  
BUSINESS ACTIVITY  
8% of revenue

**€506.0m**  
NET FINANCIAL  
DEBT  
1.47xEBITDA

 **184**  
LOCATIONS

**€150.4m**  
NET PROFIT ATTRIBUTABLE  
TO THE GROUP  
4% of revenue

**€2.2bn**  
MARKET  
CAPITALISATION  
AT 31/12/2016

 **>20**  
COUNTRIES

**SERVICES**  
4.3% organic revenue growth

**€3,184m**  
REVENUE

**SOLUTIONS DEVELOPMENT**  
7.7% organic revenue growth

**€557m**  
REVENUE

R&D OF SOLUTIONS

**€111.2m**

# A strong presence in Europe



**39,813**  
GROUP EMPLOYEES



United Kingdom  
**6,508**

Other Europe  
**7,844**

France  
**18,227**

X-Shore  
**7,003**

Rest of the World  
**231**

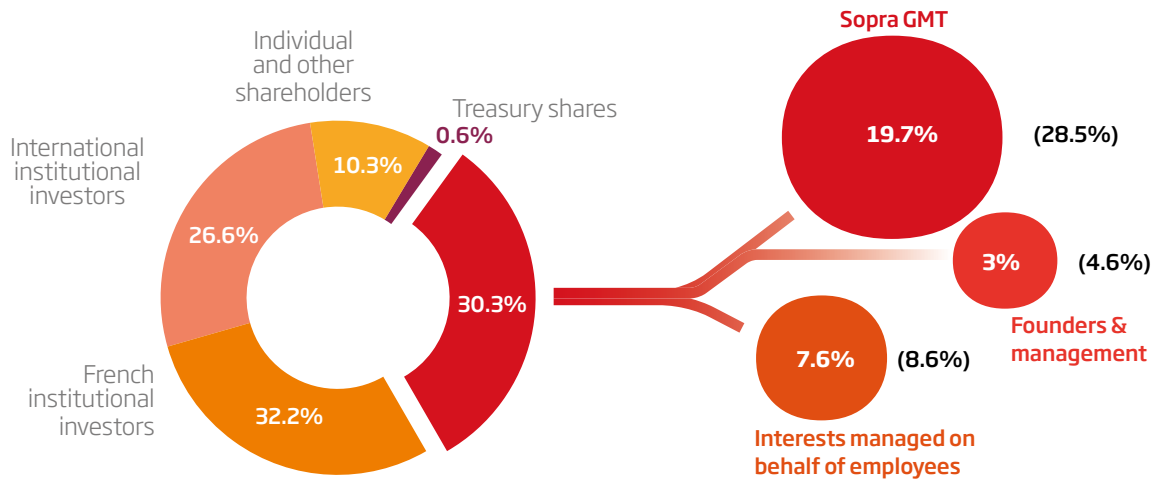


**TOP 5** European digital services companies



**TOP 10** operating in Europe

## Current ownership at 31/12/2016

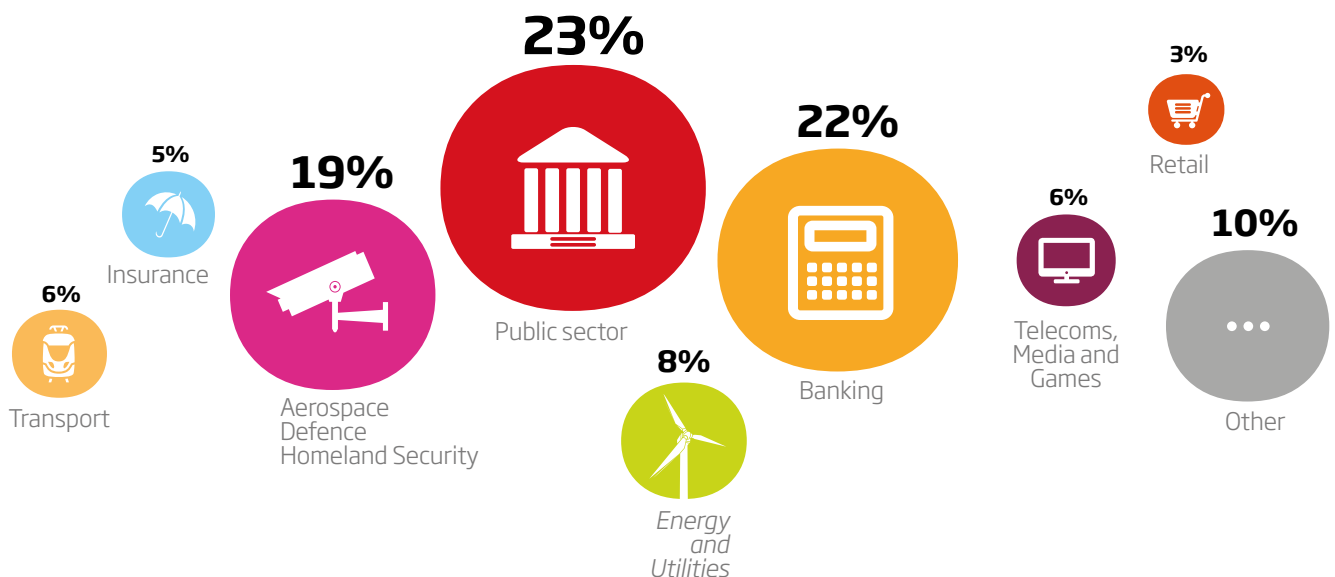


Shareholder identification at 31/12/2016 - holdings of more than 1,000 shares  
 Sopra Steria Group (SOP) is listed on Euronext Paris (Segment A) - SBF 120 index - ISIN: FR0000050809  
 Reuters: SOPR.PA - Bloomberg: SOP:FP

XX.X% = Percentage of share capital held  
 (XX.X%) = Percentage of exercisable voting rights

## A leading position in Europe In strategic vertical markets

### Breakdown of Group revenue by vertical market





# Performance in 2016

## Targets

ORGANIC REVENUE GROWTH:  
between 3% and 5%

OPERATING MARGIN ON BUSINESS  
ACTIVITY: > 7.5%

SIGNIFICANT INCREASE IN NET FREE  
CASH FLOW

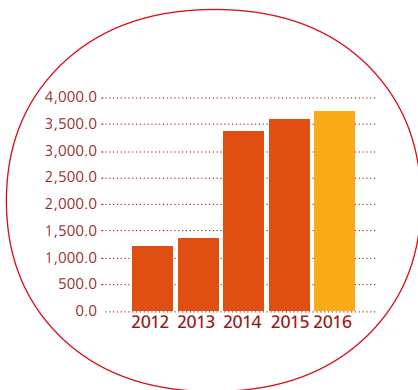
## Performance

**5.2%**

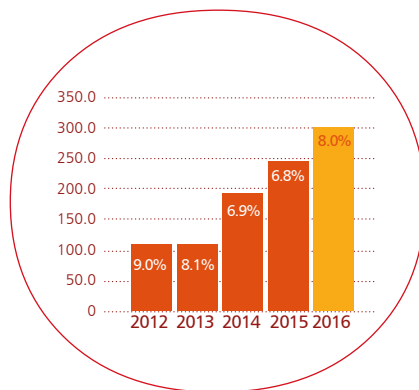
**8.0%**

**€150m**  
(x3 vs. 2015)

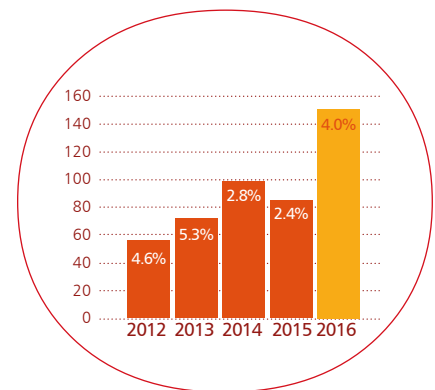
### REVENUE IN €M



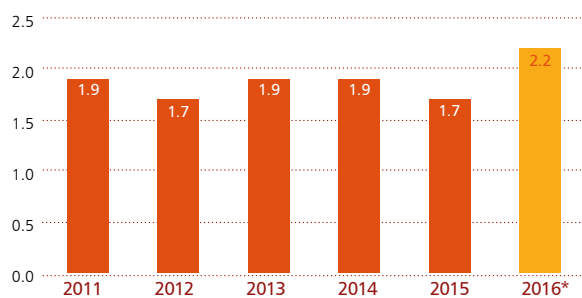
### OPERATING PROFIT ON BUSINESS ACTIVITY IN €M



### NET PROFIT ATTRIBUTABLE TO THE GROUP IN €M



### NET DIVIDEND IN EUROS PER SHARE



(\*) Amount to be proposed at the 2017 General Meeting

### SOPRA STERIA STOCK MARKET PERFORMANCE OVER 5 YEARS\* COMPARED TO THE SBF 120 AND CAC 40 INDICES

\*Base 100 at 02/01/2012

SOPRA STERIA

**+205.73%**

SBF 120

**+57.76%**

CAC 40

**+51.52%**



# 1. General context and key events in 2016

During the 2016 financial year, Sopra Steria exceeded its growth, profitability and cash flow targets, delivering a solid operating performance that saw the Group return to its historical performance standards.

The Group's 2016 performance highlights the relevance and success of the tie-up between Sopra and Steria. It also reflects strategic developments initiated by the Group: driving up the value of its offerings through consulting and solutions, strengthening the vertical approach and close client relationship, and stepping up development in the digital segment, which proved particularly buoyant.

Sopra Steria generated 2016 revenue of €3,741.3 million, reflecting buoyant organic growth of 5.2% (at constant exchange rates of 8.3% and total growth of 4.4%). Currency fluctuations had an adverse impact of €130.3 million, mainly due to the drop in

the sterling-to-euro exchange rate relative to 2015. Meanwhile, changes in scope had a positive impact of €103.9 million. Overall, Group revenue grew by 4.4% in 2016.

The Group's operating profit on business activity grew by 22.6% relative to 2015, to €301.1 million, a margin of 8.0%, up 1.2 percentage points relative to the previous year.

Net profit attributable to the Group increased significantly to €150.4 million, up 78.2%.

Lastly, the Group considerably improved its free cash flow to €150.6 million (versus €49.3 million in 2015).

## 1.1. Key income statement and balance sheet items

<i>(in millions of euros)</i>	<b>2016</b>	<b>2015</b>
Revenue	3,741.3	3,584.4
EBITDA	344.0	303.5
Operating profit on business activity	301.1	245.5
<i>As % of revenue</i>	8.0%	6.8%
Profit from recurring operations	267.8	225.0
<i>As % of revenue</i>	7.2%	6.3%
Operating profit	240.2	152.6
<i>As % of revenue</i>	6.4%	4.3%
Net profit attributable to the Group	150.4	84.4
<i>As % of revenue</i>	4.0%	2.4%
Total assets	3,884.9	3,821.3
Total non-current assets	2,251.3	2,302.1
Equity attributable to the Group	1,070.6	1,194.4
Minority interests	32.5	38.7
Number of shares at 31 December	20,531,795	20,446,723
Basic earnings per share <i>(in euros)</i> <sup>(1)</sup>	7.50	4.27
Fully diluted earnings per share <i>(in euros)</i> <sup>(2)</sup>	7.49	4.26
Net dividend per share <i>(in euros)</i>	2.20 <sup>(3)</sup>	1.70
Total workforce at 31 December	39,813	38,450

<sup>(1)</sup> Net profit attributable to the Group divided by the average number of shares during the year excluding treasury shares.

<sup>(2)</sup> Net profit attributable to the Group divided by the average number of shares during the year excluding treasury shares, taking into account the dilutive effect of instruments convertible into ordinary shares.

<sup>(3)</sup> Dividend to be proposed at the General Meeting of 13 June 2017.

## 1.2. Consolidated financial statements for financial year 2016

### I PERFORMANCE BY REPORTING UNIT

	2016		2015	
	€m	%	€m	%
<b>France</b>				
Revenue	1,528.1		1,364.3	
Operating profit on business activity	123.3	8.1%	102.0	7.5%
Profit from recurring operations	114.4	7.5%	100.8	7.4%
Operating profit	102.7	6.7%	52.3	3.8%
<b>of which C&amp;SI (including CIMPA)</b>				
Organic growth	+8.0%		+3.5%	
Revenue	1,327.4		1,161.1	
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%
<b>of which I2S</b>				
Organic growth	-1.3%		-7.8%	
Revenue	200.6		203.2	
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%
<b>United Kingdom</b>				
Revenue	927.9		1,042.0	
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%
<b>Other Europe</b>				
Revenue	728.1		697.4	
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%
<b>Sopra Banking Software</b>				
Revenue	350.9		282.4	
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%
<b>Other Solutions</b>				
Revenue	206.4		198.3	
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%

In **France**, 2016 revenue came in at €1,528.1 million, equating to organic growth of 6.7% and total growth of 12.0%.

- In **Consulting & Systems Integration**, the Group substantially consolidated its leading position, continuing to win market share from its competitors thanks to very strong momentum: revenue grew by 8.0% on an organic basis to €1,327.4 million, driven by key accounts (up 10%) and consulting services (up 17%) which now account for 12% of total business. The best-performing sectors were defence, aerospace and transport. Strong business growth was coupled with higher profitability, while the Group invested significantly in training (under the New Way programme launched in 2016): the operating margin on business activity came in at 9.0%, compared with 8.7% the previous year.
- **I2S (Infrastructure & Security Services)** posted revenue of €200.6 million. The IT infrastructure management business, which accounts for 90% of the entity's revenue, continued to refocus on higher-added-value services. This resulted in a slight organic decrease in revenue (down 1.3%) and the confirmation of the recovery in profitability begun two years ago. All in all, I2S's operating margin increased by 1.9 percentage points relative to 2015, to 2.2%. This performance has enabled the Group to maintain a target operating margin on business activity of almost 5% for 2017, as set in 2015.

In the **United Kingdom**, the Brexit had no material impact on business in the financial year. However, the British pound fell by an average of 11.4% against the euro, generating a translation loss of €117.5 million. Full-year revenue of €927.9 million was down 11.0% relative to 2015. However, at constant scope and exchange rates, revenue was stable (up 0.4%). Public sector business grew by 2.0%. The private sector business was reorganised, resulting in the beginnings of an improvement. As regards profitability, the region's operating margin on business activity increased by 0.7 percentage points relative to 2015, reaching 8.0%.

The **Other Europe** region's performance in 2016 reflected the success of the recovery plan put in place two years ago, particularly in Germany, where the transformation was a clear success. The region generated revenue of €728.1 million, equating to organic growth of 5.8%. Nearly all countries posted growth, with Spain, Benelux and Norway particularly buoyant. Meanwhile, the region's profitability more than doubled relative to 2015. The operating margin on business activity came in at 5.7%, compared with 2.7% the previous year, mainly thanks to a very strong improvement in Germany, which returned to profit (delivering an operating margin on business activity of 5.7%, compared with 0% in 2015).

For **Sopra Banking Software**, 2016 was a year of significant development and consolidation. Revenue grew by 24.3% (of which 11.7% organic) to €350.9 million. Significant new ground was gained in specialist loans (with the acquisition of Cassiopae in April 2016) and payments (with Sopra Banking Platform for Payments launched for Transactis). Significant milestones were achieved on the product roadmaps, notably Platform, with the delivery of the account management module. A number of major new contracts were also won on Platform (seven new clients) and demand remained strong on Amplitude (with 13 new clients and 23 go-live decisions). Lastly, investment increased, with research and development expenses (recognised in the income statement) up €14 million. Against this backdrop, the operating margin on business activity held steady relative to 2015, coming in at 9.1%.

**Other Solutions** (Human Resource Solutions and Property Management Solutions) posted 2016 revenue of €206.4 million, equating to organic growth of 3.7%. Human Resource Solutions benefited from strong momentum in the second half of the year after delays signing contracts in the first half. Meanwhile, Property Management Solutions delivered sustained growth throughout the year. The reporting unit's profitability increased sharply, with an operating margin on business activity of 14.2% (compared with 11.6% in 2015).

## I CONSOLIDATED INCOME STATEMENT

<i>(in millions of euros)</i>	2016	2015
<b>Revenue</b>	<b>3,741.3</b>	<b>3,584.4</b>
Staff costs	-2,257.3	-2,185.6
External purchases and expenses	-1,118.0	-1,087.9
Taxes and duties	-37.2	-32.4
Depreciation, amortisation, provisions and impairment	-44.1	-58.4
Other current operating income and expenses	16.5	25.3
<b>Operating profit on business activity</b>	<b>301.1</b>	<b>245.5</b>
<i>as % of revenue</i>	8.0%	6.8%
Expenses related to stock options and related items	-12.1	-1.2
Amortisation of allocated intangible assets	-21.1	-19.4
<b>Profit from recurring operations</b>	<b>267.8</b>	<b>225.0</b>
<i>as % of revenue</i>	7.2%	6.3%
Other operating income and expenses	-27.6	-72.4
<b>Operating profit</b>	<b>240.2</b>	<b>152.6</b>
<i>as % of revenue</i>	6.4%	4.3%
Cost of net financial debt	-6.7	-8.1
Other financial income and expenses	-7.6	-14.9
Income tax expense	-80.9	-47.2
Net profit from associates	10.8	7.2
<b>Net profit from continuing operations</b>	<b>155.8</b>	<b>89.6</b>
Net profit from discontinued operations	-	-
<b>Consolidated net profit</b>	<b>155.8</b>	<b>89.6</b>
<i>as % of revenue</i>	4.2%	2.5%
Non-controlling interests	5.4	5.2
<b>NET PROFIT ATTRIBUTABLE TO THE GROUP</b>	<b>150.4</b>	<b>84.4</b>
<i>as % of revenue</i>	4.0%	2.4%
<b>EARNINGS PER SHARE (IN EUROS)</b>		
Basic earnings per share	7.50	4.27
Fully diluted earnings per share	7.49	4.26

**Revenue**

Revenue increased from €3,584.4 million in 2015 to €3,741.3 million in 2016, equating to total growth of 4.4%. This represents a change of €156.9 million, which breaks down as follows:

- a negative currency effect of €130.3 million, mainly due to sterling;
- an effect of changes in the scope of consolidation of €103.9 million;
- organic growth was €183.3 million or 5.2%.

**Expenses included in Operating profit on business activity**

The 0.7-point reduction in staff costs relative to revenue between fiscal years 2015 and 2016 reflects the overall improvement in Sopra Steria Group's operating performance.

The rate of consultant downtime (number of days between contracts excluding training, sickness, leave and pre-sales as a percentage of total number of workable days) was 3.9% over 12 months in 2016. The 2015 downtime rate was 4.1%.

External purchases and expenses went from 30.4% to 29.9% of revenue. They remained under control across all departments and countries.

Depreciation, amortisation, provisions and impairment totalled €44.1 million in 2016 compared with €58.4 million in 2015, a reduction of €14.3 million. This is due to a €2.0 million reduction in amortisation and depreciation expenses (mainly due to exchange rate fluctuations), lower additions to provisions for current assets in 2016 than in 2015 (€4.0 million) and reversals of provisions totalling €8.0 million, including €4.0 million in respect of foreign exchange effects.

**Operating profit on business activity**

Operating profit on business activity represented 8.0% of revenue at €301.1 million, compared with 6.8% and €245.5 million in 2015.

### Profit from recurring operations

Profit from recurring operations totalled €267.8 million after taking into account expenses relating to stock options and bonus shares, as well as amortisation expenses on allocated intangible assets.

- Expenses relating to existing bonus share plans and stock option plans totalled €12.1 million, compared with €1.2 million in 2015:
  - in the first half of 2016, Sopra Steria Group introduced an employee shareholding plan concerning 193,000 shares, of which 96,500 were bought by employees and 96,500 were awarded to employees by the Group. The cost of this plan includes expenses relating to the application of IFRS 2, social security charges in France and implementation costs (solicitors' fees), representing a total of €10.0 million,
  - a plan to award free performance shares was launched in June 2016. A total of 88,500 shares have been awarded to employees and/or corporate officers. The number of shares delivered will depend on performance criteria being met in 2016, 2017 and 2018. A total cost of €1.6 million was recorded in respect of 2016;
- Amortisation expenses on intangible assets totalled €21.1 million in 2016, compared with €19.4 million in 2015. This increase is primarily due to the acquisition of Cassiopae, representing an additional expense of €2.6 million.

### Operating profit

Other operating income and expenses represented a €72.4 million expense in 2015, most of this (€46.7 million) in France, as a result of restructuring measures following the Sopra-Steria tie-up. A total of €27.6 million was recognised in 2016, representing a reduction of €44.8 million, mainly in France.

### Financial income and expenses

The cost of net financial debt amounted to €6.7 million in 2016, compared with €8.1 million in 2015. It should be noted that financial income and expenses included interest income for €9.6 million in 2016. It chiefly concerned available cash in India, which stood at €114.1 million at end-December 2016.

Other financial income and expenses amounted to a net expense of €7.6 million, compared with a net expense of €14.9 million in 2015, mainly relating to three types of transactions:

- discounting gains and losses (retirement benefits, employee profit-sharing, earnout obligations);
- the change in the value of interest rate hedging instruments;
- foreign exchange gains and losses.

### Tax expense

The tax expense totalled €80.9 million in 2016, compared with €47.2 million in 2015. This equates to an effective tax rate of 35.8% in 2016, compared with 36.4% in 2015. These transactions are discussed in Note 6 to the consolidated financial statements.

### Share of net profit from equity-accounted companies

Profit for 2016 was essentially comprised of €10.4 million in respect of the share of Axway's profit for the period (32.89% of €31.5 million).

### Net profit

The net profit attributable to the Group amounted to €150.4 million, or 4.0% of revenue, compared with €84.4 million, or 2.4% of revenue, in 2015.

### Earnings per share

Basic net earnings per share were €7.50, based on a weighted average of 20.04 million shares in issue during the financial year. The figure of €4.27 for basic earnings per share in 2015 was based on a weighted average of 19.8 million shares. Diluted earnings per share amounted to €7.49, compared with €4.26 in 2015.

## I BALANCE SHEET AND FINANCIAL STRUCTURE

<b>Assets</b> (in millions of euros)	<b>31/12/2016</b>	<b>31/12/2015</b>
Goodwill	1,557.0	1,586.9
Intangible assets	199.6	214.0
Property, plant and equipment	120.7	118.5
Equity-accounted investments	202.3	154.4
Other non-current financial assets	22.8	77.7
Retirement benefits and similar obligations	4.1	7.9
Deferred tax assets	144.8	142.7
<b>Non-current assets</b>	<b>2,251.3</b>	<b>2,302.1</b>
Trade accounts receivable	1,132.7	1,099.8
Other current assets	231.1	191.6
Cash and cash equivalents	265.4	222.7
<b>Current assets</b>	<b>1,629.3</b>	<b>1,514.0</b>
Assets held for sale	4.4	5.1
<b>TOTAL ASSETS</b>	<b>3,884.9</b>	<b>3,821.3</b>
<b>Liabilities and equity</b> (in millions of euros)	<b>31/12/2016</b>	<b>31/12/2015</b>
Share capital	20.5	20.4
Share premium	530.5	528.3
Consolidated reserves and other reserves	369.1	561.3
Profit/(loss) for the year	150.4	84.4
<b>Equity attributable to the Group</b>	<b>1,070.6</b>	<b>1,194.4</b>
<b>Non-controlling interests</b>	<b>32.5</b>	<b>38.7</b>
<b>TOTAL EQUITY</b>	<b>1,103.1</b>	<b>1,233.1</b>
Financial debt – non-current	402.6	437.8
Deferred tax liabilities	15.9	15.8
Retirement benefits and similar obligations	468.6	317.3
Non-current provisions	49.7	38.6
Other non-current liabilities	86.4	86.4
<b>Non-current liabilities</b>	<b>1,023.3</b>	<b>895.9</b>
Financial debt - current	368.8	315.7
Current provisions	66.7	88.2
Trade payables	285.9	257.5
Other current liabilities	1,037.1	1,030.9
<b>Current liabilities</b>	<b>1,758.5</b>	<b>1,692.2</b>
Liabilities held for sale	0.1	0.1
<b>TOTAL LIABILITIES</b>	<b>2,781.8</b>	<b>2,588.2</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>3,884.9</b>	<b>3,821.3</b>

The change in goodwill is mainly due to new goodwill arising on acquisition of the Cassiopae group and LASCE Associates, as well as the fluctuation in currency translation adjustments, particularly in the United Kingdom as a result of changes in the value of sterling.

Equity-accounted investments increased by €47.9 million. These investments relate primarily to the 32.89% stake held in Axway as at 31 December 2016, as well as 35.41% of voting rights. On 31 May 2016, Sopra Steria Group acquired the stake held by Geninfo (Société Générale group) in Axway, amounting to 1,793,625 shares (8.62% of the share capital). This transaction was completed as an over-the-counter block sale at the price of €21.50 per share for a total amount of €38.6 million.

Shareholders' equity decreased from €1,233.1 million at end-2015 to €1,103.1 million at end-2016, adversely affected by currency translation adjustments totalling €94.2 million and an increase in provisions for post-employment benefits.

Provisions for retirement benefits and similar obligations rose from €309.4 million at end-December 2015 to €464.5 million at end-December 2016. The difference relative to 2015 mainly arises from updating the United Kingdom pension fund deficit. The main reason for this is the decline in long-term interest rates in the United Kingdom.



Sopra Steria's financial position at 31 December 2016 was robust in terms of both financial ratios and liquidity.

Free cash flow improved sharply relative to 2015 (€150.6 million vs. €49.3 million).

Net financial debt stood at €506.0 million at end-2016, down €24.8 million relative to end-2015 and equating to 1.47x EBITDA (with the bank covenant stipulating a maximum of 3x).

At 31 December 2016, the Group had total financing of €1.5 billion, of which €1.1 billion was available <sup>(1)</sup>. The Group's bank facilities were renegotiated on 7 July 2016 for a period of five years (with extensions possible to 2022 and 2023).

At end-December 2016, bank covenants remained well within the stipulated limits.

### Ratings by financial ratings agencies

The Company is not rated by any financial rating agencies.

## 1.3. Investments during the year

### 1.3.1. ACQUISITIONS IN 2016

Sopra Steria Group made five acquisitions in 2016. Two acquisitions were within the Other Solutions sector for the Property Management division (EchoSystems and Active3D), with Cassiopae adding to Sopra Banking Software's product portfolio, and two acquisitions were carried out in consulting (LASCE Associates and Solid Group).

#### a. Cassiopae

On 28 April 2016, Sopra Banking Software completed its acquisition of 75% of the share capital of KSEOP, parent company of the **Cassiopae** group, a leading developer of specialised finance and property management software. With operations in 40 countries, Cassiopae posted revenue of €48.9 million in 2015 and serves more than 300 clients.

At the end of January 2017, Sopra Banking Software acquired the 25% stake in KSEOP still held by the company's historic shareholders.

#### b. Other acquisitions

- **EchoSystems**: At the end of February 2016, Sopra Steria Group acquired the business assets of EchoSystems. These operations have been integrated into Sopra Steria Group's Property Management business. In 2015, **EchoSystems** generated around €1 million in revenue;
- **LASCE Associates**: At the beginning of July 2016, Sopra Steria completed the acquisition of **LASCE Associates**, a consulting

firm specialising in operational excellence in manufacturing and logistics. This acquisition enhances the Group's ability to provide consulting services for its strategic clients' core business needs. In addition, this unlocks synergies with CIMPA, reinforcing its end-to-end range of industrial-scale services offered to the Group's major clients. LASCE Associates has 65 employees. Over the period from June 2015 to June 2016, LASCE Associates generated around €9 million in revenue and €1.3 million in operating profit;

- **Active3D**: At the beginning of July 2016, Sopra Steria completed the acquisition of **Active3D**, a building energy management software vendor whose core area of expertise is digital modelling or Building Information Modelling (BIM). This business generates revenue of around €2 million a year;
- **Solid Group**: Sopra Steria AS (Norway) acquired an SAP consulting business in October. This business represents 15 employees and generates revenue of around €1 million a year.

### 1.3.2. ACQUISITION OF 8.62% OF AXWAY

At the end of May 2016, Sopra Steria acquired the stake held by Geninfo in Axway, amounting to 1,793,625 shares (8.62% of share capital). As a result, Sopra Steria's shareholding in Axway grew to 33.52%. Taking account of the options exercised in 2016 at Axway, this shareholding was reduced to 32.89% at 31 December.

The shares were bought at a price of €21.50 per share, representing a total cost of €38.6 million.

### 1.3.3. FACILITIES

A total of €36.8 million was invested in 2016 in infrastructure and technical facilities, as against €39.8 million in 2015.

Investments in facilities comprised the following:

- land and buildings: €0.3 million;
- fixtures and fittings: €15.5 million;
- IT equipment €21.0 million.

(1) Assuming a constant amount of commercial paper (€302.7 million at 31 December 2016) and overdrafts.

## 2. Strategy and objectives

### 2.1. Strong and original positioning in Europe

Sopra Steria aims to become a leader for digital transformation 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 aim is to be the benchmark partner for large public authorities, financial and industrial operators and strategic companies in the main countries in which it operates.

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

In software, the ambitions and momentum of Sopra Steria – now ranked France's number two software vendor <sup>(1)</sup> – have been confirmed. The Group has reaffirmed 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 continue to enrich the Group's offering, in particular to open it up to the digital world, as well as developing managed services and geographic expansion, which may go beyond Europe. The development of Sopra Banking Software is a priority. The Group will also continue to strengthen its leading position in Human Resources and Property Management, remaining on the look-out for new sector opportunities.

#### 2.2.2. ENHANCED VERTICAL STRATEGY

##### Focused business development

To support the positioning that it has chosen, the Group is continuing its policy of concentrating on certain targeted vertical markets and key accounts across all of its locations. Business development focuses 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 selects a small number of major accounts (in total, fewer than 100 at Group level) and different areas of business in which it aims to secure a leading position through high value-added end-to-end offerings.

##### End-to-end offerings

With one of the most comprehensive ranges of solutions and services in the market, the Group endeavours to develop its capacity as a turnkey provider in order to harness all its business lines and its ecosystem of partners (start-ups, third party vendors, etc.) to deliver seamless end-to-end value propositions that respond as comprehensively as possible to the business challenges facing its clients.

#### 2.2.3. DEVELOPMENT OF CONSULTING ACTIVITIES ACROSS THE ENTIRE GROUP

In order to position itself even more securely with client decision-makers at the department level, the Group is working to accelerate its development in consulting and has set itself the medium-term target of increasing the proportion of its business in this area to 15% of revenue. To do this, it is gradually developing a range of consulting services and capacity in all of the regions in which it operates, focusing primarily on digital technology, using a model that favours synergies with the Group's other business lines.

#### 2.2.4. ACCELERATION IN DIGITAL TECHNOLOGY

Sopra Steria has successfully completed numerous digital projects. Its experience has allowed it to develop an end-to-end digital transformation approach for companies and governments, based on a series of best practices.

The Group is continuing its own digital transformation to consolidate its leading position in this field.

##### Solutions

The solutions offered by the Group are beginning to evolve at a rapid rate in order to factor in advances in digital technology in a number of key areas, such as client/user experience, service platforms, analytics, chatbots etc.

The transformation of each of its major service offerings (Consulting, Systems Integration, Application Management, Infrastructure Management, Business Process Services) is also well underway. There are three main aims: to use the immense potential of new technologies for the benefit of all of its clients, to roll out new "ways of doing" resulting from digital technology as widely as possible, and to capitalise on smart machines as a way of improving productivity and service standards.

(1) Source: Truffle 100, April 2016.

### **Operations**

Accelerators are put in place as close as possible to operations. A Digital Transformation Office works within each of the Group's entities to facilitate the emergence of digital initiatives and foster internal creativity. Champions of digital technology are also named by priority vertical and key technology in order to increase teams' ability to respond to the business challenges facing their clients by making the best possible use of emerging technologies (Digital Interaction, Smart Machines, Data Science, IoT & Automation, etc.).

### **The ecosystem of partners and service platforms**

Special efforts are being made to establish targeted partnerships with leading players in the digital ecosystem (start-ups and niche players, institutions of higher education and research laboratories, major software publishers and the "big four" - Google, Apple, Facebook and Amazon, etc.). For example, a strategic partnership has been forged between Sopra Steria and Axway, the priority of which is collaboration in the field of digital service platforms.

### **Innovation**

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-design and technology open to clients and partners in every major location of the Group (DigiLabs) etc.

## **2.2.5. PURSUING AN ACTIVE EXTERNAL GROWTH POLICY**

The Group will continue to play an active part in market consolidation, in a targeted way. Its approach will focus on three main areas: solutions (with the priority on banking solutions), consulting, and strengthening its position in certain geographies (with the priority on the United Kingdom).

## **2.3. Recent developments**

### **2.3.1. FINALISATION OF THE TIE-IN WITH CASSIOPAE**

In January 2017, Sopra Steria raised its stake in Cassiopae's holding company KSEOP to 100% through its subsidiary Sopra Banking Software.

### **2.3.2. ESTABLISHMENT OF AN EMPLOYEE SHARE OWNERSHIP PLAN**

In a press release dated 14 March 2017, Sopra Steria Group announced the launch of an offer to sell shares reserved for employees belonging to an employee savings plan, named "We Share 2017" ("the Offer").

The Offer is available to employees of the Group in Belgium, Denmark, France, Germany, India, Italy, Luxembourg, Morocco, the Netherlands, Norway, Poland, Singapore, Spain, Sweden and Switzerland who are eligible and belong to the Group Savings Plan (PEG) or the International Group Savings Plan (PEGI).

Sopra Steria's goal with this initiative is to continue 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 by selling existing treasury shares and/or shares bought back in advance by Sopra Steria under a share buyback programme authorised by the shareholders at the General Meeting of Shareholders of 22 June 2016 in accordance with Article L. 225-209 of the French Commercial Code. The Offer will be realized in accordance with the dispositions of Articles L. 3332-18 and following of the French Labour Code.

On 19 January 2017, 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 220,000 shares in the Company, corresponding to 110,000 shares purchased by employees and 110,000 free shares awarded as the employer's matching contribution.

On 29 March 2017, the Chief Executive Officer, acting on the authority of the Board of Directors, set the dates of the Offer period and the purchase price.

The purchase price was set at €128.08, corresponding to the average of weighted average prices of Sopra Steria shares on the Euronext Paris market over the 20 trading days preceding the date of the Chief Executive Officer's decision.

The Offer Period was set from 30 March 2017 to 11 April 2017, inclusive.

Settlement of the Offer will take place on 11 May 2017.

This operation was approved by the Autorité des Marchés Financiers on 31 January 2017 (Approval No. FCE20170016).

## **2.4. Outlook for 2017**

In 2017, a number of European countries will experience an adverse calendar effect of two to three days.

The Group has set itself the following targets for financial year 2017:

- organic revenue growth of between 2% and 3%;
- an operating margin on business activity of around 8.5%;
- free cash flow in excess of €150 million.

### 3. Summary of results for the last five financial years of individual financial statements

(in thousands of euros)

	2016	2015	2014	2013	2012
<b>Financial position of the Group at the year-end</b>					
■ Share capital	20,532	20,447	20,372	11,920	11,893
■ Number of shares issued	20,532	20,447	20,372	11,920	11,893
■ Number of bonds convertible into shares	-	-	-	-	-
<b>Results of operations for the year</b>					
■ Revenue excluding VAT	1,393,280	1,289,104	1,447,462	853,281	819,228
■ Profit before tax, depreciation, amortisation and provisions	169,579	39,930	-108,916	56,399	32,010
■ Corporate income tax	-3,368	-8,286	-18,678	5,313	8,406
■ Profit after tax, depreciation, amortisation and provisions	142,022	33,358	-118,714	40,947	34,841
■ Amount of profit distributed as dividends	34,551	34,759	38,706	22,647	20,219
<b>Earnings per share</b>					
■ Profit after tax but before depreciation, amortisation and provisions	8.42	2.36	-4.43	4.29	1.98
■ Profit after tax, depreciation, amortisation and provisions	6.92	1.63	-5.83	3.44	2.93
■ Dividend paid per share	1.70	1.70	1.90	1.90	1.70
<b>Employee data</b>					
■ Number of employees	13,086	12,793	15,213	8,901	8,395
■ Total payroll	575,237	580,995	699,464	382,987	358,743
■ Amount paid in respect of social security benefits (social security, social bodies, etc.)	264,663	258,907	309,484	170,862	167,008

#### Financial glossary

- **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 restated revenue for the same period in the prior financial year.
- **EBITDA:** this measure is equal to consolidated operating profit on business activity, adding back depreciation and amortisation and current provisions (excluding allocated intangible assets).
- **Operating profit on business activity:** this measure 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 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 expenses that are unusual, abnormal, infrequent or not predictive, presented separately 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:** defined as net cash from operating activities (as described in the consolidated cash flow statement), less investments (net of disposals) in tangible and intangible fixed assets, adjusted for net interest and less additional contributions to address any deficits in defined-benefit pension plans.

# 5 MEETING AGENDA

## FOR THE COMBINED GENERAL MEETING OF 13 JUNE 2017

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

**Tuesday, 13 June 2017 at 2:30 p.m. at the Pavillon Dauphine, Place du Maréchal de Lattre de Tassigny, 75116 Paris**

to deliberate on the following agenda:

### Requiring the approval of 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;
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 Fernández 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.

### Requiring the approval of 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;
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 the corresponding amendment 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.

We hereby inform you that the vote on the resolutions submitted for approval at the Extraordinary General Meeting requires a quorum representing at least one quarter of the total number of voting shares and a majority of two thirds of the votes of shareholders present or represented by proxy holders. The vote on resolutions submitted for approval at the Ordinary General Meeting requires a quorum of at least one fifth of the total number of voting shares and a majority of the votes of shareholders present or represented by proxy holders. However, as an exception to the foregoing, the vote on Resolution 13, even though it is on the agenda of the Extraordinary General Meeting, requires a quorum of one fifth of the total number of voting shares and a majority of the votes of shareholders present or represented.



# 6 SUMMARY OF RESOLUTIONS

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

The Board of Directors submits for your approval:

- the Company's individual financial statements and the Group's consolidated financial statements for the year ended 31 December 2016, included as Chapter 4 (pages 143 to 212) and Chapter 5 (pages 213 to 244) of the 2016 Registration Document;
- the list of non-tax-deductible expenses totalling €427,385 and the corresponding tax charge. These expenses consist of rental or lease payments and depreciation in respect of company cars granted to 202 of the Company's executives;
- full and unconditional discharge to be given to the Board members with respect to their duties for the 2016 financial year.

This Registration Document also contains:

- cross-reference tables relating to the various chapters of the Management Report of the Board of Directors, the Annual Financial Report and the Report of the Chairman of the Board of Directors on corporate governance, internal control and risk management (pages 295, 298 and 299);
- the Statutory Auditors' reports on the Company's individual financial statements, on the Group's consolidated financial statements and on the aforementioned Report of the Chairman of the Board of Directors (pages 241, 212 and 50).

## 1.2. Proposed appropriation of earnings (Resolution 4)

The Company's profit in respect of 2016 totalled €142,021,686.69. Taking into account the change in the share capital, which stood at €20,531,795 at 31 December 2016, the Board of Directors proposes that €8,507.20 be transferred to the legal reserve. This would bring that reserve to €2,053,179.50, i.e. 10% of the share capital.

After taking into account retained earnings (in the amount of €208,471.00), the amount of profit available for distribution would be €142,221,650.49. The Board of Directors proposes that a dividend of €2.20 per share be paid in respect of financial year 2016, giving a total dividend of €45,169,949, subject to any adjustment that might be required if the number of shares carrying dividend rights should be different from the 20,531,795 shares making up the share capital at 31 December 2016. The remaining balance of profit available for distribution would be allocated to discretionary reserves.

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 on the gross dividend, which is subject to income tax reporting requirements in relation to 2016 income, as well as social security deductions 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. It should be noted that only shareholders whose household taxable income is below the threshold (in respect of 2015 income) of €50,000 (single person) or €75,000 (couple filing jointly), and who have filed for an exemption from this withholding tax by sending a signed letter (no later than 30 November 2016, for dividends payable in 2017 in respect of financial year 2016), may be eligible for exemption.

The ex-dividend date would therefore be 3 July 2017, before market open. The dividend will be paid on 5 July 2017.

## 1.3. Related-party agreements (Resolution 5)

The Statutory Auditors have submitted their special report, included on pages 242 and 243 of this Registration Document, providing an overview of any agreements and commitments subject to approval at the General Meeting as well as a listing of the agreements and commitments entered into and authorised during previous financial years that remained in force during the past financial year.

You are asked to approve the conclusions of this Statutory Auditors' special report.

It should be noted that there are no new related-party agreements to be put to your vote.

## 1.4. Compensation of executive company officers (Resolutions 6 to 9)

### 1.4.1. OPINION ON ITEMS OF COMPENSATION DUE OR GRANTED TO EXECUTIVE COMPANY OFFICERS IN RESPECT OF FINANCIAL YEAR 2016 (RESOLUTIONS 6 AND 7)

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.

You are therefore asked to issue an opinion on the items of compensation due or granted in respect of financial year 2016 to Pierre Pasquier, Chairman of the Board of Directors, and Vincent Paris, Chief Executive Officer, as set out in the following tables:

Items of compensation of Pierre Pasquier	Amount	Comments
Annual fixed compensation	€350,000	Last updated in January 2011.
Annual variable compensation	€150,000	See Sopra Steria's Registration document 2016, §2.2.1 of Chapter 2, "Corporate governance", pages 73 to 79. Amount reduced, at the request of the recipient, to the average annual variable compensation paid since 2011, in line with the proposal to remove the variable component by including this average amount within the fixed component.
Variable deferred compensation	Not applicable	There are no plans to apply variable deferred compensation.
Multi-year variable compensation	Not applicable	There are no plans to grant variable multi-year compensation.
Exceptional compensation	Not applicable	No exceptional compensation
Share options, performance shares and any other long-term items of compensation	Not applicable	Pierre Pasquier has never been awarded any share subscription options or performance shares, or any other long-term items of compensation.
Directors' fees	€21,791	In accordance with the internal rules and regulations of the Board of Directors. Directors' fees are allocated in full on the basis of attendance at meetings of the Board of Directors and Board committees.
Valuation of all benefits in kind	€8,550	Company car.
Severance pay	Not applicable	No such commitment exists.
Non-compete payment	Not applicable	No such commitment exists.
Supplementary pension plan	Not applicable	The principle of a supplementary pension plan is not being considered.



**Items of compensation of Vincent Paris**

	<b>Amount</b>	<b>Comments</b>
Annual fixed compensation	€400,000	The amount of annual fixed compensation granted to Vincent Paris was updated following his appointment as Chief Executive Officer in 2015.
Annual variable compensation	€162,400	See Sopra Steria's Registration document 2016, §2.2.1 of Chapter 2, "Corporate governance", pages 73 to 77. The variable component of his compensation equates to 68% of the applicable limit. All criteria (the quantitative target tied to operating profit on business activity and the qualitative targets aligned with the priorities set by the Group) were applied without any changes during the financial year, as planned. The personal qualitative targets were exceeded.
Variable deferred compensation	Not applicable	There are no plans to apply variable deferred compensation.
Multi-year variable compensation	Not applicable	There are no plans to grant variable multi-year compensation.
Exceptional compensation	Not applicable	No exceptional compensation
Share options, performance shares and any other long-term items of compensation	€270,750	At its meeting of 24 June 2016, the Board of Directors decided to put in place a long-term incentive plan for the Group's senior managers relating to performance over three years. It granted 3,000 rights (0.01% of the share capital) to Vincent Paris, out of a total of 88,500 rights covered by this plan. Strict performance conditions will be measured over three financial years (the year of allotment and the two following years) against targets for organic consolidated revenue growth, operating profit on business activity (expressed as a percentage of revenue) and free cash flow. These targets are at least equal to those provided to the market in the form of earnings guidance, where applicable. The Board of Directors also decided that Vincent Paris must retain at least 50% of vested shares allocated to him under this plan throughout his entire term of office as Chief Executive Officer. Vincent Paris has agreed not to engage in any hedging transactions with respect to performance shares held until the expiry of this plan.
Directors' fees	Not applicable	
Valuation of all benefits in kind	€11,127	Company car; contribution to <i>Garantie Sociale des Chefs et Dirigeants d'Entreprise</i> (GSC).
Retirement payment	Not applicable	No such commitment exists.
Non-compete payment	Not applicable	No such commitment exists.
Supplementary pension plan	Not applicable	The principle of a supplementary pension plan is not being considered.

For details, please refer to Section 2, "Roles and compensation of executive company officers", in Chapter 2 of the Registration Document.

#### 1.4.2. APPROVAL OF THE PRINCIPLES AND CRITERIA FOR THE DETERMINATION, DISTRIBUTION AND ALLOCATION OF ITEMS OF COMPENSATION FOR COMPANY OFFICERS IN RESPECT OF FINANCIAL YEAR 2017 (RESOLUTIONS 8 AND 9)

As required by the new Article L. 225-37-2 of the French Commercial Code, introduced by the "Sapin II" Act (Act 2016-1691 of 9 December 2016), we submit for your approval the principles and guidelines used to determine, structure and grant the fixed and variable components of total compensation and benefits of any kind to be received by the Chairman of the Board of Directors and the Chief Executive Officer respectively, as well as by any Deputy Chief Executive Officers who might be appointed, for their service in these positions in 2017, and thus constituting the compensation policy applicable to each of them. These principles and criteria have been approved by the Board of Directors at the recommendation of the Compensation Committee and are set out in Chapter 2, pages 78 and 79 of this Registration Document.

Moreover, the amounts resulting from the application of these principles and criteria will be submitted to the shareholders for approval at the General Meeting convened to approve the financial statements for financial year 2017, to be held in 2018.

## 1.5. New appointments (Resolutions 10 and 15)

### 1.5.1. RATIFICATION OF THE CO-OPTATION OF EMMA FERNÁNDEZ AS A DIRECTOR (RESOLUTION 10)

It is proposed that you ratify the co-optation of Emma Fernández as a Director, as decided by the Board of Directors at its meeting of 19 January 2017, to replace Christian Bret.

Her proposed term of office would thus expire at the end 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:

Emma Fernández – 53 – Spanish national

Emma Fernández is currently Managing Partner at Kleinrock Advisors and serves on the Boards of Directors of Axway Software and Ezentis, a company specialising in infrastructure management for major international companies in the energy and telecommunications sectors.

Ms Fernández previously held various positions at Indra, one of Spain's leading digital services companies, over a period of 25 years. As such, she has developed expertise in areas such as strategy, mergers and acquisitions, corporate governance, innovation, marketing, communications, corporate social responsibility, and talent management.

Ms Fernández graduated from Madrid Polytechnic University with a degree in telecommunications engineering and also earned an MBA from IE Business School.

The proposal to appoint Emma Fernández as a Board member, upon a recommendation from the Nomination, Ethics and Governance Committee, is based on:

- recognition of her skills and experience;
- the need to improve gender balance on the Board of Directors.

Should this proposal be approved, the Board of Directors will consist of ten men and seven women (excluding Directors representing employees), thus exceeding 40% representation for both women and men.

### 1.5.2. APPOINTMENT OF CHRISTIAN BRET AS A NON-VOTING DIRECTOR (RESOLUTION 15)

It is also proposed that you appoint Christian Bret as a Non-Voting Director.

The aim of this appointment is to ensure that the Board of Directors and its specialised committees may continue to benefit from Christian Bret's knowledge and experience until the Board's membership is renewed in 2018.

It should be noted that Christian Bret meets all the independence criteria set out in the AFEP-MEDEF Code.

## 1.6. Setting of directors' fees (Resolution 11)

It is proposed that you set the total amount of directors' fees at €500,000 for financial year 2017 (see Sopra Steria's Registration document 2016, §1.2.5, Chapter 2, "Corporate governance", pages 71 and 72). This amount, which is the same as that allocated in respect of financial year 2016, is apportioned annually in accordance with the Board of Directors' internal rules and regulations.

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

You are asked to renew, for a period of 18 months, the authorisation granted to the Board of Directors at the General Meeting of 22 June 2016 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; as an indication, this would equate to 2,053,179 shares on the basis of the share capital at 31 December 2016. The maximum price per share that can be paid for the shares bought back would be set at €200; 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 capitalisation of reserves, free share awards or reverse stock splits.

The aims of the share buyback programme are set out in the draft of Resolution 12, included on page 57.

In addition, information on the use made of the previous authorisation granted at the General Meeting of 22 June 2016 in its Resolution 12 is provided in Section 8.1 of Chapter 6 the Sopra Steria's Registration document 2016, (page 251).

Finally, the authorisation granted to the Board of Directors at the General Meeting of Shareholders on 22 June 2016 (Resolution 13) concerning the ability to cancel its own shares acquired by Sopra Steria Group over a period of 26 months is still in force and is therefore not subject to renewal.

## 1.8. Capital increase through issuance of shares and other securities (Resolutions 13 and 14)

### 1.8.1 DELEGATION REGARDING A FREE SHARE AWARD IN THE EVENT OF A TAKEOVER BID FOR THE COMPANY'S SHARES – BONS BRETON (RESOLUTION 13)

You are asked to grant to the Board of Directors, in connection with a takeover bid, the possibility of issuing share subscription warrants to be allotted to the shareholders free of charge (known as *Bons Breton*).

This is a mechanism designed to result in the bidder abandoning their bid or improving their valuation of the company.

The amount of the capital increase would be limited to the amount of the share capital; as an indication, this would equate to €20,531,795 on the basis of the share capital at 31 December 2016. The maximum number of warrants to be issued could not exceed the number of shares representing the share capital; as an indication, this would equate to 20,531,795 shares on the basis of the share capital at 31 December 2016.

This delegation of powers would be valid for a period of 18 months and would supersede the previous such delegation granted under Resolution 22 of the General Meeting of 22 June 2016.

### 1.8.2 DELEGATION FOR THE PURPOSES OF A CAPITAL INCREASE RESERVED FOR EMPLOYEES (RESOLUTION 14)

In accordance with Article L. 225-129-6 of the French Commercial Code, we propose that you renew, for a further period of 26 months, the delegation of powers granted to the Board of Directors to carry out a capital increase reserved for employees enrolled in a company or Group savings plan whose terms and conditions will be set by the Board, with the aim, in particular, of giving the employees of the Company and of the Group a stake in the development of Sopra Steria.

This delegation of powers would be subject to an overall limit of 3% of the share capital; as an indication, this would equate to €615,953 on the basis of the share capital at 31 December 2016. Any issues decided under Resolutions 24 and 25 adopted at the General Meeting of 22 June 2016 also fall under this overall limit.

As a reminder, these resolutions authorised the Board of Directors to decide on:

- the granting of share subscription or share purchase options (Resolution 24); and
- the granting of free share awards (Resolution 25).

## 1.9. Amendment of Sopra Steria Group's Articles of Association (Resolution 16)

It is proposed that you adopt new wording for certain of Sopra Steria Group's Articles of Association, to make them more explicit and to update them in accordance with applicable legislation and regulations.

These proposed amendments to the Articles of Association relate to:

- Article 4, "Registered office": authorise the Board of Directors to move the location of the registered office anywhere in France (rather than only within the administrative *département* in which the registered office is currently located or within a neighbouring *département*), to reflect the extension of powers in this area provided under the "Sapin II" Act. This decision of the Board of Directors would remain subject to ratification at the General Meeting;
- Article 5, "Term": to make more explicit the extension of Sopra Steria Group's term of existence approved at the Extraordinary General Meeting of 19 January 2012;
- Article 8, "Changes to share capital": to adopt wording that will remain valid irrespective of any legislative or regulatory changes, particularly in the event of any new numbering of articles in the French Commercial Code, and specifically to make more explicit the legal option for the Board of Directors to sub-delegate its powers in connection with capital increases;
- Article 10, "Form of shares": to state more explicitly the Company's right to obtain information about the holders of bearer shares (Article L. 228-2 of the French Commercial Code);
- Article 21, "Multiple offices": to specify the rules applicable to positions held concurrently and bring the Articles of Association into compliance with the applicable legal requirements;
- Article 24, "Statutory Auditors": to amend the Articles of Association to take into account the removal of the requirement to appoint one or more Substitute Auditors for companies where the Principal Statutory Auditor is a legal person, in accordance with the "Sapin II" Act. In the event of incapacity of the Principal Statutory Auditor, auditing of Sopra Steria Group will be conducted by another representative of the same audit firm.  
The current Substitute Auditors will nonetheless continue to serve for the remainder of their original term;
- addition of a new Article 35 concerning bondholders: to include mention of the principal rights and responsibilities of any bondholders, in accordance with legislation and regulations.

A comparative table is provided below showing, for each affected article, the current wording and the new wording after applying the proposed amendments.

## 1.10 Delegation for the purposes of bringing the Articles of Association into compliance with legal and regulatory requirements (Resolution 17)

You are asked:

- to delegate to the Board of Directors the powers to amend the Company's Articles of Association in accordance with new legal and regulatory requirements in force (new paragraph 2 of Article L. 225-36 of the French Commercial Code, introduced by the "Sapin II" Act). This would make it easier to adopt amendments to the Articles of Association, though any such amendments would still be subject to ratification at an Extraordinary General Meeting of Shareholders following such decisions; and
- amend Article 17, "Powers of the Board of Directors", in line with the preceding point, to include this new power granted to the Board (see comparative table below).

## I COMPARATIVE TABLE – AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Current wording	New wording
<b>ARTICLE 4 – REGISTERED OFFICE</b>	
The Company's registered office is located at: PAE Les Glaisins, Annecy-le-Vieux, 74940 ANNECY.	The Company's registered office is located at: PAE Les Glaisins, Annecy-le-Vieux, 74940 ANNECY.
It may be transferred <b>to any place in the same département (district) or in a neighbouring département</b> by simple decision of the Board of Directors, subject to ratification at the next Ordinary General Meeting, <b>and anywhere else pursuant to a resolution adopted at an Extraordinary General Meeting, subject to compliance with legislation in force.</b>	It may be transferred <b>anywhere in France</b> by simple decision of the Board of Directors, subject to ratification at the next Ordinary General Meeting.
If in accordance with the law the Board of Directors decides to transfer the registered office, the Board of Directors shall be authorised to amend the articles of association accordingly.	If in accordance with the law the Board of Directors decides to transfer the registered office, the Board of Directors shall be authorised to amend the articles of association accordingly.
The Board of Directors may create, transfer and close all establishments, agencies, warehouses and branches, wherever it may deem necessary.	The Board of Directors may create, transfer and close all establishments, agencies, warehouses and branches, wherever it may deem necessary.
<b>ARTICLE 5 – TERM</b>	
<b>5.1.</b> The Company's term <b>is set at 99 years as from 19 June 2012.</b> As such, the Company's term shall expire on 19 June 2111 unless the Company is dissolved before such date or its term is extended.	<b>5.1.</b> The Company's term, <b>initially set at 50 years, was extended by a resolution at the Extraordinary General Meeting of 19 January 2012;</b> as such, it shall expire on 19 June 2111 unless the Company is dissolved before such date or its term is extended.
<b>5.2.</b> At least one year before the expiry date of the Company's term, the Board of Directors shall convene an extraordinary general meeting of the shareholders for the purpose of deciding whether the Company's term should be extended. Failing this, after having unsuccessfully made a demand on the Company, any shareholder may request the Presiding Judge of the Commercial Court with jurisdiction over the registered office, ruling pursuant to an ex parte application, to appoint a judicial representative charged with convening the meeting and reaching the decision described above.	<b>5.2.</b> At least one year before the expiry date of the Company's term, the Board of Directors shall convene an extraordinary general meeting of the shareholders for the purpose of deciding whether the Company's term should be extended. Failing this, after having unsuccessfully made a demand on the Company, any shareholder may request the Presiding Judge of the Commercial Court with jurisdiction over the registered office, ruling pursuant to an ex parte application, to appoint a judicial representative charged with convening the meeting and reaching the decision described above.
<b>ARTICLE 8 – CHANGES TO SHARE CAPITAL</b>	
<b>1.</b> The share capital may be increased by any means and by all procedures authorised by law.	<b>1.</b> The share capital may be increased by any means and by all procedures authorised by law.
The share capital may be increased by issuing new ordinary or preference shares or by increasing the par value of existing shares. It may also be increased by exercising the rights attached to securities that confer equity rights, in accordance with the requirements prescribed by law.	The share capital may be increased by issuing new ordinary or preference shares or by increasing the par value of existing shares. It may also be increased by exercising the rights attached to securities that confer equity rights, in accordance with the requirements prescribed by law.
Only an extraordinary general meeting, acting pursuant to a report of the Board of Directors, has the power to decide an immediate or future capital increase. It may delegate this power to the Board of Directors, in accordance with the requirements <b>laid down in Article L. 225-129-2 of the French Commercial Code.</b>	Only an extraordinary general meeting, acting pursuant to a report of the Board of Directors, has the power to decide an immediate or future capital increase. It may delegate this power to the Board of Directors, in accordance with the requirements <b>laid down in law. The Board of Directors may sub-delegate this power to the Chief Executive Officer, or, by agreement with the latter, to one or more Deputy Chief Executive Officers, in accordance with legal requirements and within the limits of the conditions previously laid down by the Board of Directors.</b>
If an extraordinary general meeting decides to increase the share capital, it may delegate to the Board of Directors the power to set the terms and conditions applicable to the securities issue.	If an extraordinary general meeting decides to increase the share capital, it may delegate to the Board of Directors the power to set the terms and conditions applicable to the securities issue.
Shareholders have a pre-emptive right, in proportion to the number of shares they hold, to subscribe for cash shares issued in connection with a capital increase. Shareholders may waive this right individually. In accordance with legal requirements, an extraordinary general meeting may decide to suspend this pre-emptive subscription right.	Shareholders have a pre-emptive right, in proportion to the number of shares they hold, to subscribe for cash shares issued in connection with a capital increase. Shareholders may waive this right individually. In accordance with legal requirements, an extraordinary general meeting may decide to suspend this pre-emptive subscription right.

**Current wording**

If a general meeting or, in the event of a delegation of powers, the Board of Directors, has expressly decided, shares not subscribed non-reducibly shall be allocated to shareholders who subscribe reducibly for a higher number of shares than that to which they are entitled by their pre-emptive subscription right, in proportion to their subscription rights and, in any event, within the limit of their requests.

The right to be allotted new shares subsequent to a capitalisation of reserves, profits or issue premiums shall be held by the legal owner, subject to the rights of the beneficial owner.

At the time of any decision to increase the share capital in consideration for cash contributions, except if the capital increase results from a prior issue of securities that confer equity rights, an extraordinary general meeting shall vote on a resolution proposing a capital increase reserved for the Company's employees.

Furthermore, every three years, an Extraordinary General Meeting shall be held to vote on a resolution proposing a capital increase reserved for the Company's employees if, pursuant to a report presented to the general meeting by the Board of Directors in accordance with **Article L. 225-102 of the French Commercial Code**, shares held by the employees of the Company and affiliated companies, within the meaning of Article L. 225-180 of the French Commercial Code, represent less than three percent of the share capital.

**2.** Capital decreases shall be authorised or decided by an extraordinary general meeting, but such capital decreases shall in no event diminish the equality of shareholders.

A decrease in share capital to an amount less than the statutory minimum can be decided only if it is subject to the condition precedent that it shall be followed by a capital increase raising share capital to an amount at least equal to the statutory minimum, unless the Company is converted into a company of another form that does not require a higher amount of capital than the share capital after the capital decrease.

In the event of non-compliance with this provision, any interested party may bring an action for dissolution of the Company. The Court shall not order dissolution if, on the day it rules on the merits, the situation has been rectified.

**3.** The share capital may be redeemed **in accordance with the provisions of Articles L. 225-198 et seq. of the French Commercial Code.**

**ARTICLE 10 - FORM OF THE SHARES**

**All shares shall be registered until fully paid up.**

**Once fully paid up, shares may be in registered or bearer form, at the choice of the holder. Bearer shares must be in "identifiable bearer" form, as required by Article L. 228-2 of the French Commercial Code.**

However, the persons referred to in Article L. 225-109 of the French Commercial Code are required, in accordance with the provisions of that article, to have the shares put into registered form or to deposit the shares owned by them or their dependent underage children with a bank, authorised financial institution or investment services provider.

**New wording**

If the shareholders or, in the event of a delegation of powers, the Board of Directors, have expressly so decided, any shares not subscribed by existing shareholders in proportion to their existing shareholdings shall be allocated to those shareholders who have subscribed for a higher number of shares than that to which they are entitled by virtue of their pre-emptive subscription rights, in proportion to their subscription rights and, in any event, within the limit of shareholder applications.

The right to be allotted new shares subsequent to a capitalisation of reserves, profits or issue premiums shall be held by the legal owner, subject to the rights of the beneficial owner.

At the time of any decision to increase the share capital in consideration for cash contributions, except if the capital increase results from a prior issue of securities that confer equity rights, an extraordinary general meeting shall vote on a resolution proposing a capital increase reserved for the Company's employees.

Furthermore, every three years, an Extraordinary General Meeting shall be held to vote on a resolution proposing a capital increase reserved for the Company's employees if, pursuant to a report presented to the general meeting by the Board of Directors in accordance **with the law**, shares held by the employees of the Company and affiliated companies, **as defined in law**, represent less than three percent of the share capital.

**2.** Capital decreases shall be authorised or decided by an extraordinary general meeting, but such capital decreases shall in no event diminish the equality of shareholders.

A decrease in share capital to an amount less than the statutory minimum can be decided only if it is subject to the condition precedent that it shall be followed by a capital increase raising share capital to an amount at least equal to the statutory minimum, unless the Company is converted into a company of another form that does not require a higher amount of capital than the share capital after the capital decrease.

In the event of non-compliance with this provision, any interested party may bring an action for dissolution of the Company. The Court shall not order dissolution if, on the day it rules on the merits, the situation has been rectified.

**3.** The share capital may be redeemed **in accordance with the requirements laid down in law.**

**Fully paid-up shares may be in registered or bearer form, at the choice of the holder.**

**In the case of bearer shares, the Company may at any time, in accordance with legislation and regulations in force, request from the central depository information about the number of shares held and any restrictions to which they may be subject, together with the name or company name, nationality, year of birth or year of incorporation, postal address and, where known, e-mail address of the holders of such shares giving immediate or eventual rights to vote at shareholders' meetings. This information shall be provided to the Company accordance with legal requirements.**

However, the persons referred to in Article L. 225-109 of the French Commercial Code are required, in accordance with the provisions of that article, to have the shares put into registered form or to deposit the shares owned by them or their dependent underage children with a bank, authorised financial institution or investment services provider.

## Current wording

## New wording

**ARTICLE 17 - POWERS OF THE BOARD OF DIRECTORS**

The Board of Directors shall establish the Company's business policies and ensure they are carried out. Subject to the powers expressly reserved to shareholders' meetings and within the limits of the corporate objects, the Board of Directors may consider any matter relating to the proper operation of the Company and shall resolve matters that concern the Company by its decisions.

In its relations with third parties, the Company shall be bound by the acts of the Board of Directors that exceed the scope of the corporate objects, unless the Company proves that the third party was aware, or that in light of the circumstances could not have been unaware, that the act was not within said corporate objects. However, the mere publication of the articles of association shall not constitute such proof.

The Board of Directors shall carry out all controls and verifications it deems necessary. Each Director is entitled to be provided with all documents and information necessary for the performance of his duties.

The Board may grant all agents of its choice all delegations of powers, within the limits of the powers it holds pursuant to law and these articles of association.

The Board may create committees charged with studying matters that the Board or the Chairman submits for their opinion and review.

The Board of Directors shall establish the Company's business policies and ensure they are carried out. Subject to the powers expressly reserved to shareholders' meetings and within the limits of the corporate objects, the Board of Directors may consider any matter relating to the proper operation of the Company and shall resolve matters that concern the Company by its decisions.

In its relations with third parties, the Company shall be bound by the acts of the Board of Directors that exceed the scope of the corporate objects, unless the Company proves that the third party was aware, or that in light of the circumstances could not have been unaware, that the act was not within said corporate objects. However, the mere publication of the articles of association shall not constitute such proof.

The Board of Directors shall carry out all controls and verifications it deems necessary. Each Director is entitled to be provided with all documents and information necessary for the performance of his duties.

The Board may grant all agents of its choice all delegations of powers, within the limits of the powers it holds pursuant to law and these articles of association.

The Board may create committees charged with studying matters that the Board or the Chairman submits for their opinion and review.

**Under a delegation of powers granted at an Extraordinary General Meeting, the Board of Directors may amend the Company's Articles of Association to ensure compliance with legal and regulatory requirements, subject to ratification at the following Extraordinary General Meeting.**

**ARTICLE 21 - MULTIPLE OFFICES**

An individual shall not simultaneously hold more than five offices as a Director or a member of the Supervisory Board of *sociétés anonymes* that have their registered offices in France.

By exception to the foregoing provisions, offices held by a person as a Director or member of the Supervisory Board of a company that is controlled, within the meaning of Article L. 233-16 of the French Commercial Code, by the company in which that person is a Director shall not be taken into account for these purposes.

For the purpose of applying the foregoing provisions, positions as Director held in companies whose shares are not admitted to trade on a regulated market and that are controlled, within the meaning of Article L. 233-16 of the French Commercial Code, by the same company shall count as a single office, provided the number of offices held in this manner does not exceed five.

An individual may not simultaneously hold more than one position as Chief Executive Officer, member of a management board or sole Chief Executive Officer of *sociétés anonymes* that have their registered offices in France. In derogation of the foregoing, a second position as Chief Executive Officer, member of a management board or sole Chief Executive Officer may be held in a company that is controlled, within the meaning of Article L. 233-16 of the French Commercial Code, by the company of which he is Chief Executive Officer. Another position as Chief Executive Officer, member of a management board or sole Chief Executive Officer may be held in a company provided that the shares **of that company** are not admitted to trading on a regulated market.

An individual shall not simultaneously hold more than five offices as a Director or a member of the Supervisory Board of *sociétés anonymes* that have their registered offices in France.

By exception to the foregoing **provisions and for the purposes of applying this article**, offices held by a person as a Director or member of the Supervisory Board of a company that is controlled, within the meaning of Article L. 233-16 of the French Commercial Code, by the company in which that person is a Director shall not be taken into account for these purposes.

For the purpose of applying the foregoing provisions, positions as Director held in companies whose shares are not admitted to trade on a regulated market and that are controlled, within the meaning of Article L. 233-16 of the French Commercial Code, by the same company shall count as a single office, provided the number of offices held in this manner does not exceed five.

An individual may not simultaneously hold more than one position as Chief Executive Officer, member of a management board or sole Chief Executive Officer of *sociétés anonymes* that have their registered offices in France. In derogation of the foregoing, a second position as Chief Executive Officer, member of a management board or sole Chief Executive Officer may be held in a company that is controlled, within the meaning of Article L. 233-16 of the French Commercial Code, by the company of which he is Chief Executive Officer. Another position as Chief Executive Officer, member of a management board or sole Chief Executive Officer may be held in a company if the shares **of neither of these two companies** are admitted to trading on a regulated market.



Current wording

New wording

Without prejudice to the conditions above or to other legal requirements, an individual shall not simultaneously hold more than five offices as a Chief Executive Officer, sole executive officer, Director or member of the Supervisory Board of *sociétés anonymes* having their registered offices in France. For the purposes of this Article, where a Director acts as Chief Executive Officer, this shall count as a single office.

This number shall be reduced to three for offices held within companies, even where registered outside France, whose shares are traded on a regulated market for persons acting as Chief Executive Officer, Director or sole executive officer in a company whose shares are traded on a regulated market and which employs at least 5,000 permanent employees in the company and its direct or indirect subsidiaries, and whose registered offices are located in France, or at least 10,000 employees in the company and its direct or indirect subsidiaries, and whose registered offices are located in France and elsewhere.

For the purposes of applying this latter limit, positions as Director or member of the Supervisory Board held by the Chief Executive Officer, Director or sole executive officer of companies whose main business is the acquisition and management of investment holdings, within the meaning of Article L. 233-2 of the French Commercial Code, shall be disregarded for these purposes.

Any individual in breach of the provisions concerning multiple offices shall resign one of the positions within three months of his appointment or, in the event of a derogation, from the position at issue within three months of the event that causes the person to cease complying with the conditions set by law. On expiry of the three-month period, the person is automatically dismissed and must return the compensation received, although the validity of the deliberations in which he or she took part is not called into question.

Any individual in breach of the provisions concerning multiple offices shall resign one of the positions within three months of his appointment or, in the event of a derogation, from the position at issue within three months of the event that causes the person to cease complying with the conditions set by law. On expiry of the three-month period, the person is automatically dismissed and must return the compensation received, although the validity of the deliberations in which he or she took part is not called into question.

**ARTICLE 24 – STATUTORY AUDITORS**

The Company shall be audited by one or more Principal Statutory Auditor, who shall be appointed and shall perform their duties in accordance with the law.

The Company shall be audited by one or more Principal Statutory Auditor, who shall be appointed and shall perform their duties in accordance with the law.

**One or more Substitute Auditors, who shall replace the Principal Statutory Auditor(s) in the event he/she/they refuse(s) or is/are unable to perform his/her/their duties, or in the event of his/her/their resignation or death, shall be appointed at the same time as the Principal Statutory Auditor(s) and for the same duration.**

**ARTICLE 35 (NEW) – BONDHOLDERS’ MEETING**

**In the event of the issuance of bonds, the holders of these bonds are considered as a group, in accordance with legal requirements, for the defence of their shared interests.**

**This group is represented by one or more representatives elected at a general meeting of bondholders.**

**Should there be more than one group of bondholders, they may not transact business at the same general meeting.**

# 7 PROPOSED RESOLUTIONS

## Resolutions falling within the powers of the Ordinary General Meeting

### Resolution 1

#### *(Approval of the individual financial statements for the financial year ended 31 December 2016; approval of non-deductible expenses)*

The shareholders, having reviewed the Management 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 2016, as presented at the General Meeting, showing a profit of €142,021,686.69.

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 €427,385, and the corresponding tax charge of €142,462.

### 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 2016.

### Resolution 3

#### *(Approval of the consolidated financial statements for the financial year ended 31 December 2016)*

The shareholders, having reviewed the Report of the Board of Directors, including the report on Group management 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 2016, which show a consolidated net profit (attributable to owners of the parent) of €150,412,013, as well as the transactions reflected in these consolidated financial statements and/or summarised in the reports.

### Resolution 4

#### *(Appropriation of earnings and determination of the dividend)*

The shareholders note that the profit available for distribution, determined as shown below, amounts to:

Profit/(loss) for the year	€142,021,686.69
Transfer to the legal reserve	-€8,507.20
Prior unappropriated retained earnings	€208,471.00
<b>DISTRIBUTABLE PROFIT</b>	<b>€142,221,650.49</b>

and agree, after acknowledging the consolidated net profit attributable to owners of the parent amounting to €150,412,013, to appropriate this profit as follows:

Dividends paid	€45,169,949.00
Discretionary reserves	€97,051,701.49
<b>TOTAL</b>	<b>€142,221,650.49</b>

The legal reserve thus amounts to €2,053,179.50, i.e. 10% of the share capital.

The dividend per share is €2.20, giving a total dividend of €45,169,949.00 based on the number of shares making up the share capital at 31 December 2016, namely 20,531,795 shares. In the event of a change in the number of shares carrying dividend rights, the amount of the total dividend will be adjusted accordingly and the amount allocated to discretionary reserves will be determined on the basis of the total dividend actually paid out.

The dividend will be paid on 5 July 2017.

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

## PROPOSED RESOLUTIONS

Furthermore, for these same shareholders, 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 two categories of withholdings, based on the gross amount of the dividend:

- a first withholding of 21%, subject to income tax reporting requirements and having the status of a partial payment of tax due in respect of 2017 income; and
- a second withholding of 15.5% for social security deductions, including 5.1% corresponding to the deductible portion of the CSG (*contribution sociale généralisée*, or general social security contribution).

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

	2013*	2014*	2015*
Total dividend	€22,647,207.70	€38,706,399.10	€34,759,429.10
Number of dividend-bearing shares	11,919,583	20,371,789	20,446,723
Dividend paid	€1.90	€1.90	€1.70

\* The dividend payment entitles individual shareholders resident in France for tax purposes to a 40% deduction on the gross amount of the dividend for the calculation of income tax (Article 158-3-2° of the French General 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 2016 to Pierre Pasquier, Chairman)**

The shareholders, consulted pursuant to Article 26 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 2016 financial year, in his capacity as Chairman.

### Resolution 7

#### **(Opinion on items of compensation due or granted in respect of financial year 2016 to Vincent Paris, Chief Executive Officer)**

Having been consulted pursuant to Article 26 of the AFEP-MEDEF corporate governance code for listed companies, and having reviewed the Report of the Board of Directors, the shareholders approve the items of compensation due or granted to Vincent Paris in respect of financial year 2016, in his capacity as Chief Executive Officer.

### Resolution 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)**

Having reviewed the report presented in accordance with Article L. 225-37-2 of the French Commercial Code, the shareholders approve the principles and criteria for the determination, distribution and allocation of items of fixed, variable and exceptional compensation forming the total compensation and all benefits of any kind attributable to the Chairman in respect of financial year 2017.

### Resolution 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)**

Having reviewed the report presented in accordance with Article L. 225-37-2 of the French Commercial Code, the shareholders approve the principles and criteria for the determination, distribution and allocation of items of fixed, variable and exceptional compensation forming the total compensation and all benefits of any kind attributable to the Chief Executive Officer and, where applicable, to any Deputy CEO that may be appointed, in respect of financial year 2017.

### Resolution 10

#### **(ratification of the co-optation of Ms Emma Fernández as a Director for a term of one year)**

The shareholders ratify the co-optation of Emma Fernández as a Director, decided by the Board of Directors at its meeting of 19 January 2017, to replace Christian Bret, who has resigned, and to serve for the remainder of the latter's term of office, i.e. until the end of the General Meeting convened to approve the financial statements for the year ending 31 December 2017.

### Resolution 11

#### **(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 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 power 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 retain the shares bought back in order to exchange them or present them as consideration at a later date for a merger, spin-off or contribution of assets and, more generally, for external growth transactions. Shares bought back for such purposes are not to exceed, in any event, 5% of the number of shares making up the Company's share capital,
  - to 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 bought back by way of a share capital reduction, in accordance with Resolution 13 of the Combined General Meeting of Shareholders of 22 June 2016,
  - to implement any market practice that may come to be accepted by the AMF, and in general, to perform any operation that complies with regulations in force;
- agree that the maximum price per share paid for shares bought back be set at €200; in the event of any transactions in the share capital, including in particular capitalisation of reserves, free share awards and/or stock splits or reverse stock splits, this price shall be adjusted proportionately;
- 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 powers 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 falling within the powers of the Extraordinary General Meeting

**Resolution 13**

***(Delegation of powers 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 power 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 shall automatically lapse as soon as the takeover bid or any other potential competing offer fails, lapses or is withdrawn;

- decides that the maximum nominal amount of the capital increase that may result from the exercise of these subscription warrants shall not be allowed to exceed the amount of the share capital at the date of the issue of these warrants, and that the maximum number of subscription warrants that may be issued shall not be allowed to exceed the number of shares constituting the share capital when the warrants are issued;
- 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 powers, 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 powers 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 powers supersedes, in relation to the unused portion, any previous delegation of powers having the same purpose.

### Resolution 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)***

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 powers to the Board of Directors, including the ability to sub-delegate this power under the conditions laid down in law and in 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 company or group as defined in Article L. 225-180 of the French Commercial Code (the "**Recipients**"), under the conditions laid down in 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 powers;
- agree that this delegation of powers shall not give access to a total number of shares representing more than 3% of the Company's share capital (as assessed at the date when the Board of Directors makes use of this delegation of powers), it being specified that (i) any issue or allotment carried out pursuant to Resolutions 24 and 25 adopted at the Combined General Meeting of 22 June 2016 will count towards this 3% limit such that the issues or allotments carried out pursuant to Resolutions 24 and 25 and this Resolution, taken together, will be subject to an overall limit of 3%, and (ii) this is in addition to any additional number of shares to be issued 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 powers, 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 proposed amount of any subscriptions and, in particular, determine their issue prices, dates and periods, and the terms and conditions of subscription, payment, delivery and vesting of securities, in accordance with applicable legal and regulatory limits,

- 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 powers,
- 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 completion of capital increases up to the value of shares actually subscribed or of other securities issued under the terms of this authorisation,
- enter into any agreements and, either directly or via an agent, complete all procedures and formalities, including formalities subsequent to capital increases and consequential amendments to the Articles of Association and, more generally, take all necessary steps,
- in general terms, enter into any agreement, including in particular agreements to ensure that planned issues are successfully completed, take any steps and complete any formalities required for the issuance, listing and management of securities issued under the terms of this authorisation and for the exercise of any associated rights;
- agree that this delegation of powers 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 powers supersedes, in relation to the unused portion, any previous delegation of powers having the same purpose.

#### Resolution 15

***(Appointment of Christian Bret as a Non-Voting Director for a term of one year)***

The shareholders appoint Mr Christian Bret as a Non-Voting Director, with effect from today and for a period of one year expiring at the end of the Ordinary General Meeting convened in 2018 to approve the financial statements for the year ending 31 December 2017.

#### Resolution 16

***(Amendment of the Company's Articles of Association to ensure compliance with legal and regulatory requirements)***

The shareholders, having reviewed the Report of the Board of Directors and the proposed amendments to the Articles of Association, included herein, to ensure compliance with current legal and regulatory requirements and clarify wording, and relating in particular to Article 4, "Registered office", Article 5, "Term", Article 8, "Changes to share capital", Article 10, "Form of shares", Article 21, "Multiple offices", Article 24, "Statutory Auditors" and the addition of a new Article 35, approve the specific amendments made to each article and the amendment of the Articles of Association as a whole.

#### Resolution 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 the corresponding amendment to Article 17, "Powers of the Board of Directors")***

The shareholders, having reviewed the Management report of the Board of Directors:

- agree to delegate powers to the Board of Directors to approve all necessary amendments to the Company's Articles of Association to ensure compliance with legal and regulatory requirements, subject to ratification at the next Extraordinary General Meeting; and
- agree to amend Article 17 of the Articles of Association accordingly by adding a sixth paragraph as follows:

*"Under a delegation of powers granted at an Extraordinary General Meeting, the Board of Directors may amend the Company's Articles of Association to ensure compliance with legal and regulatory requirements, subject to ratification at the next Extraordinary General Meeting."*

The remainder of Article 17 remains unchanged.

#### Resolution 18








***(Powers required to carry out formalities)***

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

# OPT IN FOR ELECTRONIC NOTICES OF MEETING

and Sopra Steria will donate €5 to the charitable organisation Les Puits du Désert.

Join the 1,500 registered shareholders who have already chosen to receive their notice of general meetings by e-mail!

			
The <b>electronic notice</b> of meeting - or <b>e-notice</b> - is <b>simple, fast and secure</b> .	By going paperless, you help <b>protect the environment</b> .	For each e-notice subscription, Sopra Steria Group will donate €5 to charitable organisation <b>Les Puits du Désert</b> (Desert Wells).	
Founded in 2000, Les Puits du Désert association serves the most underprivileged nomad and sedentary populations in the Agadez region of Niger.			
			
Providing access <b>to water</b> by building wells	Providing access <b>to education</b> by <b>building schools</b>	Providing access to basic <b>healthcare</b>	Providing <b>emergency aid and food supplies</b>

Dear Sir/Madam,

Sopra Steria offers you the option of receiving electronic notices of General Meetings.

If you choose to receive electronic notices of meeting, you will receive an e-mail that lets you access all the documents you need to prepare for the General Meeting, request your admission card to attend the General Meeting, appoint the Chairman or someone else as your proxy, and send a postal ballot.

- **CMShareholders:** To sign up, log in to YOUR SHAREHOLDER ACCOUNT at <https://www.cmcics-nominatif.com/en/> using your username ("Identifier") and password, and click on "**Select E-Notice**". Select "**Yes**", enter your e-mail address, and click "**VALIDATE**".
- **BNP Paribas shareholders:** To do this, please visit the Area "My Personal Information", section "**My Subscriptions**". Enter your e-mail address, tick "**Convocation by email to General Shareholders' meetings**" and click on "**Save**".

Thank you for choosing this convenient, environmentally friendly solution.



# REQUEST FOR DOCUMENTS AND INFORMATION



## COMBINED GENERAL MEETING OF SHAREHOLDERS

**TUESDAY 13 JUNE 2017 AT 2:30 P.M.**

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**

### REPLY FORM TO REQUEST FOR DOCUMENTS AND INFORMATION

Ms    Mlle    M.

LAST NAME: .....

First (and middle) name: .....

Full address: .....

Post code: ..... City: .....

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: ..... on: .....2017

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*

### COMBINED GENERAL MEETING OF SHAREHOLDERS

**TUESDAY 13 JUNE 2017 AT 2:30 P.M.**





# Corporate responsibility

Our first responsibility is to secure our business development and our long-term future while considering our local and global impact. As an international group operating in many countries, we play a major role in helping to create a more sustainable world.



## Marketplace

Responsible dialogue with all stakeholders



## Workplace

A team at the heart of the Group's Enterprise Project. A confirmed principle of equal opportunities



## Environment

Innovating in support of the environment for the benefit of our clients



## Community engagement

Supporting local communities: education, access to employment, digital inclusion and the right to water



One of Europe's leading recruiters

Score Gold level



**8,498**

NEW EMPLOYEES IN 2016



Score **88%**

## A- in Leadership

Among the top 3 technology firms



**31%**

WOMEN IN THE GROUP



**193,170**

Sopra Steria shares bought by employees via "We Share 2016"



Happy Trainees accreditation in France for the 4<sup>th</sup> consecutive year



**No. 1** recruiter of young graduates in the digital field in France

**69%**

Share of energy from renewable sources in electricity consumption of offices and on-site data centres

**(-) 6.6%**

Overall reduction in greenhouse gas emissions relative to 2014

Target: 15% reduction by 2020 relative to 2014

**(-) 19%**

Reduction including renewable energy

**98%**

Of Waste Electrical & Electronic Equipment (WEEE) gets a second life

## Certifications



## Sopra Steria Group

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