

# 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 General 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 20th 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, within the time period required by law and, for the types of documents mentioned in Article R. 225-73-1 of the French Commercial Code, in the "Investors" section of the Company's website at the following address: <https://www.soprasteria.com/en/investors>

#### INSTRUCTIONS FOR FILLING OUT THE VOTING FORM:

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

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

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

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

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

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