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Sopra Steria Group

A French Société Anonyme (limited company) with share capital of €20,531,795

326 820 065 RCS Annecy - Registered Office: PAE Les Glaisins, Annecy-le-Vieux, 74940 Annecy

Minutes of the Combined General Meeting of 13 June 2017

In the year two thousand and ten seven, on the thirteenth of June, at two thirty in the afternoon, the Company's shareholders met in a Combined General Meeting at the Pavillon Dauphine, Place du Maréchal de Lattre de Tassigny, F-75116 Paris, as duly convened by the Board of Directors.

An attendance sheet was drawn up and initialled by each individual present upon entering the Meeting, whether in his/her own name or as proxy.

As Chairman of the Board of Directors, Pierre Pasquier chaired the Meeting.

The two shareholders in attendance at the Meeting representing, in their own right and as proxy, the largest number of votes – François Odin, representing Sopra GMT, and Astrid Anciaux, representing the Employee Shareholding Fund (FCPE) Groupe Steriactions – and indicating their acceptance of such duties, were appointed as vote tellers.

Christophe Bastelica, Secretary of Sopra Steria Group's Board of Directors, was selected to serve as secretary for the Meeting.

The attendance sheet, certified as accurate and genuine by the officers of the Meeting thus constituted, supports the observation that the shareholders who were physically present or represented at the Meeting or who voted by mail, held 15,909,939 shares to which were attached 21,396,628 voting rights, out of a total of 20,525,249 shares carrying voting rights.

As the quorum was reached, since more than one-quarter of the total voting shares were represented, the Meeting was deemed to be validly constituted and thus able to discuss and decide upon all items on its agenda.

The Chairman submitted the following documents to the officers of the Meeting, making them available to shareholders:

- the latest version of the Company's Articles of Association,
- the attendance sheet for the Meeting,
- proxy forms for shareholders represented by proxy as well as all mail-in ballots received,
- a copy of the convening letter,
- a copy of the legal gazette containing the convening notice,
- a copy of the convening notice, as published in the *Bulletin d'annonces légales obligatoires* (BALO),
- a copy of the meetings notice, as published in the *Bulletin d'annonces légales obligatoires* (BALO),
- the individual company and consolidated financial statements for the year ended 31 December 2016, together with the other documents required by law,
- the five-year financial summary,
- the reports of the Board of Directors submitted to the General Meeting,
- the report of the Chairman of the Board of Directors on corporate governance, internal control and risk management procedures (in Article L. 225-37 of the French Commercial Code),
- the proposed amendments to the Articles of Association;
- the proposed resolutions submitted to the Meeting.

Next, the Chairman informed the Meeting that the individual company and consolidated financial statements, the reports of the Board of Directors and of the Chairman, the reports of the Statutory Auditors, the list of shareholders, the proposed resolutions submitted to the Meeting as well as all other documents and information required by law and the Articles of Association were made available to shareholders at the Company's registered office as from the date of publication of the convening notice for the Meeting.

The Meeting placed this information on record.

Finally, The Chairman informs the Meeting that the Company has not received any written request to add items to the agenda for the Meeting or table additional draft resolutions. In addition, no written questions have been received for discussion.

The Chairman then reminded shareholders that the General Meeting had been called for them to decide on the following agenda:

Requiring the approval of the Ordinary General Meeting

- Approval of the individual financial statements for the financial year ended 31 December 2016; approval of non-deductible expenses;
- Granting of final discharge to members of the Board of Directors;
- Approval of the consolidated financial statements for the financial year ended 31 December 2016;
- Appropriation of earnings and determination of the dividend;
- Approval of agreements governed by Articles L. 225-38 et seq. of the French Commercial Code;
- Opinion on items of compensation due or granted in respect of financial year 2016 to Pierre Pasquier, Chairman;
- Opinion on items of compensation due or granted in respect of financial year 2016 to Vincent Paris, Chief Executive Officer;
- 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;
- 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;
- Ratification of the co-optation of Emma Fernandez as a director for a term of one year;
- Setting of directors' fees at €500,000;
- 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

- 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;
- 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;
- Appointment of Christian Bret as a non-voting director for a term of one year;
- Amendment of the Company's Articles of Association to ensure compliance with legal and regulatory requirements;
- Delegation of powers to the Board of Directors to amend the Company's Articles of Association to ensure compliance with legal and regulatory requirements and corresponding amendments to Article 17 of the Company's Articles of Association, "Powers of the Board of Directors";
- Powers granted to carry out all legal formalities.

I would like to remind you that extraordinary resolutions require a quorum of one-quarter of the total voting shares and a two-thirds majority of the votes of the shareholders present or represented. The resolutions on the agenda of the Ordinary General Meeting require a quorum of one-fifth of the total voting shares and a majority of the votes of the shareholders present or represented. However, as an exception to the preceding, Resolution 13, even though they are on the Extraordinary General Meeting agenda, requires a quorum of one-fifth of the total voting shares and a majority of the votes of the shareholders present or represented.

The Chairman then read out the reports of the Board and had the reports of the Statutory Auditors and transfer auditor also read out.

After these reports had been read out, the Chairman opened the discussion and answered questions raised by shareholders.

Then, as no-one wished to take the floor, the Chairman successively put the following resolutions to the vote of shareholders:

Resolutions submitted for the approval 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.

This resolution was adopted by votes FOR, 21,385,509 votes 8,197 AGAINST and 2,922 ABSTENTIONS.

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.

This resolution was adopted by 21,221,697 votes FOR, 174,486 votes AGAINST and 445 ABSTENTIONS.

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.

This resolution was adopted by 21,395,787 votes FOR, 311 votes AGAINST and 530 ABSTENTIONS.

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
DISTRIBUTABLE PROFIT	€142,221,650.49

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
TOTAL	€142,221,650.49

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).

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 2016 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).

This resolution was adopted by 21,193,659 votes FOR, 202,437 votes AGAINST and 532 ABSTENTIONS.

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.

This resolution was adopted by 17,521,526 votes FOR, 3,872,301 votes AGAINST and 2,801 ABSTENTIONS.

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.

This resolution was adopted by 18,528,700 votes FOR, 2,866,525 votes AGAINST and 1,403 ABSTENTIONS.

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.

This resolution was adopted by 18,612,587 votes FOR, 2,782,877 votes AGAINST and 1,164 ABSTENTIONS.

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.

This resolution was adopted by 17,467,207 votes FOR, 3,928,284 votes AGAINST and 1,137 ABSTENTIONS.

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.

This resolution was adopted by 18,308,375 votes FOR, 3,084,730 votes AGAINST and 3,523 ABSTENTIONS.

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.

This resolution was adopted by 21,283,666 votes FOR, 109,873 votes AGAINST and 3,089 ABSTENTIONS.

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.

This resolution was adopted by 21,360,311 votes FOR, 33,469 votes AGAINST and 2,848 ABSTENTIONS.

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.

This resolution was adopted by 16,162,671 votes FOR, 5,231,028 votes AGAINST and 2,929 ABSTENTIONS.

Resolutions submitted for the approval 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.

This resolution was adopted by 14,797,288 votes FOR, 6,596,387 votes AGAINST and 2,953 ABSTENTIONS.

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.

This resolution was adopted by 20,906,001 votes FOR, 486,888 votes AGAINST and 3,739 ABSTENTIONS.

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.

This resolution was adopted by 16,885,064 votes FOR, 4,510,711 votes AGAINST and 853 ABSTENTIONS.

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.

This resolution was adopted by 21,390,476 votes FOR, 5,497 votes AGAINST and 655 ABSTENTIONS.

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.

This resolution was adopted by 17,435,893 votes FOR, 3,957,713 votes AGAINST and 3,022 ABSTENTIONS.

Resolution 18 (*Powers required to carry out formalities*)

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

This resolution was adopted by 21,391,948 votes FOR, 4,115 votes AGAINST and 565 ABSTENTIONS.

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As we have reached the bottom of the agenda and there are no further requests to speak, the Chairman hereby declares this meeting closed.

These minutes were drawn up and, after they had been read, were signed by the Chairman, the scrutineers and the secretary.

Pierre Pasquier,
Chairman

Scrutineers

P / Sopra GMT
François Odin

P / FCPE GROUPE STERIACTIONS
Astrid Anciaux

Secretary
Christophe Bastelica