

2022 Combined General meeting

CONVENING NOTICE

Wednesday 1st June 2022 at 2:30 p.m.
Pavillon Dauphine,
Place du Maréchal de Lattre de Tassigny,
75116 Paris

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Sopra Steria Group

Founded 1968

Société anonyme with share capital de 20 547 701 €
326 820 065 RCS Annecy

Registered Office: PAE Les Glaisins, Annecy-le-Vieux,
74940 ANNECY

Head office: 6 avenue Kleber
FR 75116 Paris

Phone: +33(0)1 40 67 29 29

Fax: +33(0)1 40 67 29 30

contact-corp@soprasteria.com

<https://www.soprasteria.com>

This document is a free translation into English. It is not a binding document. In the event of a conflict in interpretation, reference should be made to the French version, which is the authentic text. The English PDF and PDFi version of Notice of Meetings is available on the website: <https://soprasteria.com/en/investors>

Chairman's message

Sopra Steria had a good year in 2021. We comfortably achieved the performance targets set at the beginning of the year.

The 1.1 percentage point upturn in our operating margin on business activity was gratifying and supports the prospect of a continuing improvement in our profitability over the medium term. I want to thank Executive Management and every one of the Group's employees for this performance in 2021.

We operate in a world that's been in the grip of major transformations for several years now. Amid inescapable economic globalisation, an unprecedented pandemic has brought new challenges to light. Environmental risks are becoming increasingly conspicuous, fostering widespread awareness across the whole of society. The phenomenon of digitalisation has now spread well beyond the economic sphere, affecting all human activity.

Against this backdrop and as we emerge from the Covid crisis, which has accelerated some of these trends, our industry sector cannot help but undergo a reconfiguration of greater or lesser scale. It's up to us to anticipate and be ready for whatever changes lie ahead.

It is in this spirit that we will be stepping up work on our five-year plan in 2022. Without calling into question its foundations (independence, developing digital services businesses underpinned by consulting and software), we'll be revisiting the elements that make up this plan and strengthening or adjusting them where appropriate.

Sopra Steria began 2022 with the announcement of a change in its Executive Management. The Board of Directors has decided to appoint Cyril Malargé to head up the Group in place of Vincent Paris, who is keen to step back after spending more than 30 years with the Group, including a successful seven-year stint as Chief Executive.

There's no doubt in my mind that the management transition will be seamless.

As Chairman of the Board of Directors, I'll continue to give my full support to the new Executive Management team as it seeks to drive forward ambitious plans involving all our stakeholders - employees, shareholders, customers and partners - and aimed at delivering strong financial performance while making a sustainable, enlightened and human-centred contribution to society.

In this document, you will find all the information related to the 2022 Shareholder's Meeting.

I encourage you to participate fully in this Shareholder's Meeting by voting and asking your questions live on the day of the event during the question and answer session.

On behalf of the Board of Directors, I would like to thank you for your ongoing confidence.



"I want to thank Executive Management and every one of the Group's employees for this performance in 2021."

Pierre Pasquier
Chairman and Founder, Sopra Steria Group

1. 2022 Combined General meeting of Sopra Steria

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Important notice

Shareholders are invited to regularly check the "Shareholders' Meetings" section of the Company's website (<https://www.soprasteria.com/investors/investors-relations-shareholders/shareholders-meetings?year=2022>)

Agenda

The shareholders of Sopra Steria Group are invited to attend the Combined General Meeting to be held on Wednesday, 1st June 2022, at 2.30pm, at Pavillon Dauphine, place du Maréchal-de-Lattre-de-Tassigny, 75116 Paris, to consider the following agenda:

Requiring the approval of the Ordinary General Meeting

- 1) Approval of the parent company financial statements for financial year 2021;
- 2) Approval of the consolidated financial statements for financial year 2021;
- 3) Appropriation of earnings for financial year 2021 and setting of the dividend;
- 4) Approval of the report on the compensation of company officers relating to the disclosures mentioned in Article L. 22-10-9 I of the French Commercial Code;
- 5) Approval of the fixed, variable and exceptional items of compensation making up the total compensation and benefits of any kind paid or allotted to Pierre Pasquier, Chairman of the Board of Directors, in respect of financial year 2021;
- 6) Approval of the fixed, variable and exceptional items of compensation making up the total compensation and benefits of any kind paid or allotted to Vincent Paris, Chief Executive Officer, in respect of financial year 2021;
- 7) Approval of the compensation policy for the Chairman of the Board of Directors;
- 8) Approval of the compensation policy for the Chief Executive Officer;
- 9) Approval of the compensation policy for Directors for their service;
- 10) Decision setting the total amount of compensation awarded to Directors for their service at €500,000 per financial year;
- 11) Renewal of the directorship of André Einaudi for a term of office of four years;
- 12) Renewal of the directorship of Michael Gollner for a term of office of one year;
- 13) Renewal of the directorship of Noëlle Lenoir for a term of office of four years;
- 14) Renewal of the directorship of Jean-Luc Placet for a term of office of two years;
- 15) Appointment of Yves de Talhouët as a Director for a term of office of three years;
- 16) Renewal of the appointment of ACA Nexia as Principal Statutory Auditor;
- 17) Authorisation to be granted to the Board of Directors to trade in the Company's shares up to a maximum of 10% of the share capital;

Requiring the approval of the Extraordinary General Meeting

- 18) Authorisation to be granted to the Board of Directors to retire any shares that the Company may have acquired and to reduce the share capital accordingly;
- 19) Delegation of authority to be granted to the Board of Directors to issue ordinary shares and/or other securities giving access to the Company's share capital and/or the share capital of its subsidiaries, with pre-emptive subscription rights for existing shareholders, subject to an upper limit of 50% of the Company's share capital;
- 20) Delegation of authority to be granted to the Board of Directors to issue ordinary shares and/or other securities giving access to

the Company's share capital and/or the share capital of its subsidiaries, through public offerings (excluding offerings pursuant to paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code), without pre-emptive subscription rights, subject to an upper limit of 20% of the Company's share capital, or 10% of the share capital where no priority is granted;

- 21) Delegation of authority to be granted to the Board of Directors to issue ordinary shares and/or other securities giving access to the Company's share capital and/or the share capital of its subsidiaries, by means of a public offering provided for under paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code, without pre-emptive subscription rights, subject to an upper limit of 10% of the Company's share capital per year;
- 22) Delegation of authority to be granted to the Board of Directors to determine the issue price for ordinary shares and/or other securities giving access to the Company's share capital and/or the share capital of its subsidiaries, subject to an upper limit of 10% of the Company's share capital in connection with a capital increase without pre-emptive subscription rights;
- 23) Delegation of authority to be granted to the Board of Directors to increase, with or without pre-emptive rights for existing shareholders, the number of ordinary shares and/or other securities giving access to the Company's share capital to be issued, subject to an upper limit of 15% of the size of the initial issue;
- 24) Delegation of authority to be granted to the Board of Directors to issue ordinary shares and/or other securities giving access to the Company's share capital and/or the share capital of its subsidiaries, without pre-emptive subscription rights, in consideration for contributions in kind, subject to an upper limit of 10% of the Company's share capital;
- 25) Delegation of authority to be granted to the Board of Directors to issue ordinary shares and/or other securities giving access to the Company's share capital and/or the share capital of its subsidiaries, without pre-emptive subscription rights, in consideration for instruments tendered to a public exchange offer, subject to an upper limit of 10% of the Company's share capital;
- 26) Delegation of authority to be granted to the Board of Directors to increase the Company's share capital, through the capitalisation of premiums, reserves, earnings or any other item eligible for capitalisation;
- 27) Authorisation to be granted to the Board of Directors to allot existing or new free shares to employees and/or company officers of the Company and/or related companies, subject to a cap of 1.1% of the share capital, entailing the waiver by the shareholders of their pre-emptive subscription right;
- 28) Delegation of authority to be granted to the Board of Directors to increase the Company's share capital, without pre-emptive subscription rights for existing shareholders, via issues to persons employed by the Company or by a related company, subject to enrolment in a company savings plan, up to a maximum of 2% of the share capital.

Requiring the approval of the Ordinary General Meeting

- 29) Powers granted to carry out all legal formalities.

Procedures governing participation in the General Meeting

I. Participation in the General Meeting

A. RIGHT TO PARTICIPATE IN THE GENERAL MEETING

1. Proof of shareholder status

Sopra Steria Group's share capital is made up of 20,547,701 shares. Double voting rights are allocated to all fully paid-up shares that are proved to have been registered in the name of the same shareholder for at least two years.

Every shareholder has the right to participate in the General Meeting, regardless of the number of shares held.

In accordance with Article R. 22-10-28 of the French Commercial Code, the only shareholders allowed to take part in the General Meeting or to be represented by proxy are those able to prove their status by showing that their shares are held in accounts in their name, or in the name of their authorised financial intermediary, no later than the second business day preceding the General Meeting, i.e. by Monday, 30 May 2022 at 0.00 a.m. (Paris time):

- for holders of directly registered (*nominatif pur*) or intermediary-registered (*nominatif administré*) shares: in registered share accounts;
- for holders of bearer shares: in bearer share accounts kept by the authorised intermediary responsible for managing the account, the Securities Account Holder.

2. Sales of shares by shareholders prior to the General Meeting

Any shareholder who has already submitted their remote voting and proxy form (the Combined Form) may sell all or a portion of their shares up to the date of the General Meeting.

However, only sales completed before the second business day preceding the General Meeting, i.e. before Monday, 30 May 2022 at 0.00 a.m. (Paris time), will be taken into consideration. Only in such cases, the Securities Account Holder is required to send notification of the sale and provide the information necessary to cancel the vote or to change the number of shares and votes corresponding to the vote.

No share transfers completed after the second business day preceding the General Meeting, i.e. after Monday, 30 May 2022 at 0.00 a.m. (Paris time), irrespective of the means employed, are to be taken into consideration, notwithstanding any agreement to the contrary.

B. MEANS OF PARTICIPATION IN THE GENERAL MEETING

Given the ongoing uncertainty surrounding future developments in the public health situation, shareholders are requested to periodically consult the information provided concerning the procedures governing participation in the General Meeting on the Company's website (<https://www.soprasteria.com/investors>).

Centralising agent for the General Meeting – Use of the secure Votaccess platform

Société Générale Securities Services is the centralising agent for the General Meeting. Requests submitted by post to the centralising agent must be addressed to Société Générale Securities Services – Service des Assemblées, CS 30812, 44308 Nantes CEDEX 3 (France).

Shareholders who are able to do so are encouraged to give priority to the use of the secure Votaccess platform. This platform allows them to quickly and securely select their means of participation in the General Meeting. **The secure Votaccess platform will be open from Friday, 13 May 2022 at 9.00 a.m to Tuesday, 31 May 2022 at 3.00 p.m. (Paris time).**

Holders of directly registered or intermediary-registered shares will need to sign in to the www.sharinbox.societegenerale.com website, then click on the "Replay" button in the "General Meeting" box on the homepage, and finally click on "Participe" to access the secure Votaccess platform.

- **Holders of directly registered shares** will need to use their usual access code and password to consult their registered account.
- **Holders of intermediary-registered shares** will need to log in using the access code and password provided for this purpose by Société Générale Securities Services.

Holders of directly registered or intermediary-registered shares who have lost or forgotten their access code and/or password may click on "Get your codes" on the Sharinbox login page.

- **Holders of bearer shares** will need to log in to their Securities Account Holder's website, using their usual access code and password, then access the secure Votaccess platform by following the on-screen instructions. Holders of bearer shares are recommended to contact their Securities Account Holder to find out whether access to this service is subject to any specific terms and conditions of use.

Shareholders are encouraged to log in to the secure Votaccess platform as soon as it opens, and in any event before the day before the General Meeting.

Shareholders have several options for participating in the General Meeting:

- attending the General Meeting in person;
- voting remotely prior to the General Meeting;
- appointing as their proxy:
 - **the Chairman** (or if a shareholder does not name a proxy holder in a proxy form submitted to the Company), it being specified that in such a case, the Chairman of the General Meeting shall vote in favour of proposed resolutions submitted for approval by the Board of Directors, and against any other proposed resolutions,
 - **another shareholder**, their spouse, the partner with whom they have entered into a *pacte civil de solidarité* (PACS, the French civil union contract), or any other individual or legal entity of their choosing under the conditions set out in Articles L.225-106 and L.22-10-39 of the French Commercial Code.

Pursuant to Article R.22-10-28 III of the French Commercial Code, all shareholders who, having requested their admission card, have voted remotely or appointed a proxy, may no longer opt for any other means of participation.

1. Attending the General Meeting in person

Shareholders who wish to attend the General Meeting in person must bring proof of their identity and their admission card.

a) Electronic requests for admission cards

Shareholders may request an admission card online on the secure Votaccess platform by following the on-screen instructions after having logged in as described above in Section B. "Means of participation in the General Meeting"/"Centralisation of the General Meeting – Use of the secure Votaccess platform".

b) Postal requests for admission cards

- **Holders of directly registered** or intermediary-registered shares must ensure their request for an admission card is received before 30 May 2022 at 12.00 noon (Paris time) by Société Générale Securities Services, using the Combined Form and the prepaid envelope attached to the notice of meeting.
- **Holders of bearer shares** must ask their Securities Account Holder to send them an admission card. Société Générale Securities Services must receive all requests by the Securities Account Holder no later than 30 May 2022 at 12.00 noon (Paris time). If, despite having submitted a request, holders of bearer shares have not received their admission card by 30 May 2022, they must ask their Securities Account Holder to provide them with a certificate of investment, which will allow them to prove their status as a shareholder to be admitted to the General Meeting.

Shareholders who arrive on the date of the General Meeting without an admission card or a certificate of investment are responsible for contacting their Securities Account Holder and requesting to be sent the certificate of investment required to attend the General Meeting.

On the day of the General Meeting, the certificate of investment shall be accepted either in print or electronic format, provided that, for the latter format, the shareholder is able to send it to the email address that will be provided upon arrival at the venue.

2. Voting remotely prior to the General Meeting

a) Voting remotely online

Shareholders may submit their voting instructions online on the secure Votaccess platform by following the on-screen instructions after having logged in as described above in Section B. "Means of participation in the General Meeting"/"Centralisation of the General Meeting – Use of the secure Votaccess platform".

b) Voting remotely by post

- Registered shareholders must fill out and sign the Combined Form attached to the notice of meeting and send it back using the prepaid envelope to Société Générale Securities Services.
- Holders of bearer shares must: 1) ask their Securities Account Holder to send them the Combined Form; 2) send the completed signed Combined Form together with their voting instructions to their Securities Account Holder. The Securities Account Holder is responsible for sending the Combined Form, together with a certificate of investment, directly to Société Générale Securities Services – Service des Assemblées, CS 30812, 44308 Nantes CEDEX 3 (France).

In order to be taken into account, Combined Forms must be received by Société Générale Securities Services no later than Monday, 30 May 2022 at 12.00 noon (Paris time).

3. Appointing a proxy

a) By email

Shareholders may appoint a proxy or rescind a proxy appointment online on the secure Votaccess platform by following the on-screen instructions after having logged in as described above in Section B. "Means of participation in the General Meeting"/"Centralisation of the General Meeting – Use of the secure Votaccess platform".

If and only if their Account Holder has not joined the Votaccess system, holders of bearer shares can send an email to the following address: assembleegenerale@soprasteria.com. The message must specify the full name and address of the principal shareholder, as well as those of the proxy appointed or whose appointment is rescinded. Holders of bearer shares must ask their Securities Account Holder to send Société Générale Securities Services a certificate of investment to prove their status as a shareholder.

b) By post

Holders of directly registered or intermediary-registered shares and holders of bearer shares shall use the Combined Form, following the instructions detailed in Section 2. b) on voting remotely by post.

Proxy appointments may be rescinded using the same procedure.

II. Procedure for exercising the right to add items of business or proposed resolutions to the agenda

Requests made by shareholders fulfilling the legal requirements to include items of business or proposed resolutions on the agenda must be sent to Sopra Steria Group's registered office, in accordance with the conditions set forth in Article R. 225-71 et seq. of the French Commercial Code, by registered letter with proof of receipt, or by email to the following address: assembleegenerale@soprasteria.com, and received no later than the 25th day preceding the General Meeting, i.e. 7 May 2022, and must be sent no more than 20 days and must be sent no more than 20 days after the notice of meeting publication date of April 4, 2022, i.e. 24 April 2022. 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*).

Any such items of business or proposed resolutions will be included on the agenda of the General Meeting and posted on the Company's website, <https://www.soprasteria.com/investors>, in accordance with Article R. 22-10-23 of the French Commercial Code.

The examination by the General Meeting of items of business or proposed resolutions included on the agenda by shareholder request remains subject to the submission by the authors of the request of newly issued deposit certificates for their securities under the same accounts by the second business day preceding the General Meeting, i.e. Monday, 30 May 2022 at 0.00 a.m. (Paris time).

III. Procedure for exercising the right to submit written questions

All shareholders have the right to submit written questions. To be acceptable, these questions must be sent to the Chairman of the Board of Directors at the Company's registered office, by registered letter with proof of receipt or by email to assembleegenerale@soprasteria.com no later than the fourth business day preceding the General Meeting, i.e. by Wednesday, 25 May 2022. 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*).

In accordance with the laws in force, a single answer may be provided in response to multiple written questions that share the same content.

All written questions submitted by shareholders and the answers provided will be posted in the section dedicated to General Meetings on the Company's website, at the following address: <https://www.soprasteria.com/investors>.

IV. Documents and information made available to the shareholders

Pursuant to applicable legal and regulatory provisions, all documents that must be made available to shareholders in connection with General Meetings will be 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. 22-10-23 of the French Commercial Code, on the Company's website at the following address: <https://www.soprasteria.com/investors> no later than the twenty-first day preceding the General Meeting, i.e. by Wednesday, 11 May 2022.

Prior notice of the Combined General Meeting was published in the *Bulletin des Annonces Légales Obligatoires* dated 4 April 2022.

The official notice will be published in the *Bulletin des Annonces Légales Obligatoires* and in the *Eco des Pays de Savoie* newspaper on 13 May 2022.

Instructions for filling out the voting form

- To attend the General Meeting in person:** fill in box **A** [I wish to attend the shareholders Meeting].
- To vote by post:** fill in box **B** [I am voting by post], each numbered box corresponding to the draft resolutions presented by the Board of Directors and appearing in the notice of meeting. Then complete as follows:
 - to vote "FOR", leave the boxes empty;
 - to vote "AGAINST" on any of these proposed resolutions, fill in the individual boxes corresponding to the resolutions;
 - to vote "ABSTAIN" on any of these proposed resolutions, fill in the individual boxes corresponding to the resolutions.
- To appoint the Chairman as your proxy:** fill in box **C** [I hereby give my proxy to the Chairman of the General Meeting].
- To appoint a different proxy:** fill in box **D** [I hereby appoint...], 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 to the following address: Société Générale Securities Services – Service des Assemblées – CS 30812, 44308 Nantes CEDEX 3 (France).

To attend the General Meeting in person:
fill in box A. "I wish to attend the shareholders Meeting".

To appoint the Chairman as your proxy:
fill in box C "I hereby give my proxy to the Chairman of the General Meeting".

Regardless of your choice,
sign and date the box below.

Verify your first
and last name
and address.

To vote by post: fill in box B "I vote by post"
and follow the voting instructions for the resolutions below.

To grant proxy power to a designated person:
fill in box D "I hereby appoint" and provide
accurate contact details for the person designated.

How to get to 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”

Opt for the e-notice service

Registered
shareholders

**This year, make
the move to our
e-notice service!**



Easy to
set up



Simple



Secure

**Nearly one
in two**
registered
shareholders
have gone
Digital!



VOTING ONLINE IS QUICK AND CONVENIENT

With our e-Notice Service, you receive an email allowing you to vote online, when and where you want.

Discover these additional features:

- Access all documents relating to the Shareholders' Meeting.
- Request your admission card to take part in the Shareholders' Meeting.
- Appoint the Chairman or another individual to be your proxy, or vote online.



I'M READY TO SIGN UP, FOR THE E-NOTICE SERVICE

Go to your registered account:
www.sharinbox.societegenerale.com

1. Enter your username and password
2. Visit now "My Account", "My E-services" tab,
3. Click on "Subscribe for free" in the "E-services / E-notices for general meetings" menu.

The Shareholder Relations Team

2. Sopra Steria Group presentation's

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Activities and strategy

Key figures for 2021

Sopra Steria, a European Tech leader, recognised in consulting, digital services and software development, helps its clients drive their digital transformation and obtain tangible and sustainable benefits.

The Group provides end-to-end solutions to make large companies and organisations more competitive by combining in-depth knowledge of a wide range of business sectors and innovative technologies with a fully collaborative approach.

Sopra Steria places people at the heart of everything it does and is committed to making digital technology work for its clients in order to build a positive future.

Revenue

€4.7bn

Organic growth of 6.4%¹



€4.0bn Digital services

€0.7bn Development of business solutions

Operating profit on business activity

€379.2m

8.1% of revenue

Equity

€1.6bn

Number of employees

47,437

Net profit attributable to the Group

€187.7m

4.0% of revenue

Net financial debt

€327.1m

equal to 0.73x 2021 pro forma EBITDA before the impact of IFRS 16

Number of offices

184

Basic earnings per share

€9.27

Market capitalisation at 31/12/2021

€3.3bn

Number of countries

30

Dividend per share

€3.20²



TOP 5

European digital services company



TOP 12

European digital services company

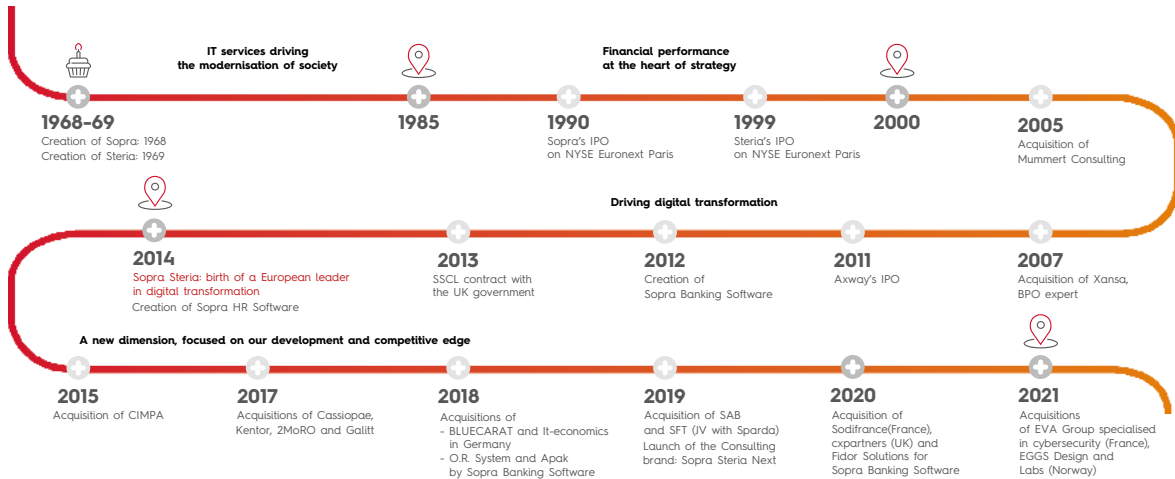
¹ Alternative performance measures are defined in the glossary of this document.

² Dividend proposed for approval at the General Meeting of 1 June 2022.

See Chapter 5 for more information of Sopra Steria's 2021 Universal Registration Document

History and corporate plan

More than 50 years of continuous growth and transformation



Sopra Steria was formed from the 2014 merger between Sopra and Steria, two of France's longest-standing digital services companies founded in 1968 and 1969 respectively. Both companies have always been driven by entrepreneurial spirit and a collective commitment to meeting clients' needs. The Group is now a European leader in digital transformation solutions.

Key points of the corporate plan

An independent model

An independent model built on long-term vision and business performance, upholding the Group's responsibilities to the environment and to its stakeholders as a good corporate citizen.

Entrepreneurial culture

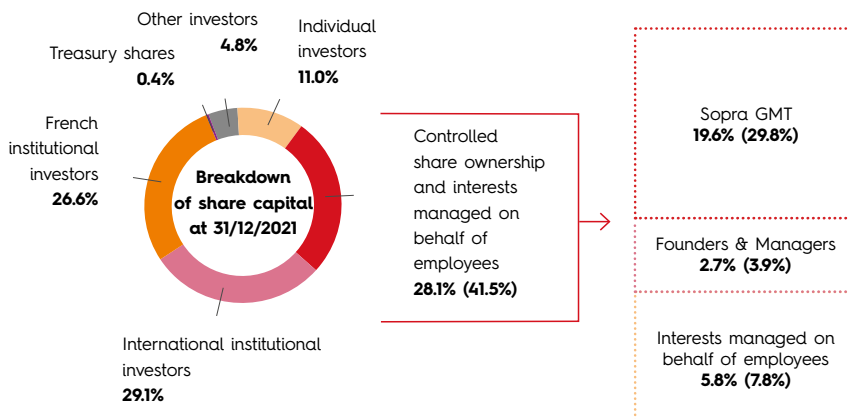
Agility, rapid decision-making, and speed of execution are hard-wired into Sopra Steria's DNA. Our ethos is predicated on an unwavering focus on client service, autonomous decision-making, collective endeavour and respect for others

Importance of human capital

A rigorous talent-focused human resources policy combining strong collective mindset and the development of employees' skills.

See Chapter 1 for more information of Sopra Steria's 2021 Universal Registration Document

A key shareholder backing the corporate plan



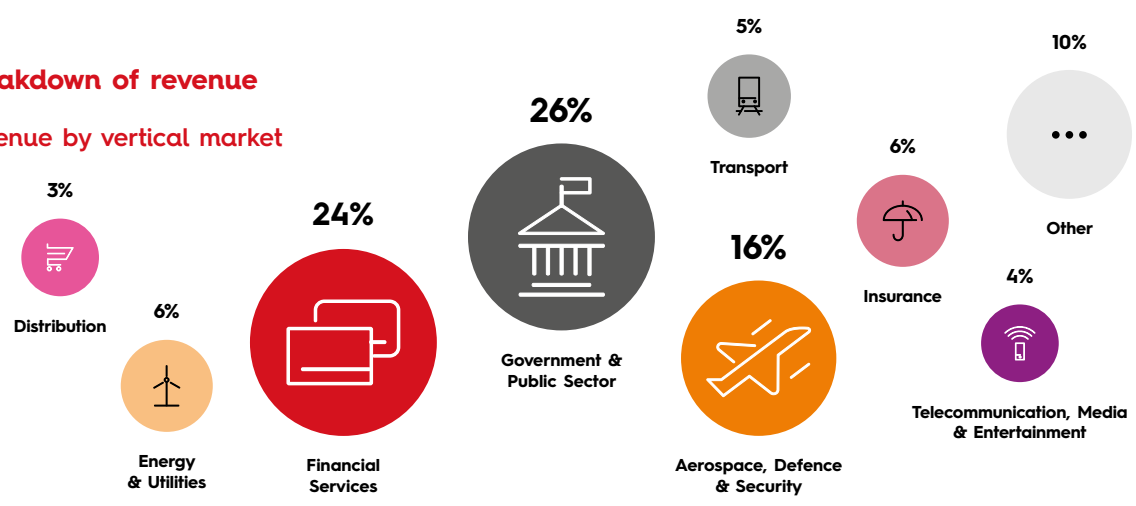
20,547,701 listed shares.
 26,431,305 exercisable voting rights.
 XXX% = percentage of share capital held.
 (XXX%) = percentage of exercisable voting rights.
 TPI survey of identifiable owners of shares at 31/12/2021 - Ownership threshold of over 1,000 shares.

See Chapter 7 for more information of Sopra Steria's 2021 Universal Registration Document

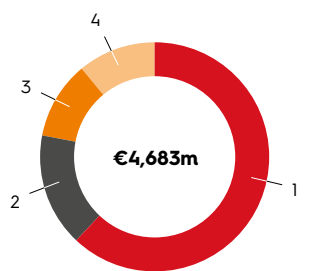
Breakdown of revenue and the workforce

Breakdown of revenue

Revenue by vertical market

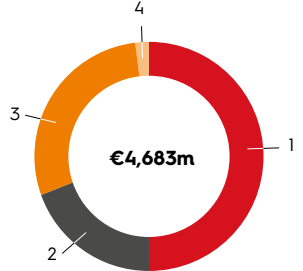


Group revenue by business line



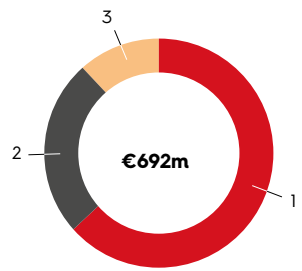
- 1 Consulting, systems integration 61%
- 2 Development of business solutions 15%
- 3 Infrastructure management, Technology services 9%
- 4 Business Process Services 15%

Group revenue by geographic region



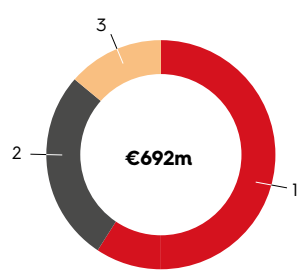
- 1 France 48%
- 2 United Kingdom 19%
- 3 Other Europe 31%
- 4 Rest of the World 2%

Solutions revenue by product



- 1 Sopra Banking Software 63%
- 2 Sopra HR Software 25%
- 3 Property Management Solutions 12%

Solutions revenue by geographic region



- 1 France 60%
- 2 Other Europe 27%
- 3 Rest of the World 13%

Workforce

Group
47,437
employees

France
19,842

United Kingdom
6,926

Other Europe
11,494

Rest of the World
498

International Service Centers
8,677
India, Poland, Spain and North Africa

See Chapter 5 for more information of Sopra Steria's 2021 Universal Registration Document

Strategy & Ambitions

Strategy

Sopra Steria's strategy is built around its independent corporate plan for sustainable value creation for its stakeholders. It is a European project underpinned by expansion through organic and acquisition-led growth. The goal is to generate substantial added value by harnessing a full range of powerful consulting and software solutions deployed using an end-to-end approach and bringing to bear our combined technology and sector-specific expertise.

Our ambition is to be the partner of choice in Europe for major public administrations, financial and industrial operators and strategic businesses, when they are looking for support with driving the digital transformation of their activities (business and operating model) and their information systems, and preserving their digital sovereignty.

Strategic levers - IT services



Strategic levers - Software



Medium-term ambitions

This **plan** is set within an upbeat market for digital services, boosted by demand for digital transformation on the part of businesses and institutions looking to optimise their processes and increase their resilience.

Given this context, **Sopra Steria is targeting** annual organic revenue growth of between 4% and 6% **over the next three years**. The Group has also set targets to achieve an operating margin on business activity of around 10% by 2024 and generate free cash flow of between 5% and 7% of revenue over the next three years.

See Chapter 1 for more information of Sopra Steria's 2021 Universal Registration Document

Description of the strategy

Strong and original positioning in Europe

Sopra Steria's ambition is to be a European leader in digital transformation. Its high value-added solutions, delivered by applying an end-to-end approach to transformation, enable its clients to make the best use of digital technology to innovate, transform their models (business as well as operating models), 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.

To achieve this aim, Sopra Steria continues to strengthen its key competitive advantages:

- business software solutions which, when combined with the Group's full range of services, make its offering unique;
- a position among the leaders in the financial services vertical (core banking and specialist lenders) bolstered by the success of the Sopra Banking Software solutions;
- 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;
- a strong European footprint with numerous locations in many of the region's countries which, when combined with these close relationships, raises its profile among large public authorities and strategic companies throughout Europe as a trusted and preferred partner for all projects involving digital sovereignty.

Lastly, the Group's mission statement – formally adopted in 2019 – reflects both its values and its desire to help meet the sustainable development goals of its stakeholders and society at large: "Together, building a positive future by making digital work for people."

Confirmed objectives and priority action areas

DEVELOPMENT OF SOLUTIONS

The Group, currently France's number-two enterprise software developer, confirms its medium-term target of continuing to grow its solution development and integration activities. Efforts will continue to be focused on enriching the Group's solutions, adapting them to cloud systems, leveraging API-based access to data and services, integrating new digital technologies, developing managed services, and expanding operations into new geographic markets.

The development of Sopra Banking Software, whose aim is to conquer markets beyond Europe, remains a priority. The Group also continues to strengthen its leading position in human resource management and property management solutions. With organic growth as the preferred strategy, the Group remains on the lookout for acquisition opportunities.

Management at the Group's three software entities (Sopra Banking Software, Sopra HR Software and Sopra Real Estate Software) confirmed the benefits of mapping out a Software Project that goes beyond merely setting up a reporting and control hub.

This resulted in the creation of a Software division spanning these three entities.

The first decision was to put in place, in 2021, a Design Authority Software (DAS) tasked with the following:

- defining mandatory requirements for all software entities and ensuring they are properly implemented;
- promoting knowledge-sharing: shared research, best practice, coordination of subject-specific communities, etc.;
- developing and running tools and platforms on behalf of the three entities;
- managing key partnerships for the benefit of all.

DEVELOPMENT OF CONSULTING ACTIVITIES

In order to position itself even more securely with client decision-makers at the business department level, the Group is continuing its move up the value chain in consulting, and confirms its medium-term target of continuing to develop its activities in this area. To do this, it is gradually developing a range of consulting services and capacity in all of the regions in which it operates, using a model that favours synergies with the Group's other business lines. Consulting will thus spearhead the digital transformation of business lines and information systems for the Group's clients, while positioning its other IT services activities within an end-to-end approach to this transformation. The priorities in this area are upstream consulting (e.g. digital strategy, operating strategy, IT strategy), digital expertise and business expertise in each vertical market, especially in financial services. The notoriety of the Sopra Steria Next brand, created in 2019 to promote the Group's digital transformation consulting expertise, has benefited from this. In France, it is also bolstered by the Group's decision to integrate its CSR mission into its consulting activities. This mission, built around the idea of digital ethics, is backed by a dedicated communications plan.

ACCELERATION IN DIGITAL TECHNOLOGY

Sopra Steria has successfully completed numerous digital projects. Its experience has allowed it to offer a holistic approach to digital transformation to the market, based on a series of best practices, with the ultimate goal of creating the "platform company".

To step up its commitment to digital technology, the Group is continuing to invest with the goal of:

- being at the cutting edge of the market in all of its services and business models;
- strengthening its technology assets;
- transforming its operating models;
- educating all of its employees in digital culture, practices and skills;
- keeping an eye on the market in order to clarify its digital strategy and target the best digital partners.

Digitisation of offerings and business model adaptation

The Group is gradually adapting its solutions to factor in advances in digital technology in a number of key areas, such as the customer/user experience, analytics, AI, APIs etc, and to take account in their architecture of changes in client needs, such as growing use of the (hybrid) cloud, increasing demand for software-as-a-service and the gradual adoption of the platform company model (particularly in the financial sector).

The same approach is being applied for each of the Group's service activities – Consulting, Application Services (Build and Application Management), Infrastructure Management, Cybersecurity, Business Process Services – with the following Group objectives:

- using the potential of new technologies – analytics, AI/machine learning, smart machines, blockchain, IoT, augmented/virtual reality etc. – to benefit its clients through innovative applications;
- driving its clients' transformation from its current position: for example, the Application Management offering has evolved to encompass the end-to-end transformation of processes and the corresponding modernisation of existing IT systems, including connecting digital technologies with legacy systems and migrating all or some of the IT system to the cloud;
- presenting new end-to-end approaches: providing strategic support for platform-based transformations at large companies and public authorities, implementing digital continuity in industrial value chains, building service platforms, overseeing the cloud-based and digital transformation of information systems, etc.

The digitisation of offerings and, more broadly speaking, changing client expectations, have led the Group to adapt its business models. The Group will thus be selling more and more solutions operated on behalf of clients and, in services, increasingly leveraging intellectual property (reusable components, implementation accelerators, etc.). It will thus generate more recurring revenue through its solutions, with less of a direct connection to the size of its workforce in services.

Technology assets

The Group is continually investing in the exploration of new ideas and expertise in architectures, and in emerging digital and cloud technologies and uses, relying on its teams of "digital champions" (experts led by the Group's Chief Technology Officer).

At the same time, all necessary resources are being designed and put in place to rapidly develop and operate digital solutions on behalf of the Group's clients that are natively designed to function in hybrid cloud environments:

- the Digital Enablement Platform (DEP), the technical foundation for building or modernising IT systems (designed to be able to interact with components of Amplify, Axway's hybrid integration platform), an industrial DevOps chain and an environment to capitalise on and search for reusable software components, a private cloud that can be extended to the main public clouds;
- implementation accelerators for new digital technologies (smart machines, AI/machine learning, blockchain, IoT, etc.);
- digital factories to enable service offerings combining consulting and software (e.g. migrating information systems to the cloud).

Transformation of operating models

The Group is gradually changing the operating model for its services and R&D activities (by integrating its aforementioned technology assets):

- extensive experience with agile projects (including many in collaboration with offshore and nearshore centres);
- rollout of processes and resources (software and digital factories) for industrialisation, automation and reusable components developed to boost productivity and quality for IT services and R&D activities.

In particular, this involves greater use of smart machines (robotic process automation, intelligent automation, virtual assistants) in the Group's recurring service activities (in connection with its Business Process Services, Infrastructure Management, Application Management and Support offerings) as well as expanding the reuse of existing technology- or industry-specific software components (IP blocks, open source) and the use of low-code/no-code development platforms for the building of solutions:

- transformation in line with the production model of each activity (distribution of roles between the onshore production teams, the service centres, and the offshore and nearshore R&D teams).

Skills development

To accompany its transformation, the Group is making a considerable effort to train its employees and managers:

- strengthening its training offering: introductory and more advanced courses on all digital/cloud technologies, training on new digital practices and new industrial environments, training on the digitised services provided by the Group;
- digitisation of training resources: virtual training rooms, in-house e-learning and access to MOOC-style learning platforms.

Innovation

Numerous initiatives are being encouraged to promote and enhance innovation, such as the Group's digital champions keeping an eye on technology advances and uses, innovation imperatives assigned to project teams, internal innovation competitions to develop new digital uses, hackathons open to clients and partners, as well as platforms for digital demonstrations, brainstorming, co-design, rapid development and technology intelligence open to clients, employees and partners (DigiLabs at all the Group's major locations and a Next centre at its registered office), etc.

Ecosystem of partners

Special efforts are being made to establish targeted partnerships with leading players in the digital ecosystem by vertical and by major technology area (startups and niche players, institutions of higher education and research laboratories, top software development companies, tech giants, etc.). It is within this framework that a strategic partnership has been forged with Axway.

In order to ensure effective market intelligence, a collaborative startup observatory is made available to the Group's teams of digital champions and all its managers.

In certain very specific cases relating to its digital strategy, the Group may directly or indirectly take equity stakes (through specialised funds) in young startups that it considers as the most innovative in the market, applying a corporate venturing approach.

TARGETING OF SPECIFIC VERTICALS

Focused business development

To support the positioning it has in view, the Group is continuing its policy targeting specific vertical markets, key accounts and business areas in all countries where it operates.

There are eight priority verticals that currently account for the majority of revenue: Financial Services; Governance & Public Sector; Aerospace, Defence & Security; Energy & Utilities; Telecoms, Media & Entertainment; Transport; Insurance; Retail.

For each vertical, the Group selects a small number of key accounts (fewer than 100 at Group level), focuses on a few different business areas in which it aims to secure a leading position and implements an inter-entity coordination system for the different countries and subsidiaries concerned.

Some of these verticals are considered particularly strategic. The Group has very clear strengths in several countries (broad position, IT and business expertise, replicable experiences etc.). The transformation needs of businesses, public authorities and ecosystems in place are considerable and rely on similar solutions from one country to the next. These verticals are eligible for corporate investment or external growth transactions.

In 2021, the organisation of the financial services vertical was bolstered in order to develop synergies between the various business lines and improve the Group's positioning in Europe in this strategic market.

The financial services vertical includes:

- service businesses in France, the United Kingdom, Germany, Spain, the Benelux countries, Scandinavia, Italy and Switzerland, by Gallit and at the Group's Service Centres;
- software and ancillary services supplied by Sopra Banking;
- software and ancillary services supplied by Sopra HR Software and Sopra Real Estate Software in the financial services market.

End-to-end vertical offerings

In order to achieve its leadership objective in its targeted verticals and business areas, the Group mobilises the development efforts of its various entities to build end-to-end value propositions as well as offerings of business solutions designed to address the business challenges faced by its major clients. As an example, the Group applies this approach to meet digital continuity challenges in the aerospace value chain.

Particular emphasis is placed on the financial services vertical, for which the Group offers comprehensive responses to productivity issues and the challenges brought about by "platformisation" in the core banking and specialist lending sectors. These responses are based on Sopra Banking Software's solutions and the Group's full range of consulting activities and services.

ACQUISITION STRATEGY

In addition to regular targeted acquisitions in order to enhance its offering and expertise or strengthen its position in certain regions, the Group is ready to play an active role in market consolidation, which will inevitably be boosted by the end of the Covid-19 crisis. In this context, it will be able to carry out larger acquisitions.

INTEGRATING THE GROUP'S CSR AMBITIONS INTO ITS STRATEGY

To fulfil the mission it has adopted, achieve the targets set in this regard and respond to its clients' growing demands, the Group is gradually factoring social and environmental concerns into its strategy in three main areas:

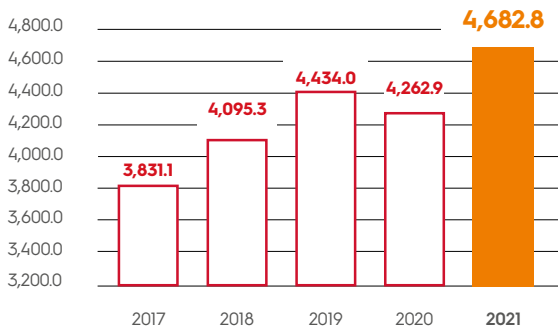
- digital ethics: Sopra Steria promotes a responsible approach in its consulting services;
- green IT: the Group's different business lines work to assess and optimise the environmental impact of the digital solutions they offer, build and operate for their clients (as part of a "green IT" approach);
- IT for Green: the Group's activities in this area help clients address their sustainability priorities, using new technologies to develop innovative environmentally and climate-friendly solutions.

Results and performance

Financial performance

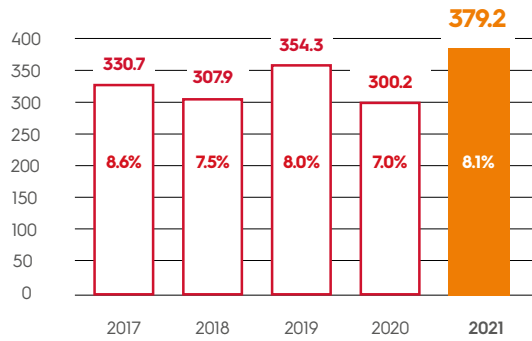
Revenue

in millions of euros



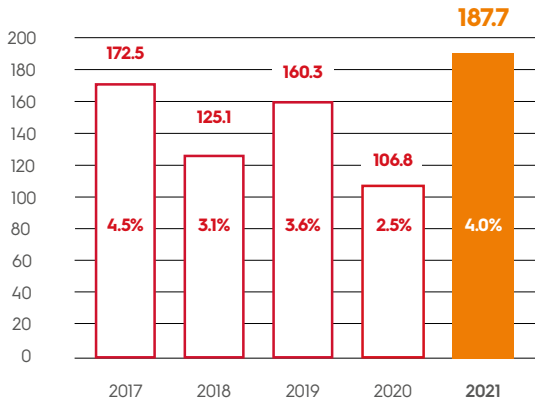
Operating profit on business activity

in millions of euros and as % of revenue



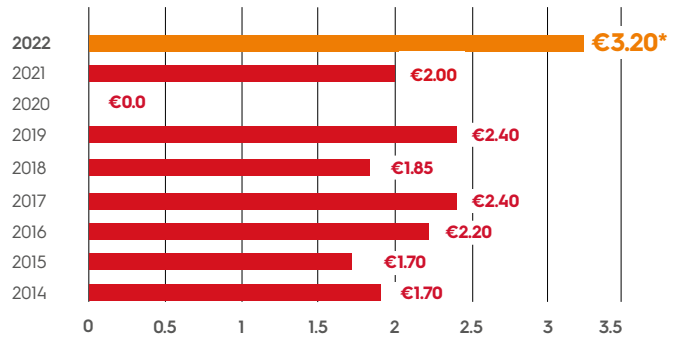
Net profit attributable to the Group

in millions of euros and as % of revenue



Dividend in euros

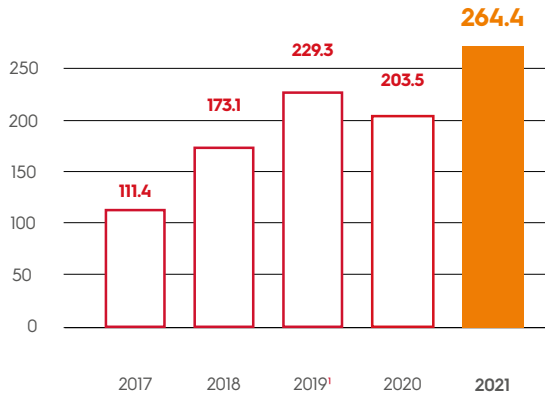
per share



* Amount proposed at the General Meeting of 1 June 2022

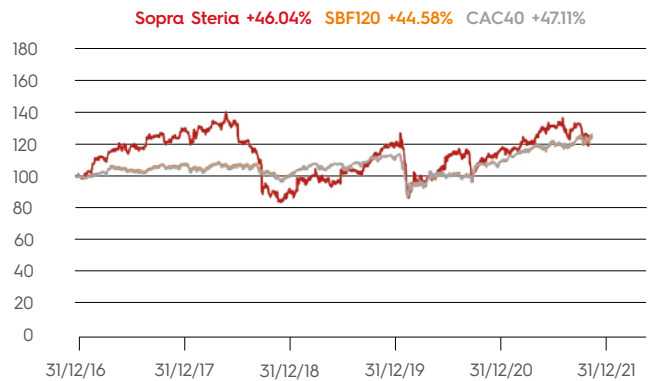
Free cash flow

in millions of euros



Sopra Steria share price over 5 years*

Compared to performance of SBF 120 and CAC 40



* Rebased 100 at 31 December 2016

(Source: Euronext Paris)

(1) Free cash flow calculated excluding the assignment of trade receivables leading to their deconsolidation (€37m assigned in 2017)

2021 Full-year results

Comments on 2021 performance

Vincent Paris, Chief Executive Officer of Sopra Steria Group, commented:

"We turned in a strong performance in 2021, comfortably achieving the targets we had set for ourselves at the beginning of the year. Digital transformation is accelerating and is seen by senior management teams as an opportunity, in particular to improve internal processes and make their organisations more resilient. Business dynamic was very this year and we are very well positioned to take advantage of market growth. In this context, human resource management is one of our current priorities. In relation to this important topic, 2021 saw a strong recovery in recruitment and efforts focused on retaining talent. I am pleased with the net increase in our headcount of 1,500 employees and our partnership with 650 additional subcontractors. I am also very proud of the continuing improvement in the results of our survey of the Group's entire workforce, with virtually all of our entities around the world eligible for Great Place to Work® certification in 2021."

DETAILS ON 2021 OPERATING PERFORMANCE

Consolidated revenue totalled €4,682.8 million, an increase of 9.8%. Changes in scope had a positive impact of €94.5 million, and currency fluctuations had a positive impact of €41.6 million. At constant scope and exchange rates, revenue growth was 6.4%.

Profit from recurring operations came to €379.2 million, up 26.3% relative to 2020. The operating margin on business activity bounced back strongly to 8.1% (7.0% in 2020 and 8.0% in 2019).

The **France reporting unit** (39% of the Group's revenue) generated revenue of €1,824.9 million, representing organic growth of 5.9%. The rebound was driven in particular by our product life cycle management activities (up 17.2%). Steadily gaining momentum over the course of the year, consulting and systems integration recorded growth of 5.7%, while infrastructure management rose 2.5%. Defence, aerospace, telecoms and media, and energy were the best-performing vertical markets. The acquisition of EVA Group in December has significantly boosted Sopra Steria's firepower in cybersecurity with the aim of becoming one of the leaders in this market in France. The reporting unit saw a clear recovery in profitability, improving its operating margin on business activity by 1.8 points to 8.6%. This improvement is expected to continue in 2022 with a return to the level reached in 2019 (9.7%).

In the **United Kingdom** (18% of Group revenue), growth slowed in the fourth quarter as anticipated. Nevertheless, the reporting unit posted solid growth of 13.9% in 2021, ending the year with revenue of €823.1 million. This performance was driven by the rapid growth achieved by the two joint ventures specialising in business process services for the public sector (NHS SBS and SSCL). They posted revenue of €435.7 million, representing average organic growth of 24.3% for the financial year (8.0% in Q4). The defence, security and government sectors grew 9.4% year on year even though the fourth quarter was less favourable, especially for the visa renewal service. The private sector remained under pressure in 2021 although operating performance improved compared with 2020. The strong rise in the reporting unit's revenue was accompanied by a 1.1-point improvement in its operating margin on business activity to 9.1%.

The **Other Europe reporting unit** (29% of Group revenue) posted organic revenue growth of 6.0% at constant scope and exchange rates to €1,343.2 million. Momentum was strong for Benelux, Scandinavia and Germany in particular, all of which achieved double-digit organic growth. During the second half of the year, the reporting unit strengthened its position in digital consulting in Scandinavia with the acquisitions of Labs (50 consultants) and EGG Design (150 consultants), specialising respectively in user experience and business design. The operating margin on business activity came to 7.8% (8.1% in 2020). The countries of the pole improved their performance at 9.1% while Sopra Financial Technology remained, as forecasted during the transformation period, dilutive for the reporting unit.

In 2021, Sopra **Banking Software** (9% of Group revenue) continued its product developments, particularly in its range of digital solutions, whose pace of growth accelerated, while tightening its cost control. Overall, operating performance continued to improve. Revenue came to €434.1 million, an organic contraction of 3.3%. This change was mainly due to a decline in licence sales arising from a highly unfavourable base effect in the second half of the year, given the 43% increase recorded in the same period of 2020. Services revenue grew in the second half of 2021. The five-year R&D transformation programme delivered a €4 million reduction in development costs in its first year. The gradual recovery in profitability under way since 2019 gained momentum in 2021: operating profit on business activity came to €17.5 million (€10.5 million in 2020 and €4.9 million in 2019), equating to a margin of 4.0% (2.5% in 2020 and 1.1% in 2019).

The **Other Solutions reporting unit** (5% of Group revenue) posted revenue of €257.5 million, representing organic growth of 8.7%. Human resources solutions posted growth of 10.0%, while real estate management solutions grew 6.2%. The operating margin on business activity improved by 1.3 points to 10.1% (8.8% in 2020).

Comments on the components of net profit attributable to the Group and financial position at 31 December 2021

Profit from recurring operations came in at €339.3 million equating to growth of 29.9%. It included a €6.7 million share-based payment expense and a €33.2 million amortisation expense on allocated intangible assets.

Operating profit reached €303.4 million, representing an increase of 49.9%, after a net expense of €35.9 million for other operating income and expenses (compared with a net expense of €58.9 million in 2020).

The tax expense totalled €93.5 million, an effective tax rate of 32.8%.

The share of profit from equity-accounted companies (mainly Axway Software) was €1.8 million (€2.3 million in 2020).

After deducting €5.9 million in **non-controlling interests, net profit attributable to the Group** came to €187.7 million, a rise of 75.8% on 2020 and 17.1% on 2019.

Basic earnings per share came to €9.27, up 75.9% (€5.27 in 2020).

Free cash flow was very strong, at €264.4 million (€203.5 million in 2020) in particular due to an increase in EBITDA of €64.8 million.

Net financial debt totalled €327.1 million, down 23.1% from its level at 31 December 2020. It was equal to 19% of equity and 0.73x pro forma EBITDA for 2021 before the impact of IFRS 16 (with the financial covenant stipulating a maximum of 3x).

The Group's **syndicated credit facilities** were renewed on 22 February 2022 for a period of five years and in the total amount of €1.1 billion. The new multi-currency revolving credit facility is an early replacement, under favourable conditions, for the existing syndicated loan, which was due to mature in July 2023. Interest rate calculations for this new credit facility are tied in part to an ESG metric (reduction in greenhouse gas emissions).

Proposed dividend in respect of financial year 2021

At its meeting of 23 February 2022, the Board of Directors of Sopra Steria Group decided to propose at the General Meeting of the Shareholders to be held on Wednesday, 1 June 2022, that a dividend of €3.20 per share be distributed (vs. €2.0 per share in respect of financial year 2020). The ex-dividend date will be 7 June 2022. The dividend will be paid as of 9 June 2022.

Workforce

In a very buoyant market, **recruitment** increased considerably in 2021. A total of 10,636 new employees joined the Group during the year, with 6,392 hires during the second half alone. The Group's pace of recruitment has thus returned to pre-pandemic levels.

At end-December 2021, the Group's **net headcount** increased by 1,477 employees. The Group had a total workforce of 47,437 employees, up from 45,960 at 31 December 2020. Staff employed at international service centres (India, Poland, Spain, etc.) represented 18.3% of the total workforce.

The Group also added 650 **subcontractors** in 2021.

The **workforce attrition rate** rose to 16.0% in 2021, but remained below its 2019 level (17.6%).

Social and environmental footprint

Sopra Steria sees its contribution to society as **sustainable, human-focused and purposeful**, guided by the firm belief that making digital work for people is a source of opportunity and progress.

With regard to **the environment**, on 7 December 2021, CDP confirmed that Sopra Steria had made its *A List* – recognising the world's most transparent and most proactive companies in the fight against climate change – for the 5th year in a row.

With regard to **social responsibility**, in March 2021 Sopra Steria became a signatory of the Women's Empowerment Principles (WEPs) established by the UN Global Compact and UN Women, reaffirming its commitment to gender equality. The main imperatives are to attract more women to the digital services sector and increase the proportion of women in the Group's management bodies. Sopra Steria has set a target for women to make up at

least 30% of its Executive Committee membership by 2025. The Group also renewed its commitments to equal opportunity, notably in July 2021 by signing on to the LGBT+ Commitment Charter established by *L'Autre Cercle*.

More generally, Sopra Steria places great importance on the management of its **human resources**. The survey conducted across the Group's entire workforce in 2021 found that 72% of its employees would recommend Sopra Steria as a great place to work, making virtually all of our entities eligible for Great Place to Work® certification.

External growth transactions and acquisitions in financial year 2021

During financial year 2021, Sopra Steria announced the following key transactions:

- **EVA Group** – a French cybersecurity firm

On 21 December 2021, EVA Group was added to Sopra Steria's scope of consolidation. The proposed acquisition was announced on 12 October 2021. This transaction is a key step toward positioning Sopra Steria as one of the top three players in the French cybersecurity market;

- **EGGS Design** – a consulting firm specialising in digital service design

On 2 December 2021, EGGS Design, a consulting firm specialising in digital service design, was added to Sopra Steria's scope of consolidation. The proposed acquisition was announced on 29 October 2021. EGGS Design employs around 120 consultants who assist their clients in developing service strategies and designing brand platforms. It has locations in Norway's four biggest cities (Oslo, Bergen, Trondheim and Stavanger) as well as in Denmark (Copenhagen);

- **Labs** – a Norwegian user experience consultancy

On 30 September 2021, the Group finalised its acquisition of Labs, a consultancy specialising in the digital user experience. The proposed acquisition was announced on 24 June 2021. Labs is based in Bergen, Norway's second-largest city. It employs around fifty consultants specialised in digital services to help transform the customer experience. This acquisition bolsters Sopra Steria's consulting activities in Norway in highly promising digital markets.

Infrastructure and technical facilities

A total of €42.7 million was invested in 2021 in infrastructure and technical facilities, as against €27.8 million in 2020.

Investments in facilities comprised the following:

- land and buildings: €0.5m;
- fixtures, fittings and furniture: €23.0m;
- IT: €19.2m.

Targets for 2022

- Organic revenue growth of between 5% and 6%
- Operating margin on business activity of between 8.5% and 9.0%
- Free cash flow of around €250 million

I CONSOLIDATED STATEMENT OF NET INCOME

<i>(in millions of euros)</i>	Notes	Financial year 2021	Financial year 2020
Revenue	4.1	4,682.8	4,262.9
Staff costs	5.1	-2,911.7	-2,677.7
External expenses and purchases	4.2.1	-1,181.3	-1,062.0
Taxes and duties		-40.3	-38.8
Depreciation, amortisation, provisions and impairment		-172.5	-189.0
Other current operating income and expenses	4.2.2	2.2	4.8
Operating profit on business activity		379.2	300.2
as % of revenue		8.1%	7.0%
Expenses related to stock options and related items	5.4	-6.7	-4.2
Amortisation of allocated intangible assets	8.2	-33.2	-34.8
Profit from recurring operations		339.3	261.2
as % of revenue		7.2%	6.1%
Other operating income and expenses	4.2.3	-35.8	-58.9
Operating profit		303.4	202.3
as % of revenue		6.5%	4.7%
Cost of net financial debt	12.1.1	-8.7	-9.9
Other financial income and expenses	12.1.2	-9.5	-15.4
Tax expense	6.1	-93.5	-60.4
Net profit from associates	10.1	1.8	2.3
Net profit from continuing operations		193.5	118.9
Net profit from discontinued operations		-	-
Consolidated net profit		193.5	118.9
as % of revenue		4.1%	2.8%
Non-controlling interests	14.1.5	5.9	12.2
NET PROFIT ATTRIBUTABLE TO THE GROUP		187.7	106.8
as % of revenue		4.0%	2.5%
EARNINGS PER SHARE <i>(IN EUROS)</i>	Notes		
Basic earnings per share	14.2	9.27	5.27
Diluted earnings per share	14.2	9.19	5.25

I OPERATING PERFORMANCE 2021 BY GEOGRAPHIC REGION

a. France

<i>(in millions of euros)</i>	Financial year 2021		Financial year 2020	
Revenue	1,824.9		1,655.6	
Operating profit on business activity	156.3	8.6%	111.9	6.8%
Profit from recurring operations	152.9	8.4%	104.8	6.3%
Operating profit	137.8	7.6%	84.9	5.1%

b. United Kingdom

<i>(in millions of euros)</i>	Financial year 2021		Financial year 2020	
Revenue	823.1		699.8	
Operating profit on business activity	75.1	9.1%	56.0	8.0%
Profit from recurring operations	63.1	7.7%	44.1	6.3%
Operating profit	67.2	8.2%	27.7	4.0%

c. Other Europe

<i>(in millions of euros)</i>	Financial year 2021		Financial year 2020	
Revenue	1,343.2		1,249.0	
Operating profit on business activity	104.1	7.8%	101.0	8.1%
Profit from recurring operations	95.5	7.1%	96.5	7.7%
Operating profit	76.4	5.7%	82.4	6.6%

d. Sopra Banking Software

<i>(in millions of euros)</i>	Financial year 2021		Financial year 2020	
Revenue	434.1		421.6	
Operating profit on business activity	17.5	4.0%	10.5	2.5%
Profit from recurring operations	2.8	0.7%	-4.1	-1.0%
Operating profit	-2.1	-0.5%	-10.6	-2.5%

e. Other Solutions

<i>(in millions of euros)</i>	Financial year 2021		Financial year 2020	
Revenue	257.5		236.9	
Operating profit on business activity	26.1	10.1%	20.8	8.8%
Profit from recurring operations	24.9	9.7%	19.9	8.4%
Operating profit	24.1	9.4%	17.9	7.5%

f. Group

<i>(in millions of euros)</i>	Financial year 2021		Financial year 2020	
Revenue	4,682.8		4,262.9	
Operating profit on business activity	379.2	8.1%	300.2	7.0%
Profit from recurring operations	339.3	7.2%	261.2	6.1%
Operating profit	303.4	6.5%	202.3	4.7%

I CONSOLIDATED STATEMENT OF FINANCIAL POSITION

Assets (in millions of euros)	Notes	31/12/2021	31/12/2020
Goodwill	8.1	1,984.3	1,843.2
Intangible assets	8.2	177.1	232.9
Property, plant and equipment	8.3	129.6	132.5
Right-of-use assets	9.1	343.1	290.3
Equity-accounted investments	10.2	198.1	193.4
Other non-current assets	7.1	81.9	74.0
Retirement benefits and similar obligations	5.3	20.4	3.1
Deferred tax assets	6.3	151.2	156.7
Non-current assets		3,085.8	2,926.1
Trade receivables and related accounts	7.2	1,020.1	954.6
Other current assets	7.3	447.9	410.6
Cash and cash equivalents	12.2	217.2	245.5
Current assets		1,685.1	1,610.7
Assets held for sale		-	-
TOTAL ASSETS		4,771.0	4,536.7
Liabilities and equity (in millions of euros)	Notes	31/12/2021	31/12/2020
Share capital		20.5	20.5
Share premium		531.5	531.5
Consolidated reserves and other reserves		1,094.5	845.8
Equity attributable to the Group		1,646.5	1,397.8
Non-controlling interests		49.0	47.6
TOTAL EQUITY	14.1	1,695.5	1,445.4
Financial debt – Non-current portion	12.3	448.4	564.5
Lease liabilities – Non-current portion	9.2	289.2	226.2
Deferred tax liabilities	6.3	51.5	43.3
Retirement benefits and similar obligations	5.3	310.1	393.4
Non-current provisions	11.1	62.9	89.4
Other non-current liabilities	7.4	15.8	104.1
Non-current liabilities		1,178.0	1,421.1
Financial debt – Current portion	12.3	95.8	106.6
Lease liabilities – Current portion	9.2	75.6	91.3
Current provisions	11.1	43.6	26.6
Trade payables and related accounts		328.9	278.6
Other current liabilities	7.5	1,353.6	1,167.1
Current liabilities		1,897.5	1,670.2
Liabilities held for sale		-	-
TOTAL LIABILITIES		3,075.5	3,091.3
TOTAL LIABILITIES AND EQUITY		4,771.0	4,536.7

I SUMMARY FOR THE LAST FIVE FINANCIAL YEARS

<i>(in thousands)</i>	2021	2020	2019	2018	2017
Financial position at year-end					
■ Share capital	20,548	20,548	20,548	20,548	20,548
■ Number of shares issued	20,548	20,548	20,548	20,548	20,548
■ Number of bonds convertible into shares	-	-	-	-	-
Results of operations for the year					
■ Revenue excluding VAT	1,717,658	1,512,781	1,651,461	1,553,775	1,456,888
■ Profit before tax, depreciation, amortisation and provisions	174,360	131,796	150,240	127,749	140,168
■ Corporate income tax	-15,468	-20,835	-14,713	-26,012	-16,314
■ Profit after tax, depreciation, amortisation and provisions	156,867	142,276	147,078	124,706	141,770
■ Amount of profit distributed as dividends	65,754	41,095	-	38,013	49,314
Earnings per share					
■ Profit after tax but before depreciation, amortisation and provisions	9.24	7.43	8.03	7.48	7.62
■ Profit after tax, depreciation, amortisation and provisions	7.63	6.92	7.16	6.07	6.90
■ Dividend paid per share	3.20	2.00	-	1.85	2.40
Employee data					
■ Number of employees	13,236	12,997	13,451	13,083	13,238
■ Total payroll	665,161	625,364	635,496	610,196	593,410
■ Amount paid in respect of employee benefits (social security, employee discounts, etc.)	300,241	277,481	288,332	299,928	296,846

Glossary

ALTERNATIVE PERFORMANCE INDICATORS

- **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, as defined in the Universal Registration Document, is equal to consolidated operating profit on business activity after adding back depreciation, amortisation and provisions included in operating profit on business activity;
- **Operating profit on business activity:** this measure, as defined in the Universal Registration Document, is equal to profit from recurring operations adjusted to exclude the share-based payment expense for stock options and free shares and charges 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 expense that are unusual, abnormal, infrequent or not predictive, presented separately in order to give a clearer picture of performance based on ordinary activities;
- **Basic recurring earnings per share:** this measure is equal to basic earnings per share before other operating income and expenses net of tax;
- **Free cash flow:** free cash flow is defined as the net cash from operating activities, less investments (net of disposals) in property, plant & equipment, and intangible assets, less net interest paid and less additional contributions to address any deficits in defined-benefit pension plans;
- **Downtime:** Number of days between two contracts (excluding training, sick leave, other leave and pre-sale) divided by the total number of business days.

Business Model and Corporate responsibility

Our mission and values

Our mission

Technology serves as a gateway to infinite possibilities. As fascinating as this never-ending stream of innovations is, it also raises questions as to what is actually behind the frantic race for novelty and change. Solutions are never straightforward or obvious, and there is certainly never just one way of doing things.

At Sopra Steria, our mission is to guide our clients, partners and employees towards bold choices to build a positive future by putting digital technology to work in service of humanity.

Beyond technology, we set great store by collective intelligence, in the firm belief it can help make the world a better place.

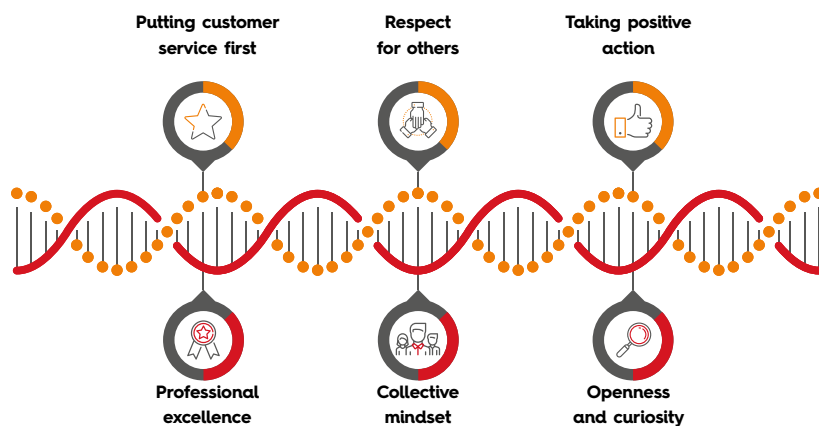
Together, we are building a highly promising future by delivering tangible benefits: sustainable solutions with positive impacts that take full account of interactions between digital technology and society.

There's still so much more we can achieve together.

Dare together

At Sopra Steria, we strive to create a stimulating, group-oriented environment inspiring free thinkers to engage in open and frank discussions. Our goal is to foster the development of skills and entrepreneurship in a community driven by a thirst for collective success.

Values that bring us together



Putting customer service first

We make a commitment to our clients over the long term to enhance their performance and enable them to reach the next level by leveraging our specialised knowledge of their sector of activity and innovative technologies.

Professional excellence

We offer our visionary, integrated approach and our broad range of expertise to help guide our clients, partners and employees towards bold choices and convert opportunities into tangible, sustainable results.

Respect for others

Our core belief is that our collective endeavour makes us stronger, and that by working together we can find the best solutions. That's why we always listen carefully to and forge close relationships with our clients, partners and employees.

Collective mindset

We believe collective intelligence, harnessing team spirit and each individual's talents, can help drive positive change and make the world a better place in a sustainable manner, exceeding what technologies alone can do.

Taking positive action

We want to make innovation deliver results for as many people as possible and offer sustainable solutions with a positive impact that responsibly and ethically shape interactions between digital technology and society.

Openness and curiosity

We encourage a bold, curious and accountable approach and seek to explore new avenues and employee innovative new technologies that can deliver transformative changes for everyone's benefit.

Business model and...

Our vision

The digital revolution has triggered a radical transformation in our environment.

It is speeding up changes in our clients' business models, internal processes and information systems. In this fast-changing environment, we bring our clients new ideas and support them in their transformation by making the most effective use of digital technology.

Our business

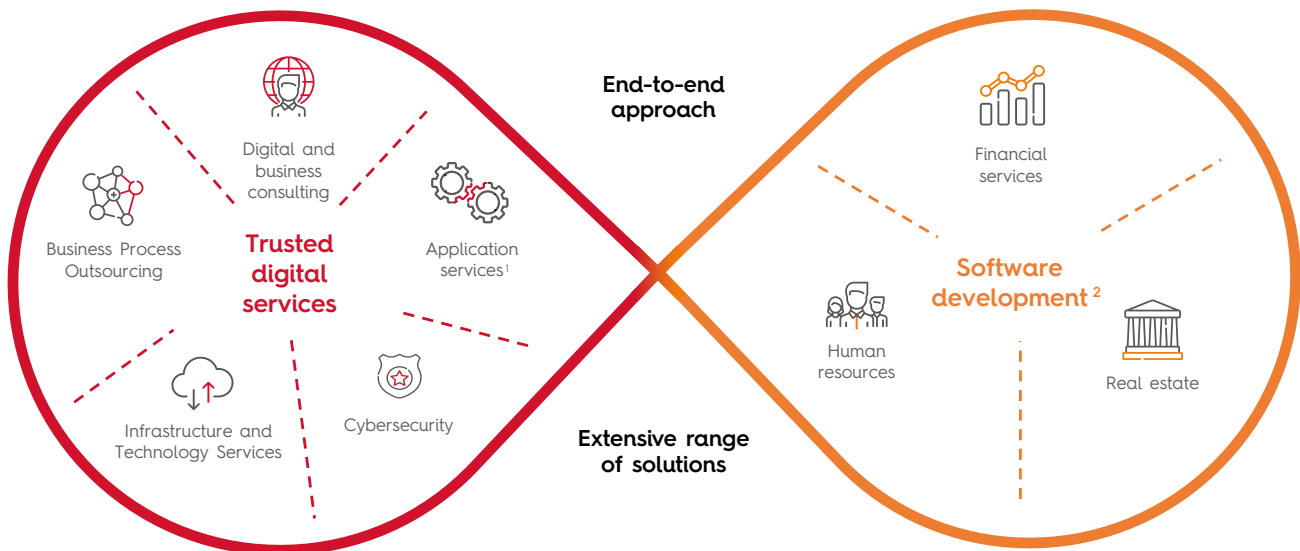
Sopra Steria provides end-to-end solutions to address the core business needs of large companies and organisations, helping them remain competitive and grow, supporting them throughout their digital transformation in Europe and around the world.

Our market

- Spending on digital services in Western Europe: \$318.0bn in 2021*
- Market forecast to grow more than 5% per year on average from 2022 - 2025*
- Sopra Steria ranks among the top 12 digital services companies operating in Europe (excluding captive service providers and purely local players)

(*) Source: Gartner, Q4 2021, in constant US dollars

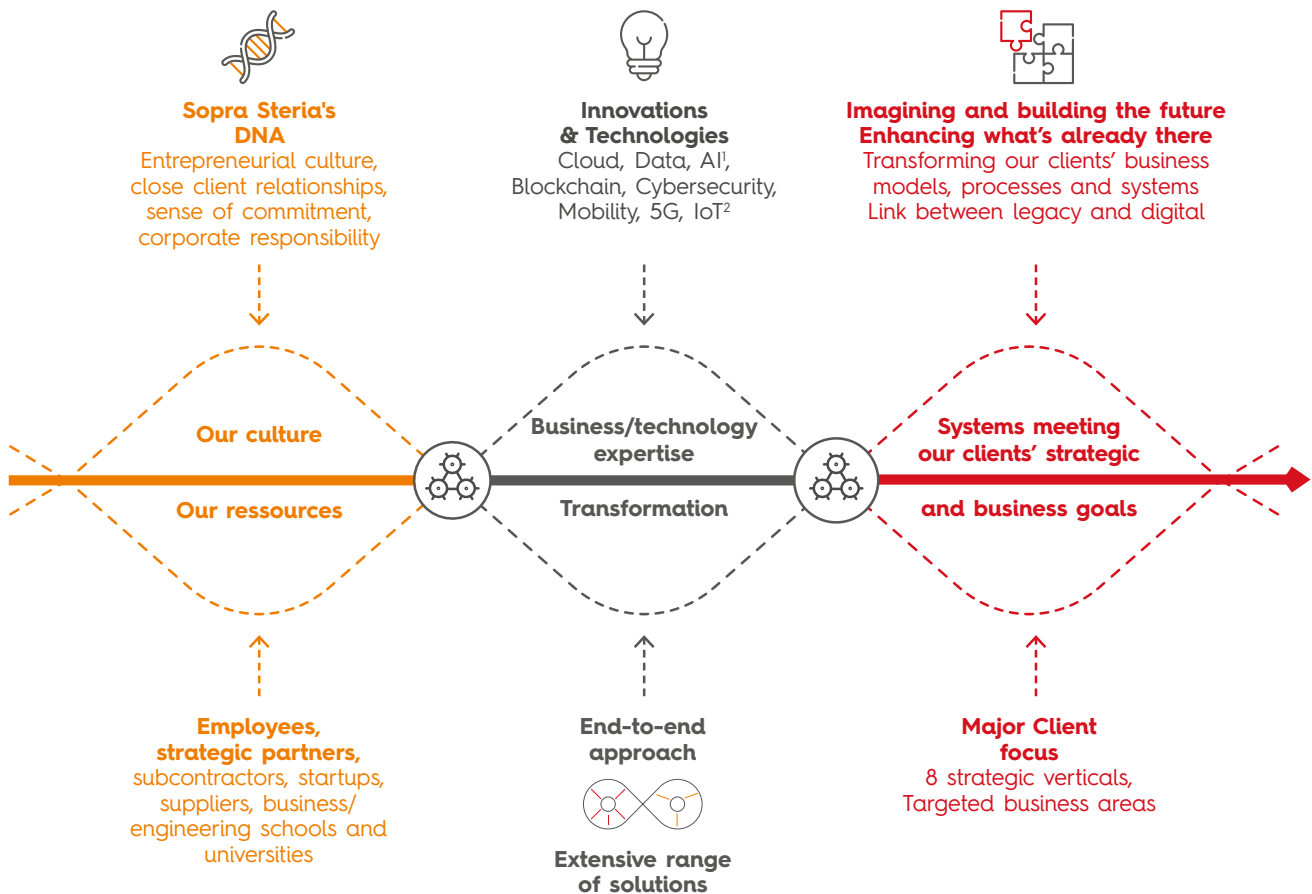
Our offering



(1) Systems integration and third-party application maintenance
 (2) Licensing model and SaaS/Cloud model

See Chapter 1 for more information of Sopra Steria's 2021 Universal Registration Document

...the value creation chain



Sample value creation performance measures in 2021 for our main stakeholders

Employees

- 72% of employees say Sopra Steria is a great place to work - GPTW survey³
- 27 hours of training on average per employee
- 100% of employees take part in a training session at least once a year
- 16% attrition rate

Clients

- 80% of 100 strategic clients satisfied according to the Customer Voice survey
- 6.4% organic revenue growth

Shareholders

- Share price up 19% in 2021
- €3.20 dividend proposed for financial year 2021
- Non-financial rating agencies' rating (cf. page 28)

Company

- -50%⁴ GHG emissions per employee in 2021 (baseline: 2015)
- A List: CDP ranking
- Top 1% Platinum: EcoVadis

(1) AI: Artificial intelligence
 (2) IoT: Internet of things
 (3) GPTW: Great Place To Work
 (4) Excl. Covid impact: -83.5% incl. Covid impact
 (5) GHG: Greenhouse gas


See Chapter 1 and 4 for more information of Sopra Steria's 2021 Universal Registration Document

Corporate responsibility


Together, building a positive future by making digital work for people

At Sopra Steria, we firmly believe that digital technology can create opportunity and progress for all. When closely linked to humanity, it creates a virtuous circle that benefits society as a whole. Sopra Steria has chosen to be a “contributor” company involved in building a sustainable world in which everyone has a part to play.


Three ESG priorities:

 **Helping combat climate change**
Sopra Steria has committed to achieving net-zero emissions by 2028

- Since 2015, greenhouse gas emissions related to our direct activities have fallen, in line with the objectives aligned with a 1.5°C trajectory, as certified by SBTi²;
- Progressive incorporation of emissions related to indirect activities in the carbon neutral programme;
- Offset of emissions not averted through investment in carbon capture projects.

 **Ambitious policy of bringing more women into the management team**
The Group's target is for women to account for 30% of Executive Committee members³ by 2025

- Further increase in the number of female Group employees;
- Three women joined the Executive Committee in 2021.

 **Digital sustainability in our value proposition**
Sopra Steria is accelerating innovation and digital inclusion

- Digital systems helping our clients achieve their sustainability goals;
- Digital inclusion outreach programmes.



Reduction in GHG emissions¹ per employee in 2020 (baseline: 2015)



Reduction in GHG emissions¹ per employee in 2021 (baseline: 2015)



Female percentage of 2021 workforce (2020: 32.5%)



Percentage of female employees hired in 2021 (2020: 34.0%)

174
Outreach projects

supported by the Group including 17 digital projects by the Sopra Steria-Institut de France Foundation

Recognition of ESG⁽⁴⁾ commitments by the leading rating agencies in 2021

Non-financial rating agencies	MSCI	Sustainalytics	Vigeo Eiris	ISS QualityScore <i>1 for best to 10 for worst</i>	CDP Climate Change	CDP Supplier Engagement Rating	EcoVadis
Score/Category	AA Leader	75/100 Leader	60/100 Advanced	3	A List	A	Top 1% Platinum

(1) Greenhouse gas emissions from business travel, offices and on-site data centres

(2) SBTi: Science Based Targets initiative

(3) Group Executive Committee

(4) Environmental, Social and Governance

(5) Excl. Covid impact; -74% incl. Covid impact

(6) Excl. Covid impact; -83.5% incl. Covid impact

See Chapter 4 for more information of Sopra Steria's 2021 Universal Registration Document

Corporate responsibility

Our direct and indirect contribution to the 17 SDG (Sustainable Development Goals) of the United Nations

Seven major commitments aligned with the business model drive the Group's strategy with respect to Corporate Responsibility:

Examples of indicators

1 To be a benchmark employer that attracts the best talent, promotes social dialogue, diversity and equal opportunities



- 10,636 new hires within the Group
- 27 hours of training on average per employee
- 88.9% of our workforce is employed by a Great Place to Work company

2 To achieve net zero emissions by 2028, protecting resources and contributing to the fight against climate change



- 50,0%¹ reduction in GHG emissions² per employee in 2021 (baseline: 2015)
- Over 16,000 employees trained in eco-friendly digital behaviours

3 To be a long-term partner for our customers, working closely with them on their challenges by providing them with the best technologies with a responsible approach that creates sustainable value



- 80% of the 100 strategic customers expressed satisfaction in the Customer Voice survey

4 To conduct our business ethically and with integrity in our day-to-day operations and across all our activities



- 41,397 employees have completed a GDPR training e-learning course

5 To engage in constructive, transparent and continuous dialogue with our stakeholders



- Evaluation of suppliers by EcoVadis representing more than 100% of the 2021 target spend

6 To work together with our ecosystem to adapt our initiatives in response to the major changes we face



- The European Climate Pact joined NegaOctet⁽³⁾ and the European Green Digital Coalition as part of our digital sobriety approach

7 To support local communities by stepping up our community initiatives, particularly in the field of digital inclusion



- 174 outreach projects supported by the Group including 17 digital projects by the Sopra Steria-Institut de France Foundation
- Over 800 volunteers on community outreach programmes

(1) Excl. Covid impact, -83.5% incl. Covid impact
(2) GHG: greenhouse gas
(3) NegaOctet, the baseline for the environmental impact of digital technology

Governance

Board of Directors

**Chairman
Pierre Pasquier**

15

Members

- 12 Directors appointed by shareholders at the General Meeting
- 3 Directors representing the employees and employee shareholders



42%*

Female Directors



58%*

Male Directors



2/3

Committees are chaired by women

67%**

Independent Directors

99%

Attendance rate of Board
of Directors

63

Average age of Directors

4

Nationalities

Composition at 23 February 2022

(*) 5/12 women - 7/12 men

(**) 8/12 Board members qualify as independent based on the AFEF-MEDEF Code's requirements

It is a top priority for the Board of Directors to have a diverse range of skills. The Company has identified ten key competencies that it would like to be represented within the Board of Directors. These skills and areas of experience are as follows:

60%

Knowledge of consulting, digital services, software development, ability to promote innovation.

53%

Human resources and labour relations

53%

Knowledge of one of the Group's main vertical markets

67%

International teams and organisations

47%

Entrepreneurial experience

53%

Societal issues

33%

CEO of an international group

33%

Knowledge of Axway Software

60%

Finance, risk management and control

47%

Operational experience within the Sopra Steria Group

See Chapter 3 for more information
of Sopra Steria's 2021 Universal
Registration Document



Executive bodies

**Chief Executive Officer
Cyril Malargé**

The Group is made up of a corporate function and a number of operational divisions. The Executive Management team is supported by the Executive Committee (ExCom), the Operations Committee and the Management Committee.

The Executive Committee (ExCom) has 17 members. It supervises the Group's organisation, management system, major contracts and support functions and entities. It is involved in the Group's strategic planning and implementation. Three of its members are women.

Members of the Sopra Steria Executive Committee:

- **Cyril Malargé**, Chief Executive Officer
- **Laurent Giovachini**, Deputy Chief Executive Officer, Sopra Steria's commercial strategy and external outreach, Defence and Security Vertical
- **Eric Pasquier**, Software
- **Pierre-Yves Commanay**, Continental Europe
- **John Neilson**, United Kingdom
- **Grégory Wintrebert**, France
- **Nicolas Aidoud**, Financial Services
- **Yvane Bernard-Hulin**, Legal
- **Eric Bierry**, Sopra Banking Software
- **Etienne du Vignaux**, Finance
- **Claire Ducos**, Marketing
- **William Ferré**, Industrial Approach
- **Jean-Claude Lamoureux**, Consulting - Sopra Steria Next
- **Fabienne Mathey-Girbig**, Corporate Responsibility and Sustainable Development
- **Xavier Pecquet**, Key Accounts and Partnerships, Aeroline
- **Mohammed Sijelmassi**, Technology
- **Jean-Charles Tarlier**, Human Resources Development

17.6%

of ExCom members are women

The Operations Committee consists of the Executive Committee members and 22 operational managers and functional managers. Five of its members are women.

The Management Committee consists of the members of the Operations Committee and 14 operational and functional managers. Nine of its members are women.

See Chapter 1 for more information
of Sopra Steria's 2021 Universal
Registration Document

Organisation and operation of governance

1.1. Executive company officers

1.1.1. SEPARATION OF THE ROLES OF CHAIRMAN OF THE BOARD OF DIRECTORS AND CHIEF EXECUTIVE OFFICER

On 19 June 2012, Sopra's Board of Directors decided to separate the roles of Chairman and Chief Executive Officer. It confirmed this decision in 2018 and 2021. It believes that this separation of roles remains the best way of addressing the Group's strategic and operational priorities. Given the close relationship between the Chairman of the Board of Directors and the Chief Executive Officer, there is close collaboration and an ongoing dialogue between them.

1.1.2. ROLE OF THE EXECUTIVE COMPANY OFFICERS

The Chairman is tasked with managing strategy, while the Chief Executive Officer is responsible for operations.

The Chairman:

- guides the implementation of the Group's strategy and all related matters, including mergers and acquisitions;
- assists Executive Management with the transformation of the Group;
- oversees investor relations and manages the Board's relations with shareholders.

The Chief Executive Officer:

- works with the Chairman to formulate strategy;
- supervises the implementation of decisions adopted;
- ensures the operational management of all Group entities.

1.1.3. SUCCESSION PLAN FOR EXECUTIVE COMPANY OFFICERS

In 2021, the Nomination, Governance, Ethics and Corporate Responsibility Committee conducted its annual review of the succession plan covering the roles of Chairman of the Board of Directors and Chief Executive Officer. No changes were made as a result of this review.

During this review, the Committee heard from the Chairman of the Board of Directors, verified the adequacy of the plan in terms of the needs and culture of the Group, enquired – in the event of proposed amendments – about the profile of people newly identified in the plan and approved short- and medium-term actions to address any unforeseen vacancies.

1.1.4. OVERVIEW OF THE ACTIVITIES OF THE CHAIRMAN OF THE BOARD OF DIRECTORS IN 2021

The Board of Directors is currently chaired by Pierre Pasquier.

The Chairman of the Board of Directors carried out activities on a full-time basis throughout the year. This involved steering the work of the Board as well as other assignments entrusted to him.

These assignments include the governance of strategy, acquisitions and the Board of Director's shareholder relations as well as the supervision of matters which were identified early in the year in coordination with the Chief Executive Officer. These matters all relate to long-term preparations required in particular for the Group's transformation (HR, digital and industrial transformation; key organisational and operating principles for the Group, employee share ownership, promotion of Group values and compliance).

The Chairman is responsible for maintaining the balance between all off the various stakeholders (in particular shareholders, employees and the community) after taking into account the social and environmental implications of the Group's business activities.

In crisis situations, such as those experienced since 2020 (public health crisis, cyberattack), the ability to rank priorities, uphold the Group's values, and consider its options from a longer-term perspective thanks to the commitment provided by the core shareholder is absolutely critical.

Executive Management may be forced to focus on urgent operational matters, limiting the time available for long-term planning.

The various matters placed under the Chairman's responsibility require a perfect knowledge of operational realities and thus close relations with the Chief Executive Officer and the Executive Committee. This close relationship fosters information flows between them. It facilitates effective coordination on:

- decisions required for the delivery of the medium-term strategic plan;
- monitoring of the implementation of such decisions over the long term.

The separation of the roles of Chairman and Chief Executive Officer is based on the definition of duties and responsibilities set out in the Board of Directors' internal rules, observance of the respective prerogatives of the Chairman and Chief Executive Officer, a relationship founded on trust built up over time, and a high complementarity between these office holders. In summary, the current framework contributes to fluid and flexible governance arrangements. It means that the Group is able to act as quickly as needed and ensures decisions are taken with due care, while taking into account Sopra Steria Group's medium- and long-term strategic priorities.

1.1.5. AGREEMENT WITH SOPRA GMT, THE HOLDING COMPANY THAT MANAGES AND CONTROLS SOPRA STERIA GROUP

In carrying out all of his assignments, the Chairman may receive support from two advisors and draw on resources across the Group but is also supported by a permanent team of four individuals at the Sopra GMT holding company. Three of them have spent much of their careers with Sopra Steria Group. This team therefore has knowledge of the Group, its main managers and its organisational structure that an external service provider could not have. Its position within Sopra GMT means it has an outside perspective and greater independence. These resources enhance the Board of Directors' ability to oversee the smooth running of the Company.

The team was initially formed when Axway Software was spun off. It performs duties for Sopra Steria Group and Axway Software, in which Sopra Steria Group holds an ownership of approximately 32%. Above and beyond the support provided separately to each of these companies, Sopra GMT makes sure that synergies are harnessed and, that best practices are shared.

Sopra GMT's staff work on specific assignments (management of acquisitions, board secretarial tasks for Sopra Steria Group and Axway Software and their committees) and provide assistance to the functional division managers of Sopra Steria Group and Axway Software. Sopra GMT's employees play an active role on steering committees (such as the Acquisitions Committee, the Corporate Responsibility Advisory Board, the Internal Control/Internal Audit

Steering Committee and the Employee Share Ownership Plan Steering Committee) and working groups on key issues for Sopra Steria Group. They provide the benefit of their technical expertise and an independent opinion.

The costs rebilled by Sopra GMT comprise the portion of payroll and related personnel costs allocated to the assignments performed for Sopra Steria Group. They also comprise, under the same conditions, any external expenses (such as specialised advisors' fees) incurred by Sopra GMT. This organisational method does not increase the expenses borne by Sopra Steria Group. If the assignments handled by Sopra GMT's employees were not entrusted to them, they would need to be reallocated within the Group.

Sopra Steria Group charges Sopra GMT fees for providing premises, IT resources, and assistance from the Group's functional divisions as well as provision of appropriate expertise for Sopra GMT's assignments.

The work performed by this team and the principle for the rebilling to the Company of the costs incurred are covered in a framework agreement for assistance approved by the shareholders at the General Meeting among related-party agreements (see Section 1.3.4 of this chapter on pages 59 to 60) and reviewed each year by the Board of Directors.

Pierre Pasquier's compensation at Sopra GMT reflects his oversight of the assignments performed by the Sopra GMT team for Sopra Steria Group and Axway Software. It is not rebilled to these two companies.

Around 85% of Sopra GMT's total operating expenses are rebilled (with the remaining 15% reflecting the expenses arising from Sopra GMT's own internal operations). Expenses are rebilled on a cost-plus basis including a 7% margin. By definition, Sopra GMT generally records a small operating loss. The annual breakdown varies according to the respective needs of Sopra Steria Group and Axway Software. On average, since 2011, about 70% of the rebillings have been allocated to Sopra Steria Group.

The income and expenses recorded in Sopra Steria Group's financial statements in respect of services provided under this agreement during the financial year under review were as follows:

- expenses: €1,324 thousand;
- income: €163 thousand.

The Board of Directors reviewed the implementation of this agreement at its meeting on 9 February 2022. It unanimously agreed to maintain the previously granted authorisation for the current financial year. The Directors directly or indirectly affected by this decision did not take part in either the discussion or the vote.

1.1.6. EXECUTIVE MANAGEMENT

Cyril Malargé has served as Chief Executive Officer since 1 March 2022.

Cyril Malargé has been with the Company for almost 20 years. In particular, he has served as Managing Director of the France reporting unit and, for the 18 months prior to his appointment as Chief Executive Officer, as the Group's Chief Operating Officer. He has been a member of the Executive Committee since 2015.

Vincent Paris, Chief Executive Officer of Sopra Steria Group from 17 March 2015 to 28 February 2022, currently continues to serve the Group as Advisor to the Chairman of the Board of Directors.

The Chief Executive Officer has authority over the entire Group. He directs, administers and coordinates all of its activities. To this end, he is supported by Executive Management, the Executive Committee, the Operations Committee and the Management Committee. These Committees comprise the Chief Executive Officer, Deputy Chief Executive Officer and other key operational and functional managers from Sopra Steria Group and its subsidiaries.

The Chief Executive Officer has the broadest possible powers to act in all circumstances in the name of Sopra Steria Group SA, the parent company of Sopra Steria Group. He represents the Company in its dealings with third parties.

Certain decisions relating to strategy implementation and internal organisation may require prior approval by the Board of Directors or its Chairman. Decisions "that are highly strategic in nature or that are likely to have a significant impact on the financial position or commitments of the Company or any of its subsidiaries" are defined in the internal rules and regulations of the Board of Directors. See Chapter 8, "Additional information" of the 2021 Universal Registration Document (page 290).

1.1.7. AGREEMENT WITH ÉRIC HAYAT CONSEIL

Éric Hayat Conseil is a company controlled by Éric Hayat, a Director of Sopra Steria Group.

This agreement relates to the provision to Executive Management of consulting and assistance services, particularly in relation to strategic deals connected with business development, invoiced at €2,500 (excluding taxes) per day. The duties performed under this agreement are distinct from those performed by virtue of Éric Hayat's directorship. For example, this may involve but is not limited to the following, in consultation with the Group's operational managers:

- taking part in top-level market meetings;
- maintaining contacts with civil society;
- taking part in high-level meetings with certain key clients in France and abroad;
- preparing for and participating in delegations of corporate executives to priority countries for the Group.

This enables the Company to benefit from the experience and knowledge of the Group, some of its key clients and its environment gained by Éric Hayat throughout his career. Éric Hayat was a co-founder of Steria, former Chairman of the digital sector employers' organisation and subsequently of the broader "Fédération Syntec"⁽¹⁾, and a former member of MEDEF's⁽²⁾ Executive Committee. His skills and experience are thus particularly well suited to the responsibilities entrusted to him, which mainly relate to major business opportunities.

They also make him one of the members of the Board of Directors directly involved in addressing the Group's priorities in terms of strategic and commercial positioning, thus enriching the Board's debates. Éric Hayat, in his capacity as a member of the Compensation Committee and the Nomination, Governance, Ethics and Corporate Responsibility Committee, provides these committees with the benefit of the knowledge of the Group's operational managers accumulated and maintained in the course of these assignments. Lastly, he has access to information channels within the Company that are helpful for feeding information back to the Board of Directors and its Committees.

(1) The Syntec federation brings together professional unions in France specialising in the engineering, digital, consulting, event management and professional training professions.

(2) The Mouvement des entreprises de France (MEDEF), or the Movement of the Enterprises of France, is the largest employer federation in France.

The expenses recorded in Sopra Steria Group's financial statements in respect of services provided under this agreement during the financial year under review were as follows:

- expenses: €198 thousand;
- the Board of Directors reviewed the implementation of this agreement at its meeting on 9 February 2022. It unanimously agreed to maintain the previously granted authorisation for the current financial year. The Director affected by this decision did not take part in either the discussion or the vote.

1.2. Board of Directors

1.2.1. MEMBERS OF THE BOARD OF DIRECTORS

On the date at which the 2021 Universal Registration Document was published, the Board of Directors had 15 members with the

right to vote, 12 of whom were directly appointed at the General Meeting and three of whom were Directors representing the employees and employee shareholders.

Five Directors' terms of office are due to expire at the General Meeting of 1 June 2022 (see the presentation of resolutions in Chapter 3 of this Convening notice "Draft resolutions submitted to the Shareholders' Meeting" (pages 79 to 97). The Directors concerned are Noëlle Lenoir, André Einaudi, Michael Gollner, Jean-Luc Placet and Jean-François Sammarcelli. Jean-François Sammarcelli did not wish to be reappointed after serving for 12 years, as this cumulative duration made him ineligible as an Independent Director within the meaning of the AFEP-MEDEF Code. The Chairman and all the members of the Board of Directors unanimously recognised his contribution to the work of the Board and its committees during these years of service.

I SUMMARY PRESENTATION OF THE BOARD OF DIRECTORS

Name	Personal information					Position on the Board			Attendance at meetings in financial year 2021				
	Age	Gender	Nationality	Number of shares	Number of directorships at listed companies (excluding Sopra Steria Group)	Independent Director	Start of current term	End of current term	Years of service on the Board*	Board of Directors	Audit Committee	Nomination, Governance, Ethics and Corporate Responsibility Committee	Compensation Committee
Pierre Pasquier Chairman of the Board of Directors	86	M	FRA	108,113	1		12/06/2018	AGM 2024	53	100%		100%	
Éric Pasquier Vice-Chairman of the Board of Directors	50	M	FRA	4,366	0		12/06/2018	AGM 2024	7	100%	86%		
Sopra GMT, represented by Kathleen Clark Bracco Chairwoman of the Nomination, Governance, Ethics and Corporate Responsibility Committee	54	F	USA	4,035,669	1		12/06/2018	AGM 2024	7	100%		100%	100%
Éric Hayat Vice-Chairman of the Board of Directors	80	M	FRA	37,068	0		12/06/2018	AGM 2024	7	100%		100%	100%
André Einaudi Director	66	M	FRA	100	0	Yes	09/06/2020	AGM 2022	1	100%			
Michael Gollner Director	63	M	USA/GBR	100	1	Yes	12/06/2018	AGM 2022	3	100%	100%		
Noëlle Lenoir Director	73	F	FRA	1	0	Yes	09/06/2020	AGM 2022	1	100%		100%	
Jean-Luc Placet Chairman of the Compensation Committee	69	M	FRA	100	0	Yes	12/06/2018	AGM 2022	9	100%		100%	100%
Sylvie Rémond Director	58	F	FRA	152	0	Yes	09/06/2020	AGM 2023	6	100%			100%
Marie-Hélène Rigal-Drogerys Chairwoman of the Audit Committee	51	F	FRA	100	1	Yes	12/06/2018	AGM 2024	7	100%	100%		
Jean-François Sammarcelli Director	71	M	FRA	500	1	Yes	12/06/2018	AGM 2022	11	86%	100%	100%	
Jessica Scale Director	59	F	FRA/GBR	10	0	Yes	09/06/2020	AGM 2023	5	100%		100%	100%
Astrid Anciaux Director representing employee shareholders	56	F	BEL	1,812	0		26/05/2021	AGM 2025	7	1			
Hélène Badosa Director representing the employees	63	F	FRA	0	0		23/09/2020	AGM 2024	3	100%			100%
David Elmalem Director representing the employees	39	M	FRA	0	0		23/09/2020	AGM 2024	1	100%			

* Number of years as at 31/12/2021, rounded down to the nearest year.

F: Female M: Male.

(1) Not applicable.

I CHANGES IN THE BOARD OF DIRECTORS AND ITS COMMITTEES SINCE THE START OF FINANCIAL YEAR 2021

Departures	Appointments	Reappointments
Board of Directors	Astrid Anciaux (26/05/2021)	
Audit Committee		
Nomination, Governance, Ethics and Corporate Responsibility Committee	Noëlle Lenoir (25/02/2021)	
Compensation Committee		Hélène Badosa (28/01/2021)

1.2.2. SELECTION PROCESS

The Nomination, Governance, Ethics and Corporate Responsibility Committee plays a central role throughout the four phases of the selection process.

The first is the needs analysis phase. This involves examining Directors whose terms of office are nearing their end, any constraints on the reappointment of current Directors, compliance requirements under the law and the Code of Corporate Governance, and the objectives of the diversity policy, all of which are identified and taken into account. This analysis is undertaken for the Board of Directors itself and its three committees. It focuses on the needs due to arise first and makes projections for the years ahead.

During the second phase, a list of potential candidates is drawn up based on the needs identified. This list is made up of the following:

- names put forward by members of the Nomination, Governance, Ethics and Corporate Responsibility Committee;
- names put forward by members of the Board of Directors more generally;
- names put forward by recruitment firms;
- names proposed by Executive Management;
- unsolicited applications received by the Company.

The Chairwoman of the Nomination, Governance, Ethics and Corporate Responsibility Committee decides on the list of potential candidates. A file is put together based on publicly available information about the candidates.

After reviewing this file, the Nomination, Governance, Ethics and Corporate Responsibility Committee decides which candidates to contact and meet.

In the third phase, members of the Nomination, Governance, Ethics and Corporate Responsibility Committee arrange meetings with the selected candidates. At their meetings, the Committee's members compare their opinions. For each candidate, the Committee endeavours to assess the depth of their experience and how closely it meets the Company's needs, how well they complement the skills needed by the Board of Directors, their availability and motivation, any conflicts of interest, and whether they meet the independence criteria laid down in the Code of Corporate Governance. Additional actions are agreed upon as necessary to complete the list of candidates.

In the fourth and final phase, the Board of Directors:

- is made aware of the findings of the previous phases;

- discusses the candidates put forward by the Nomination, Governance, Ethics and Corporate Responsibility Committee;
- decides which candidates will be put to the vote at a General Meeting of Shareholders.

In the specific case of Directors representing the employees and the Director representing employee shareholders, the Company decided to launch an extensive call for applications across the Group.

The Directors representing the employees are designated by the Sopra Steria Group Works Council.

The Director representing employee shareholders is elected at a General Meeting of Shareholders from among the candidates put forward by employee shareholders. After reviewing the candidates, the Nomination, Governance, Ethics and Corporate Responsibility Committee may recommend that the Board of Directors support an appointment resolution to be put to the shareholders at a General Meeting. The candidate elected is the one whose appointment resolution gains the required majority and the most votes, in the event of multiple candidacies.

1.2.3. PRESENTATION OF THE DIVERSITY POLICY

The goal of the Board of Directors' diversity policy is to assemble in a reasonably sized team the range of outlooks, skills and experience required for effective collective decision-making in view of the Group's needs and characteristics. Individually, each of the team's members must also show good judgement and foresight, and uphold the standards of ethical conduct expected of a Director.

The impact on diversity and the integration of future members of the Board of Directors is considered every time a proposal is made to appoint or reappoint a Director at the General Meeting. The Nomination, Governance, Ethics and Corporate Responsibility Committee plays a key role in this area.

Diversity is often assessed using measurable indicators related to gender equality, age and nationality.

With regard to gender equality, the Company aims to continue moving toward gender equality to the greatest extent possible, and in any event has set itself the target of full compliance with the law in this respect. It is actively seeking to achieve gender equality in its Board committees.

Women currently account for five of the twelve appointments made at the General Meeting (42%). Two of the three committees are chaired by a female Director. The four female Independent Directors are members of at least one committee.

The targets for bringing more women into senior management positions are presented in Section 2.7.1, "Gender equality policy" of Chapter 4, "Corporate Responsibility" of the 2021 Universal Registration Document (pages 114 to 115). They were reviewed and discussed at several meetings of the Nomination, Governance, Ethics and Corporate Responsibility Committee and adopted by the Board of Directors. They take into account the Group's proactive approach to corporate social responsibility, its management needs, and the current proportion of women in its business sector and at the Company. On Executive Management's recommendation, the Board of Directors has approved targets, an action plan and practical arrangements that will make a real difference. They focus on delivering far-reaching action over the long term. The proportion of women in senior management positions forms part of those targets on which the Chief Executive Officer's variable compensation is based.

Age is not a criterion that is considered. The Company has not set a minimum or maximum age requirement for directorships. However, the Articles of Association (Art. 14) limit the proportion of Directors aged over 75 to one third. The average age of the members of the Board of Directors is 63 (at 31/12/2021). Two out of 15 Directors are over 75 years old.

Given the international dimension of the Group's business, it is considered desirable to have foreign nationals sitting on the Board of Directors. As far as possible, Directors who are foreign nationals come from or live in countries in which the Group operates or is seeking to develop business. To attract Directors living outside France, the internal rules and regulations of the Board of Directors permit Directors to take part in meetings using videoconferencing or conference call systems, and the Company can make payments to cover their travel costs. Furthermore, an adjustment to the method used to apportion compensation among Board members has been agreed to better reflect the constraints on foreign Directors. This consists of adding an additional 20% weighting to attendance at meetings of the Board and its committees for Directors living outside France. This does not apply to Directors who carry out their work within the Group. Four out of 15 Directors have at least one other than French nationality.

1.2.4. SKILLS REQUIRED FOR THE BOARD OF DIRECTORS

It is also a priority for the Board of Directors to have a diverse range of skills. The Company has identified 10 key competencies that it would like to be represented within the Board of Directors. These skills and areas of experience are as follows:

- **knowledge of consulting, digital services, software development and the ability to promote innovation:** this expertise will have been gained at a digital services company or consulting firm or in an industry sector focused on innovation in B2B services;
- **knowledge of one of the Group's key vertical markets:** ideally, this expertise will have been gained working for a client of the Group or one of its competitors, though it may also result from long sales experience in this market. It should be accompanied by knowledge of the services sector;
- **entrepreneurial experience:** entrepreneurial experience will have been gained by starting up or taking over an industrial or commercial business and through contact with the various stakeholders (clients, employees, lending shareholders, suppliers, authorities);
- **CEO of an international group:** this presupposes past or current experience as a non-salaried executive company officer (Chairman, CEO or Deputy CEO) of a company established in more than one country;
- **finance, control and risk management:** this expertise requires professional experience gained in finance, audit or internal control or while holding a corporate office;
- **human resources and labour relations:** this expertise requires professional experience gained in human resources, either in a company or as an external consultant, or while holding a corporate office;
- **international dimension:** this indicates skills in cross-cultural management combined with being versed in more than one culture, working as an expatriate or holding corporate office in an international group;
- **social issues:** this expertise presupposes familiarity with institutions, industry bodies, trade unions or public benefit or humanitarian organisations;
- **knowledge of Axway Software:** knowledge of Axway Software will have been gained through professional experience or corporate office at Axway Software or experience as a client or partner of Axway;
- **operational experience within the Sopra Steria Group:** this experience presupposes longstanding current or past service within the Sopra Steria Group, as an employee or equivalent, and in-depth knowledge of the Group, its working practices and its management.

Each of these 10 key areas of expertise and experience are currently represented on the Board of Directors by several Directors (see table below):

Expertise	Knowledge of consulting, digital services, software development, ability to promote innovation	Knowledge of one of the Group's main vertical markets	Entrepreneurial experience	CEO of an international group	Finance, risk management and control	Human resources and labour relations	International teams and organisations	Societal priorities	Knowledge of Axway Software	Operational experience within the Sopra Steria Group
Astrid Anciaux					✓	✓	✓	✓		✓
Hélène Badosa	✓		✓			✓				✓
Kathleen Clark Bracco	Sopra GMT representative	✓					✓	✓	✓	✓
André Einaudi			✓	✓	✓	✓				
David Elmalem	✓	✓								✓
Michael Gollner			✓		✓		✓	✓	✓	
Éric Hayat	✓	✓	✓	✓		✓	✓	✓		✓
Noëlle Lenoir					✓		✓	✓		
Éric Pasquier	✓	✓		✓	✓	✓	✓		✓	✓
Pierre Pasquier	✓	✓	✓	✓	✓	✓	✓		✓	✓
Jean-Luc Placet	✓	✓	✓			✓		✓		
Sylvie Rémond		✓			✓		✓			
Marie-Hélène Rigal-Drogerys	✓				✓			✓	✓	
Jean-François Sammarcelli		✓		✓	✓	✓	✓			
Jessica Scale	✓	✓	✓				✓	✓		

In addition to these ten key areas of expertise and experience, and given the Group's ownership structure, the Nomination, Governance, Ethics and Corporate Responsibility Committee also considers experience of corporate governance within family-owned listed companies to be of benefit to potential Board members. Such experience promotes the use of key strengths and harnesses an understanding of the challenges faced by family-owned companies

in pursuit of sustainable and profitable growth. It is primarily gained through serving as a corporate officer or senior manager in a company – either listed or with a broad shareholder base – whose main shareholder is either an individual or a family holding at least 10% of the voting rights and who either runs the company or has the ability to choose who runs it.

1.2.5. DIRECTORS REPRESENTING THE EMPLOYEES AND REPRESENTATION OF EMPLOYEE SHAREHOLDERS

- Two Directors representing the employees were designated on 23 September 2020 by the Sopra Steria Group Works Council. They are namely Hélène Badosa, a member of the Compensation Committee, and David Elmalem.
- A Director representing employee shareholders, Astrid Anciaux, was elected at the General Meeting of Shareholders held on 26 May 2021.

1.2.6. INDEPENDENT DIRECTORS

The Nomination, Governance, Ethics and Corporate Responsibility Committee also monitors the proportion of Independent Directors on the Board.

Eight Directors are considered independent by the Board of Directors. They account for around 67% of Directors appointed by the shareholders at a General Meeting.

Every year, the Nomination, Governance, Ethics and Corporate Responsibility Committee and then the Board of Directors review the status of each member of the Board of Directors with respect to the requirements for Independent Directors set out in Article 9 of the AFEP-MEDEF Code of Corporate Governance for Listed Companies:

Requirement 1: Employee or executive company officer in the past five years

Must not have been at any time over the preceding five years and must not currently be:

- an employee or executive company officer of the Company;
- an employee or executive company officer or Director of a company that the Company consolidates;
- an employee, executive company officer or Director of the parent company or of a company consolidated by that parent company.

Requirement 2: Cross-directorships

Must not be an executive company officer of a company in which the Company directly or indirectly holds a directorship, or in which an employee appointed as such or an executive company officer of the Company (currently serving or having served within the preceding five years) holds a directorship.

Requirement 3: Material business relationships

Must not be a customer, supplier, commercial banker, corporate banker or consultant:

- of material importance to the Company or Group;
 - or a material portion of whose business is transacted with the Company or Group.
- The materiality of the relationship with the Company or its Group is considered by the Board, and the quantitative and qualitative criteria used to formulate its opinion (continuity, economic reliance, exclusivity, etc.) are stated explicitly in the Annual Report.

Requirement 4: Family ties

Must not have close family ties with a company officer.

Requirement 5: Statutory Auditor

Must not have been a Statutory Auditor during the preceding five years.

Requirement 6: Term of office of over 12 years

Must not have been a Director of the Company for more than 12 years. Directors lose their Independent Director status on the 12th anniversary date of their appointment.

Requirement 7: Non-executive company officer

A non-executive company officer may not be considered independent if he/she receives his/her variable compensation in cash or shares or any other payment linked to the performance of the Company or the Group.

Requirement 8: Major shareholder

Directors representing major shareholders of the Company or its parent company may be considered independent if these shareholders do not have full or partial control of the Company. However, if the relevant major shareholders hold more than 10% of the share capital or of voting rights, the Board, based on a report by the nomination committee, considers as a matter of course the Directors' independent status with regard to the composition of the share capital and any potential conflicts of interest.

Requirements ⁽¹⁾	André Einaudi	Michael Gollner	Noëlle Lenoir	Jean-Luc Placet	Sylvie Rémond	Marie-Hélène Rigal-Drogerys	Jean-François Sammarcelli	Jessica Scale
<i>Employee or executive company officer in the past five years</i>								
Requirement 1:	✓	✗	✓	✓	✓	✗	✓	✓
Requirement 2: <i>Cross-directorships</i>	✓	✓	✓	✓	✓	✓	✓	✓
<i>Material business relationships</i>								
Requirement 3:	✓	✓	✓	✓		✓	✓	✓
Requirement 4: <i>Family ties</i>	✓	✓	✓	✓	✓	✓	✓	✓
Requirement 5: <i>Statutory Auditor</i>	✓	✓	✓	✓	✓	✓	✓	✓
<i>Term of office of over 12 years</i>								
Requirement 6:	✓	✓	✓	✓	✓	✓	✓	✓
<i>Non-executive company officer</i>								
Requirement 7:	✓	✓	✓	✓	✓	✓	✓	✓
Requirement 8: <i>Major shareholder</i>	✓	✓	✓	✓	✓	✓	✓	✓

(1) In this table, ✓ represents an independence requirement that is satisfied and ✗ an independence requirement that is not satisfied.

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, Governance, Ethics and Corporate Responsibility Committee, the Board of Directors considers that the status of Michael Gollner and of Marie-Hélène Rigal-Drogerys as members of the Board of Directors of Axway Software does not call into question their status as Independent Directors:

- although Sopra Steria Group's Board of Directors is kept informed of Axway Software's operational and financial position, it does not discuss the latter's routine operations and investments;
- the procedure for handling potential conflicts of interest applies to the consideration of any matters related to Axway Software;
- the Independent Directors present on both 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.

Requirement 3

Members of the Board of Directors may hold an office or have an interest in companies that are potential clients, suppliers, investment bankers, commercial bankers or consultants to the Sopra Steria Group or its core shareholder.

In such cases, the Board of Directors determines whether the nature, purpose or importance of this business relationship may affect the person's status as an Independent Director, based on the prior work done by the Nomination, Governance, Ethics and Corporate Responsibility Committee.

In the case of a business relationship, its significance is inferred by reference to various criteria, including in particular the following:

- whether the service provided is of a strategic nature;
- whether there is reciprocal dependence;
- the volume of business transacted (particularly where this equates to more than 1% of annual revenue);
- the selection procedure used and how often the business is put out to tender;
- whether the Director is involved in the business relationship.

Business relationships identified between PwC, Jean-Luc Placet's employer, and Sopra Steria Group were deemed immaterial by the Board of Directors after the situation was reviewed by the company's Nomination, Governance, Ethics and Corporate Responsibility Committee.

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 (less than 1% of the Group's purchases). They do not give rise to any reciprocal dependence. Accordingly, the Nomination, Governance, Ethics and Corporate Responsibility 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.

A real estate investment trust held by André Einaudi owns the premises occupied by the Company for a number of years at its Aix-en-Provence site. The Board of Directors considers that these circumstances do not constitute a material business relationship. In reaching this conclusion, the Board took into account the age, term and amount of the lease, signed prior to André Einaudi's appointment as a Director. It also noted that it is customary for the Group to rent its premises: apart from in exceptional circumstances, the Group does not own its premises. Lastly, the Board confirmed that no dependency is created for the lessor in relation to this lease.


The Company identified no other business relationships with Independent Directors.

1.2.7. SENIOR INDEPENDENT DIRECTOR

Since the duties of Chairman of the Board of Directors and of Chief Executive Officer are held by separate individuals, no Senior Independent Director (*administrateur référent*) has as yet been appointed. The Nomination, Governance, Ethics and Corporate Responsibility Committee has decided to review the Company's stance on this issue, in accordance with the AMF's recommendation set out in its 2021 report on corporate governance.

The Chairman of the Board of Directors is responsible for the Board's shareholder relations (see Section 1.1.2, "Role of executive company officers" of this Chapter, page 32).

1.2.8. DETAILED PRESENTATION OF THE MEMBERS OF THE BOARD OF DIRECTORS

PIERRE PASQUIER		Number of shares in the Company owned personally: 108,113 ⁽¹⁾		
Chairman of the Board of Directors				
	<ul style="list-style-type: none"> Member of the Nomination, Governance, Ethics and Corporate Responsibility Committee 	Date of first appointment: 1968 (date Sopra was founded)		
	Business address: Sopra Steria Group 6 avenue Kleber 75116 Paris – France	Date term of office ends: General Meeting to approve the financial statements for the year ended 31/12/2023		
Nationality: French	Age: 86			
		Appointments		
Main positions and appointments currently held		Outside the Group	Outside France	Listed company
<ul style="list-style-type: none"> Chairman of the Board of Directors of Sopra Steria Group 				✓
<ul style="list-style-type: none"> Chairman of the Board of Directors of Axway Software 		✓		✓
<ul style="list-style-type: none"> Chairman and CEO of Sopra GMT 		✓		
<ul style="list-style-type: none"> Executive company officer, Director or permanent representative of Sopra GMT at Sopra Steria Group subsidiaries (direct and indirect) 				
<ul style="list-style-type: none"> Company officer of direct and indirect subsidiaries of Axway Software 				
Other directorships and offices held during the last five years				
<ul style="list-style-type: none"> Not applicable 				
Biography				
<p>Pierre Pasquier has more than 50 years' experience in digital services and management of an international business. He and his associates founded Sopra Group in 1968, and he chairs the Board of Directors.</p> <p>After graduating in mathematics from the University of Rennes, Pierre Pasquier began his career at Bull before focusing on starting up Sogeti, which he left to found Sopra. Recognised as a pioneer in the sector, he has always affirmed the entrepreneurial spirit of the company, which aims to serve key account clients by drawing on innovation and shared success.</p> <p>Pierre Pasquier oversaw Sopra's expansion in its vertical markets and internationally. The 1990 IPO, successive growth phases and the transformational 2014 tie-up with Groupe Steria have secured the company's independence in a changing market.</p> <p>In 2011, Pierre Pasquier oversaw the IPO of subsidiary Axway Software, whose Board of Directors he continues to chair.</p> <p>Pierre Pasquier served as Chairman and Chief Executive Officer of Sopra Group until 20 August 2012, when the roles of Chairman and Chief Executive Officer were separated.</p> <p>Pierre Pasquier is also Chairman and Chief Executive Officer of Sopra GMT, the holding company for Sopra Steria Group and Axway Software.</p>				

(1) The Pasquier family group holds 68.27% 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 group make up more than 10% of the Company's share capital. See Chapter 7, Section 2 ("Share ownership structure"), on page 275 of the 2021 Universal Registration Document.

ÉRIC PASQUIER

Vice-Chairman of the Board of Directors

Number of shares in the Company
owned personally: **4,366** ⁽¹⁾

- Member of the Audit Committee

Business address:
Sopra Banking Software
6 avenue Kleber
75116 Paris – France

Date of first appointment: 27/06/2014**Date term of office ends:** General Meeting to
approve the financial statements for the year ended
31/12/2023**Nationality:** French**Age:** 50**Appointments****Main positions and appointments currently held**

- Director, Software
- Managing Director and member of the Board of Directors of Sopra GMT
- Chairman of the Board of Directors of Sopra Banking Software
- Company officer of other direct and indirect subsidiaries of Sopra Steria Group

**Outside
the Group****Outside
France****Listed
company****Other directorships and offices held during the last five years**

- Not applicable

Biography

Éric Pasquier, Director with responsibility for Software, has been with the Group for over 20 years. He is also Vice-Chairman of Sopra Steria Group's Board of Directors and Managing Director of Sopra GMT, the holding company for Sopra Steria Group and Axway Software.

After graduating from the EPITA IT engineering school, Éric Pasquier began his career in 1996 at the Altran group, where he managed IT projects on behalf of several key account customers.

He joined Sopra in 1999, where he began to broaden his experience in the operational management of major projects, notably in telecommunications, a fast-changing field at the start of the new millennium.

In 2004, Éric Pasquier was given responsibility for setting up the Group's first nearshore industrial service centre in Spain and thus acquired experience in the coordination of multi-country operations, in this case involving Spain and France.

He was named CEO of Sopra's Spanish subsidiary in 2008. Thanks to his managerial skills and guided by his long-term vision, this subsidiary was able to deliver strong growth and withstand the 2008/2009 financial crisis, despite having many banking clients, before returning to a good level of economic performance in the early 2010s.

Éric Pasquier returned to France in 2014 to serve as Deputy CEO of Sopra Banking Software and became its Chief Executive Officer in 2016. In this position, he guided many financial players in Europe, the Middle East and Africa through their digital transformation. He oversaw Sopra Banking Software's corporate plan in both specialist financing and retail banking.

He is currently in charge of the Software division for the entire Group, coordinating the activities of Sopra Banking Software, Sopra HR Software and Sopra Steria Group's Real Estate line.

In carrying out his various responsibilities, he draws on his wealth of experience in the field and his particular focus on human resources, qualities he has brought to his work as a member of Sopra Steria's Board of Directors since 2014.

⁽¹⁾ The Pasquier family group holds 68.27% 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 group make up more than 10% of the Company's share capital. See Chapter 7, Section 2 ("Share ownership structure"), on page 275 of the 2021 Universal Registration Document.

SOPRA GMT KATHLEEN CLARK BRACCO

Permanent representative of Sopra GMT

Number of shares in the Company held by Sopra GMT: **4,035,669**

- Chairwoman of the Nomination, Governance, Ethics and Corporate Responsibility Committee
- Member of the Compensation Committee

Business address:

Sopra Steria Group
6 avenue Kleber – 75116 Paris – France

Nationality: American**Age:** 54**Date of first Sopra GMT appointment:** 27/06/2014**Date term of office ends:** General Meeting to approve the financial statements for the year ended 31/12/2023

Main positions and appointments currently held	Appointments		
	Outside the Group	Outside France	Listed company
■ Director of Corporate Development of Sopra Steria Group			✓
■ Vice-Chairwoman of the Board of Directors of Axway Software	✓		✓
■ Deputy Director of Sopra GMT			
■ Director or permanent representative of Sopra GMT at Sopra Steria Group subsidiaries (direct and indirect)			
Other directorships and offices held during the last five years			
■ Not applicable			

Biography


Kathleen Clark Bracco has worked at Sopra Steria Group for over 20 years. She is currently Director of Corporate Development.

After graduating with a Master's degree in arts and literature from the University of California (Irvine), she began her career in teaching in the United States. In 1998, she left Silicon Valley for France, where she joined Sopra, working in the Communications Department. She served as Director of Investor Relations from 2002 to 2015. In that role, she forged solid relationships between the Group's executive bodies and a range of increasingly international shareholders.

Kathleen Clark Bracco was also involved in the successful spin-off of Axway, which generates half of its revenue in the United States. She joined Axway's Board of Directors in 2011 and has served as its Deputy Chairman since 2013. This role therefore promotes strategic harmonisation between the two groups.

As Deputy Director of Sopra GMT since 2012, she made a significant contribution to the success of the merger between Sopra and Steria in 2014. In 2015, she was appointed Director of Corporate Development for the new Group, where she oversees acquisition opportunities to complement the business portfolio in line with the Group's strategy. She is also involved in a number of the Group's corporate initiatives, in particular those addressing issues of fairness, anti-corruption measures, ethics and employee share ownership.

Kathleen Clark Bracco was first appointed to the Board of Directors in 2012. She was named as the permanent representative of Sopra GMT in 2014 and has chaired the Nomination, Governance, Ethics and Corporate Responsibility Committee ever since. In this role, her long experience within the Group and its governing bodies, her knowledge of the financial markets, her commitment to social and societal issues and her communication skills all contribute to the sound governance of Sopra Steria.

ÉRIC HAYAT		Number of shares in the Company owned personally: 37,068		
Vice-Chairman of the Board of Directors				
	<ul style="list-style-type: none"> ■ Member of the Compensation Committee ■ Member of the Nomination, Governance, Ethics and Corporate Responsibility Committee 	Date of first appointment: 27/06/2014 Date term of office ends: General Meeting to approve the financial statements for the year ended 31/12/2023		
	Business address: Sopra Steria Group 6 avenue Kléber – 75116 Paris – France			
Nationality: French		Age: 80		
		Appointments		
Main positions and appointments currently held		Outside the Group	Outside France	Listed company
■ President of Éric Hayat Conseil		✓		
■ Chairman of the public interest group Modernisation des Déclarations Sociales (MDS GIP)		✓		
Other directorships and offices held during the last five years				
■ Not applicable				
Biography				
<p>Éric Hayat has been Vice-Chairman of the Board of Directors of Sopra Steria Group since 2014. He co-founded Groupe Steria in 1969 and served as its Deputy Chief Executive Officer. He was the group's Chairman at the time of the tie-up with Sopra in 2014.</p> <p>A graduate in engineering from the École Nationale Supérieure de l'Aéronautique, Mr Hayat is a seasoned professional in the digital world. He contributed to the expansion of Groupe Steria both internationally and in a wide range of vertical markets, notably in the public sector. In 2014, Groupe Steria generated three quarters of its revenue outside France.</p> <p>Alongside his professional career, Éric Hayat is recognised for his commitment to representing the digital sector. As Chairman of the Syntec Informatique employers' organisation from 1991 to 1997 and of Fédération Syntec from 1997 to 2003, he led key projects such as the implementation of the collective bargaining agreement and the 35-hour working week.</p> <p>As a member of the Executive Committee of MEDEF from 1997 to 2005, Éric Hayat chaired the committee tasked with negotiating the research tax credit.</p> <p>He has served as Chairman of the French public interest group for the "Modernisation of Payroll Reporting" since 2000. In this capacity, he brings together public sector bodies, collective pension organisations, chartered accountants and software vendors to boost the digital transformation of social protection. As an example, the group contributed to the success of France's new pay-as-you-earn tax system. Through his close working relationships with a wide range of stakeholders, Éric Hayat is a Vice-Chairman particularly focused on current far-reaching changes affecting society.</p>				

ANDRÉ EINAUDI
Independent DirectorNumber of shares in the Company
owned personally: **100**

Business address:
c/o Ortec Expansion
550, rue Pierre Berthier
Parc de Pichaury
13100 Aix-en-Provence – France

Date of first appointment: 9/6/2020
Date term of office ends: General Meeting to
approve the financial statements for the year ended
31/12/2021
Term of office proposed for renewal for 4 years

Nationality: French**Age:** 66**Appointments****Main positions and appointments currently held**

- Chairman and CEO of Ortec group
- Director of Crédit Mutuel Equity (SA)
- Chairman of La Cave de la Bargemone
- Company officer of direct and indirect subsidiaries of Ortec group
- Manager of SCIs

**Outside
the Group****Outside
France****Listed
company**

✓

✓

✓

✓

✓

Other directorships and offices held during the last five years

- Not applicable

Biography

André Einaudi is the Founding Chairman and CEO of Ortec Group, an international integrator of construction and engineering solutions, with locations on four continents.

An engineer and graduate of the IAE Aix-en-Provence business school, André Einaudi has spent his entire career in business services. He joined a group of service companies in southeastern France in 1980 as a project engineer. He built the company's Service, Organisation and Methods Department from the ground up to meet the needs of its client Total. In 1985, he was named to head the Industrial Agencies Department, managing a team of 300 people.

In 1987, he became Chairman of the Executive Board of an entity bringing together the industrial engineering firm Buzzichelli and the activities Industrial Maintenance and Environment Department, which under his aegis took the name Ortec.

Backed by a team of senior managers, André Einaudi led the leveraged management buy-out of Ortec in 1992. Newly independent, the young firm expanded into the fields of waste management and the decontamination of industrial sites. Through a series of successful acquisitions, André Einaudi has guided Ortec's continuing development with a focus on diversification, with respect to both client sectors and business activities.

Widely recognised as a business leader, André Einaudi created O. Forum in 2000, an annual event for decision makers across industries. Each year, he brings together a panel comprised of participants from various backgrounds, to exchange ideas, share the transformations and challenges that will be faced by industry in the future.

MICHAEL GOLLNER

Independent Director

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

- Member of the Audit Committee

Business address:

Operating Capital Partners
6075 Laurel St
New Orleans, Louisiana USA

Date of first appointment: 12/06/2018**Date term of office ends:** General Meeting to
approve the financial statements for the year ended
31/12/2021**Term of office proposed for renewal for 4 years****Nationality:** American and British**Age:** 63**Appointments****Main positions and appointments currently held**

- Director of Axway Software

✓

✓

- Managing Partner of Operating Capital Partners

✓

Other directorships and offices held during the last five years

- Executive Chairman of Madison Sports Group

✓

- Director of Levelset

✓

Biography

Michael Gollner is an experienced entrepreneur, investor and member of several boards of directors. His expertise spans the media and technology sectors and the field of business transformation. Holder of an MA in international studies from the University of Pennsylvania and an MBA from the Wharton School, Michael Gollner began his career in investment banking at Marine Midland Bank from 1985 to 1987, Goldman Sachs from 1989 to 1994 and Lehman Brothers from 1994 to 1999.

With a passion for technology and media – sectors little understood by the market at the time – in 1999 he joined Citigroup Venture Capital (which later became Court Square Capital) as its Managing Director, Europe.

He founded investment firm Operating Capital Partners in London in 2008. As Managing Partner, Michael Gollner supports the development of a portfolio of companies in around 20 countries, mostly in the technology, media and cable sectors. On a day-to-day basis, he handles issues relating to data processing and business model transformation.

Michael Gollner founded Madison Sports Group in 2013 and served as its Executive Chairman. He was also the founding shareholder of Levelset in 2012 and a Director. Mr. Gollner sold his investments in these two companies in 2021.

Michael Gollner has been a member of the Board of Directors of Axway Software since 2012 and of the Board of Directors of Sopra Steria since 2018, where he brings the perspective of a business financing specialist from the English-speaking world who is closely involved in the operational aspects of the companies he manages or supports.

NOËLLE LENOIR
 Independent Director

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


- Member of the Nomination, Governance, Ethics and Corporate Responsibility Committee

Business address:
 Noëlle Lenoir Avocats
 28 boulevard Raspail – 75007 Paris – France

Nationality: French

Age: 73

Date of first appointment: 9/6/2020

Date term of office ends: General Meeting to approve the financial statements for the year ended 31/12/2021

Term of office proposed for renewal for 4 years

Appointments
Main positions and appointments currently held

- Attorney-at-law, Noëlle Lenoir Avocats
- Vice-Chairwoman of the International Chamber of Commerce (French delegation)
- Chairwoman of the Legal Commission of "Grand Paris/Ile de France"
- Member of the Académie Française des Technologies
- Director of Cluster Maritime de France
- Director of HEC

**Outside
the Group**
**Outside
France**
**Listed
company**
Other directorships and offices held during the last five years

- Director of Valéo and Compagnie des Alpes
- Chairwoman of the Science and Ethics Committee of Parcoursup
- Chairwoman of the Ethics Committee of Radio-France

✓

✓

Biography

Noëlle Lenoir is a lawyer, former judge and politician, with expertise in ethics, professional conduct and European affairs.

A graduate of the Institut d'Études Politiques de Paris, she earned her law degree from the Université de Paris and began her career at the French Senate in 1972, as an administrator on the Law Committee, then joined the CNIL in 1982, the French Data Protection Authority, as the Chief Legal Officer. Noëlle Lenoir joined the Conseil d'État (France's highest administrative court) in 1984 as a *maître de requêtes* (master of petitions) where she carried out the roles of Government Commissioner (now known as Public Rapporteur). She then became head of the French Minister of Justice's office, before being appointed by the Prime Minister to carry out an investigation into bioethics law. Her report was used as the basis for drawing up the first law on bioethics in France.

The first woman and the youngest person ever to be appointed to France's Constitutional Council (1992 to 2001), she also chaired UNESCO's International Bioethics Committee from 1991 to 1998 and was Chairwoman of the European Bioethics Group on Science and New Technology at the European Commission (1994 to 2001).

She later taught law at Columbia University in New York and University College London, before returning to France in 2002 when she was appointed Minister for European Affairs. In this position, she notably took part in negotiations with accession countries in Central and Western Europe to prepare their integration into the European Union and was tasked with monitoring the drafting of the constitutional treaty.

Currently practising as a lawyer at the Paris bar, in 2020, after working for US law firms, she set up her own firm (specialising in digital and data protection law, internal and international investigations, compliance and anti-corruption, European law, public and constitutional law, criminal law and arbitration). She also served as Chief Ethics Officer of France's National Assembly from 2012 to 2014, reviewing statements of interest submitted by members and drafting initial recommendations based on the members' code of conduct.

Since then, she has chaired the Ethics Committee at Radio France and the Science and Ethics Committee for the Parcoursup platform, further expanding her expertise relating to social issues.

Noëlle Lenoir has contributed many articles to law journals and is the author of several books and numerous reports. She has hosted programmes and moderated debates notably on BFM Business and France 24, and has been a columnist for France Culture and a regular columnist and contributor to L'Express and La Tribune. She has taught at a range of prestigious schools and universities. She is Chairman of the "Cercle des Européens", a forum for decision-makers to engage in dialogue with European leaders.

Noëlle Lenoir is also the Vice-Chairwoman of ICC France and the Chairwoman of the Legal Commission of "Grand Paris/Ile de France", responsible for formulating proposals on the region's appeal as a legal centre, a member of the French Academy of Technologies and a HEC Business School Director. She also chairs the Law and Public Debate Committee, whose role is to comment on current developments from a legal perspective.

JEAN-LUC PLACET**Independent Director**Number of shares in the Company
owned personally: **100**

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

Business address:
PwC – 63, rue de Villiers
92208 Neuilly-sur-Seine – France

Nationality: French**Age:** 69**Date of first appointment:** 19/06/2012**Date term of office ends:** General Meeting to approve the financial statements for the year ended 31/12/2021**Term of office proposed for renewal for 2 years**

Main positions and appointments currently held	Appointments		
	Outside the Group	Outside France	Listed company
■ Partner at PwC	✓		
■ Chairman of IDRH SA	✓		
Other directorships and offices held during the last five years			
■ Member of the Conseil Économique, Social et Environnemental			
■ Chairman of Fédération Syntec			
■ Member of the Statutory Committee of MEDEF			
■ Chairman of EPIDE			

Biography

Jean-Luc Placet has spent much of his career as a management, organisation and human resources consultant for large organisations.

After graduating from the ESSEC business school, he began his career at Saint-Gobain's marketing department before joining the marketing department of monthly business magazine L'Expansion. He joined consulting firm IDRH in 1981 and became its Chairman and CEO in 1992. Ever since then, he has overseen IDRH's expansion at the same time as being heavily involved in employers' organisations (MEDEF and Syntec Informatique) as well as France's Economic, Social and Environmental Council.

IDRH joined PwC in 2016, retaining Jean-Luc Placet as its Chairman. He is also a PwC partner.

In his role as Chairman and CEO of IDRH, Jean-Luc Placet has supported numerous ministries and French multinationals, defending the art of harnessing the power of people to transform organisations. By putting employee commitment at the heart of the corporate plan, he helps fuel Sopra Steria Group's strategic thinking in this area. Compensation and governance have also been key areas of focus during his career.

His elected duties on various Syntec bodies, including chairing Fédération Syntec (2011-2014) and European federation Feaco (2007-2012), give him a broad overview of the social challenges posed by business transformation at the international level. He has also contributed to the work of France's Economic, Social and Environmental Council on labour relations and new forms of management.

As a member of the Executive Committee and subsequently the Statutory Committee of MEDEF, Jean-Luc Placet also gained further expertise in the governance and operation of executive bodies. He draws on the full range of this expertise in his role as Chairman of Sopra Steria Group's Compensation Committee.

SYLVIE RÉMOND
 Independent Director

 Number of shares in the Company
 owned personally: **152**


- Member of the Compensation Committee

Business address:
 Sopra Steria Group
 6 avenue Kléber
 75116 Paris – France

Date of first appointment: 17/03/2015

Date term of office ends: General Meeting to
 approve the financial statements for the year ended
 31/12/2022

Nationality: French

Age: 58

Appointments
Main positions and appointments currently held

- Director of Boursorama (Société Générale Group)
- Director of Sogecap (Société Générale Group)

**Outside
the Group**

**Outside
France**

**Listed
company**

✓

✓

Other directorships and offices held during the last five years

- Group Chief Risk Officer, Société Générale Group
- Director of SGBT, Luxembourg (Société Générale group)
- Director of Rosbank, Russia (Société Générale group)
- Director of KB Financial Group, Czech Republic (Société Générale group)
- Director of ALD SA, France (subsidiary of the Société Générale group)

✓

✓

✓

✓

✓

✓

✓

✓

✓

✓

Biography

Sylvie Rémond has over 35 years' experience in customer relations, structured finance and risk management, acquired during her time with the Société Générale group, which she left in July 2021. She sat on the group's Executive Committee from 2011 and served as Group Chief Risk Officer from 2018.

After graduating from the ESC Rouen business school, Sylvie Rémond joined Société Générale in 1985. She held a number of positions in the Individual Client division, where she gained an understanding of retail banking, and subsequently the Large Corporate division, where she developed a flair for customer relations, with a heavily international focus.

She joined the Structured Finance Department in 1992, where she helped numerous businesses fulfil their strategic plans by structuring acquisition finance and leveraged deals.

In 2000, Sylvie Rémond was appointed Head of Corporate and Acquisition Finance Syndication, a role in which she developed her knowledge of international financial and debt markets.

In 2004, she was appointed Head of Credit Risk for the Corporate and Investment Banking business. Supported by a large team of experts, she was involved in signing off all financing deals where the bank was lead arranger. After being appointed Deputy Group Chief Risk Officer in 2010, she was notably responsible for managing the impact of the financial crisis on the bank's lending book.

In 2015, she moved back to the commercial side of the business as Global Co-Head of Coverage and Investment Banking, overseeing a broad range of activities from financing to equity.

Sylvie Rémond was appointed Group Chief Risk Officer in 2018. She managed all of the group's credit, market and operational risks so that senior management can focus on transforming the bank in a way that is both profitable and resilient, in response to the challenges posed by increasingly strict regulations.

She has also served on the risk and audit committees of a number of French and foreign subsidiaries of Société Générale Group, bolstering her experience of corporate governance in listed and unlisted companies.

MARIE-HÉLÈNE RIGAL-DROGERYS

Independent Director

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

- Chairwoman of the Audit Committee

Business address:

École Normale Supérieure de Lyon
15, parvis René Descartes
BP 7000
69342 Lyon Cedex 07 – France

Nationality: French**Age:** 51**Date of first appointment:** 27/06/2014**Date term of office ends:** General Meeting
to approve the financial statements for the year
ended 31/12/2023

Main positions and appointments currently held	Appointments		
	Outside the Group	Outside France	Listed company
<ul style="list-style-type: none"> ■ Adviser to the President, École Normale Supérieure de Lyon 			
<ul style="list-style-type: none"> ■ Director of Axway Software 	✓		✓
<ul style="list-style-type: none"> ■ Expert member of the Advisory Board, Institut Mines-Télécom (IMT) Albi-Carmaux ■ Member of the Board of Directors of Chapter Zero France 			
Other directorships and offices held during the last five years			
<ul style="list-style-type: none"> ■ Consultant and Partner of Ask Partners 			

Biography

A trained scientist, Marie-Hélène Rigal-Drogerys has a sound understanding of the world of higher education, research and innovation, and of the public sector more generally, which she combines with an operational and executive approach to strategy and organisation.

Marie-Hélène Rigal-Drogerys has a PhD in mathematics and a DEA postgraduate degree in theoretical physics. She began her career as a lecturer and researcher at the University of Montpellier and subsequently at the École Normale Supérieure de Lyon. In 1998, she moved into the world of financial audit. In this field, she worked for key accounts in industry, services and the public sector and faced new and specific challenges. As a Senior Manager with the Mazars Group, she managed the financial audit of Sopra until 2008.

She then moved into consulting, joining Ask-Partners as a Consulting Partner and subsequently serving as Adviser to the President at Ecole Normale Supérieure de Lyon. Whether internally or externally, since 2009 she has been helping businesses and organisations transition to new models within fast-changing ecosystems.

In her role as Chairwoman of Sopra Steria's Audit Committee, Marie-Hélène Rigal-Drogerys strives to integrate the strategic, business and human dimensions, with a constant focus on taking into the account the far-reaching transformation the Group is currently undergoing.

She also draws on these skills as a Director of Axway Software and an expert member of the Board of the IMT Mines Albi-Carmaux engineering and management school. Marie-Hélène Rigal-Drogerys recently joined the Board of Directors of Chapter Zero France, a climate forum for business leaders.

JEAN-FRANÇOIS SAMMARCELLI

Independent Director

Number of shares in the Company
owned personally: **500**

- Member of the Audit Committee
- Member of the Nomination, Governance, Ethics and Corporate Responsibility Committee

Date of first appointment: 15/04/2010**Date term of office ends:** General Meeting to approve the financial statements for the year ended 31/12/2021**Business address:**Sopra Steria Group
6 avenue Kleber – 75116 Paris – France**Nationality:** French**Age:** 71**Appointments****Main positions and appointments currently held**

- Member of the Supervisory Board, NextStage
- Director of Crédit du Nord
- Director of Boursorama

Outside the Group	Outside France	Listed company
✓		✓
✓		
✓		

Other directorships and offices held during the last five years

- Non-Voting Director of Ortec Expansion
- Director of RiverBank, Luxembourg
- Member of the Supervisory Board of Société Générale Marocaine de Banques
- Director of Société Générale Monaco

✓		
✓	✓	
✓	✓	
✓		

Biography

Jean-François Sammarcelli is a graduate of the École Polytechnique and spent his entire career at Société Générale until his retirement in 2015. He held top-tier positions there, giving him in-depth expertise in executive management, finance and control.

In particular, as Director of Real Estate Business from 1995 to 2000, Jean-François Sammarcelli oversaw the policy of restructuring the bank's real estate business during the 1990s real estate crisis. He worked for the investment banking business from 2000 to 2004, first as Chief Operations Officer and subsequently as Chief Financial Officer and then Co-Head of the department responsible for relations with corporate and financial institution key accounts. During this period, he was involved in the global reorganisation of SGCIB after the internet bubble burst.

He then continued his career at Société Générale in the retail bank, where he served as Network Director, France, Deputy CEO and finally Head of Retail Banking, France.

Sopra Steria Group's Board of Directors benefits from Jean-François Sammarcelli's extensive and varied experience in the banking world, which has long been a strategic vertical market for the Group. Furthermore, he has served in executive management roles and as a director in a group recognised as a pioneer in digital transformation and innovation in customer relationships.

Heavily involved in governance at Société Générale and its subsidiaries, as well as at groups where he has served as an independent director, Jean-François Sammarcelli also brings experience of corporate tie-ups.

JESSICA SCALE

Independent Director

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

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

Business address:
Sopra Steria Group
6 avenue Kleber – 75116 Paris – France

Nationality: French and British

Age: 59

Date of first appointment: 22/06/2016
Date term of office ends: General Meeting to approve the financial statements for the year ended 31/12/2022

Main positions and appointments currently held	Appointments		
	Outside the Group	Outside France	Listed company
<ul style="list-style-type: none"> ■ Chairwoman of digitfit 	✓		
<ul style="list-style-type: none"> ■ Independent consultant specialising in the challenges posed by the digital transformation 			
Other directorships and offices held during the last five years			
<ul style="list-style-type: none"> ■ Not applicable 			

Biography

Jessica Scale founded digitfit, a hub that provides strategy consulting for senior executives, in 2014. She helps companies grow by taking advantage of the opportunities offered by the digital, social and environmental transitions.

A graduate of Sciences Po Paris and holder of a PhD in political science, she has taught strategy at Sciences Po Paris since 1990.

Jessica Scale began her career in strategy consulting (at Bossard and PwC) working for key account clients in a wide range of industry sectors.

In 2002, she moved into the tech sector, where she worked for major players, first as Transformation Director at IBM Global Services and then as Vice-President of Sales and Marketing at Unisys Europe, which she joined in 2005. She took on further international responsibilities in 2008, when she became Director of Global Outsourcing at Logica-CGI, where she was later appointed Global Client Director. As Director, France at Logica-CGI from 2010 to 2013, she also gained in-depth experience of issues connected with governance, ethics and labour relations.

Jessica Scale has written numerous articles and books, including in particular *Bleu Blanc Pub: Trente Ans de Communication Gouvernementale en France*, which remains a landmark work for anyone seeking to understand major public communication campaigns.

She has long been involved in international entrepreneurship networks, with a particular focus on promoting women in business, and is keenly interested in the issue of the raison d'être of companies.

Jessica Scale's multicultural and operational experience dealing with digital, strategic and social issues at the international level enriches strategic thinking on Sopra Steria Group's Board of Directors.

ASTRID ANCIAUX

Director representing employee shareholders

Number of shares in the Company owned personally: **1,812****Business address:**

Sopra Steria Benelux
Le Triomphe
Avenue Arnaud Fraiteur 15/23
1050 Brussels – Belgium

Date of first appointment: 27/06/2014**Date term of office ends:** General Meeting to approve the financial statements for the financial year ended 31/12/2024**Nationality:** Belgian**Age:** 56**Appointments****Main positions and appointments currently held**

- Chief Finance Officer of Sopra Steria Benelux
- Company officer of direct and indirect subsidiaries of Sopra Steria Group
- Chairwoman of the Supervisory Board of the Groupe Steriactions company mutual fund (FCPE)
- Member of the Supervisory Board of the Sopra Steria Actions company mutual fund (FCPE)

Outside the Group**Outside France****Listed company****Other directorships and offices held during the last five years**

- Director of Sopra Steria Group
- Director of Soderi

Biography

As Chief Financial Officer of Sopra Steria Benelux, Astrid Anciaux works across Belgium, the Netherlands and Luxembourg. She has been with the Group for over 30 years. She became a member of the Board of Directors when Sopra and Groupe Steria completed their tie-up in 2014 (term of office ended at the close of the 2020 General Meeting).

Astrid Anciaux is a graduate of the EPHEC business school in Brussels. In 2017, she also gained the Director qualification issued by Sciences-Po and the IFA.

After gaining experience with an accounting firm, she joined the finance department at Steriabel, Steria's first Belgian subsidiary, in 1987. Over the years, she has played a part in the financial aspects of the business's growth as well as its functional and cultural integration into the Group.

Since 2014, as well as serving as Chief Financial Officer, Astrid Anciaux has also been responsible for central support functions serving Belgium, Luxembourg and the Netherlands. She serves as a company officer for a number of subsidiaries of Sopra Steria Group.

Astrid Anciaux has extensive experience in employee share ownership.

A former director of Soderi, Chairwoman of the Supervisory Board of the Groupe Steriactions company mutual fund (FCPE) and member of the Supervisory Board of the Sopra Steria Actions FCPE, she also deals on a day-to-day basis with the question of how to motivate and attract talent – a key priority for the Group.

She also brings to the Group's Board of Directors her vast experience in the field, gained both as a senior executive and as a management representative within employee representative bodies (in Belgium and Luxembourg).

HÉLÈNE BADOSA

Director representing the employees

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

- Member of the Compensation Committee

Business address:

Sopra Steria Group
6 Avenue Kleber
75116 Paris – France

Nationality: French**Age:** 63**Date of first appointment:** Works Council meetings on 27-28/09/2018**Date term of office began:** 23/09/2020**Date term of office ends:** General Meeting to approve the financial statements for the year ended 31/12/2023

Main positions and appointments currently held	Appointments		
	Outside the Group	Outside France	Listed company
<ul style="list-style-type: none"> ■ Lead Engineer 			
<ul style="list-style-type: none"> ■ Member of the Board of Directors of the Traid-Union trade union 	✓		
<ul style="list-style-type: none"> ■ Manager of SCIs (Property Investment Companies) 	✓		
Other directorships and offices held during the last five years			
<ul style="list-style-type: none"> ■ Member of the Regional Economic Commission - SSG Auvergne-Rhône-Alpes 			
<ul style="list-style-type: none"> ■ SSG - Lyon's employee representative affiliated with the Traid Union trade union 			
<ul style="list-style-type: none"> ■ Union representative with the Lyon and Aix-en-Provence CHSCT (Health, safety and working conditions commission) 			

Biography

Hélène Badosa has worked at Sopra Steria Group for over 20 years. Alongside her professional role, she has also long experience of employee representative bodies.

With a master's degree in information systems, Hélène Badosa began her career running a department at EDS's data processing centre and went on to become a SAP ERP consultant.

She joined Sopra Steria Group in 2001, heading up numerous engineering projects in France and abroad. She is currently a testing specialist for one of Sopra Steria's key account clients. Thanks to her experience in a broad range of roles, she has in-depth knowledge of issues in the field and the technological environment.

Keen to ensure that employees' voices are heard amid the digital business transformation, Hélène Badosa has also held various corporate offices over the course of her career. As employee representative at EDS and subsequently Sopra Steria, trade union representative on the Lyon and Aix-en-Provence Health, Safety and Working Conditions Committees, member of the Auvergne-Rhône-Alpes Regional Economic Committee and member of the Board of Directors of Traid-Union, she is resolutely committed to employee representation. In particular, the tie-up between Sopra and Steria involved significant work with employees to ensure that the two companies' cultures merged successfully.

Hélène Badosa joined Sopra Steria's Board of Directors in 2018 as Director representing the employees. She brings her vision as an employee with a keen eye for synergies between the company's and employees' development.

DAVID ELMALEM

Director representing the employees

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

Business address:
Sopra Steria Group
37 Chemin des Ramassiers
31770 Colomiers – France

Date of first appointment: 23/09/2020
Date term of office began: 23/09/2020
Date term of office ends: General Meeting to approve the financial statements for the financial year ended 31/12/2023

Nationality: French

Age: 39

Appointments**Main positions and appointments currently held**

- Project leader

Other directorships and offices held during the last five years

- Not applicable

Biography

David Elmalem joined Sopra Steria Group in 2008.

He successively served in testing, business analysis and project management roles as an integrator for complex air traffic control systems.

David Elmalem holds an engineering degree from the ENAC civil aviation academy, and has a passion for aeronautics and new technologies.

With a constant focus on putting the Group's strategy into action, he has built up a dual set of business line and IT expertise that makes him highly attuned to the needs of aeronautics clients, helping them make their digital transformation a success. As an example, he took part in the SESAR (Single European Sky ATM Research) programme to modernise Europe's air traffic management systems, coordinating input from major players in this field, including a number of Sopra Steria clients (such as Airbus, Thales and Eurocontrol).

A true believer in putting people first, he takes a proactive role in the professional development of his team and his colleagues, leads a community of aeronautics enthusiasts within his business unit, and is an impassioned advocate of digital services professions for engineering students.

Elmalem joined Sopra Steria's Board of Directors in 2020 as a Director representing the employees.

He serves as a link between the employees and the Board of Directors, ensuring their voices are heard amidst an unprecedented economic and social situation.

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/her duties and responsibilities;
- any family 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 of 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 agreements.

1.3. Preparation and organisation of the work of the Board of Directors

1.3.1. REGULATORY FRAMEWORK GOVERNING THE BOARD OF DIRECTORS, ITS ORGANISATION AND ITS WORKING PROCEDURES

The organisation and working procedures of the Board of Directors are governed by law, the Company's Articles of Association and the Board's own internal rules.

a. Legal provisions

Articles L. 225-17 et seq. and L. 22-10-2 et seq. of the French Commercial Code govern the working procedures of the Board of Directors.

The principal mission of the Board of Directors is to determine the strategic directions to be followed by the Company and to oversee their implementation.

b. Provisions in the Articles of Association

The rules governing the organisation and procedures of the Board of Directors are set forth in Articles 14 to 18 of the Articles of Association. The Articles of Association are available on the Group's website (*Investors* section).

c. Internal rules and regulations of the Board of Directors

The internal rules and regulations of the Board of Directors were last amended on 22 October 2020. The purpose of the revision was to adapt it to the requirements of the PACTE Law, those of the Law simplifying company law and the latest changes to the AFEP-MEDEF corporate governance code, as well as the decisions made by the General Meeting of the Shareholders.

The internal rules and regulations define the roles of the Board of Directors, its Chairman and the Chief Executive Officer, and specify the conditions for the exercise of their prerogatives. They also provide that prior approval by the Board of Directors is required for certain decisions "that are highly strategic in nature or that are likely to have a significant impact on the financial position or

commitments of the Company or any of its subsidiaries". The internal rules and regulations are available on the Group's website (*Investors* section).

They also set out the purpose, composition and main provisions applicable to the three standing committees tasked with preparing certain matters for the Board of Directors:

- the Audit Committee;
- the Nomination, Governance, Ethics and Corporate Responsibility Committee;
- the Compensation Committee.

The internal rules and regulations allow for the possibility that these committees, in performing their respective duties and after having informed the Chairman, may:

- hear matters brought to them by the Group's senior managers;
- call upon the services of outside experts at the Group's expense.

They also provide that the Board of Directors may create one or more "ad hoc" committees.

The internal rules and regulations also address the following issues: summary of powers under applicable law and the Articles of Association, meetings, information received by the Board of Directors, training of members, evaluation of the Board, travel expenses, confidentiality, Non-Voting Directors, Works Council representatives, and discretionary and other ethical obligations, in particular regarding conflicts of interest, related-party agreements or stock exchange transactions. A procedure for assessing routine agreements has been added as an appendix. Each of the permanent Board Committees has adopted its own charter approved by the Board of Directors setting forth how it should operate. The selection procedure is appended to the Nomination, Governance, Ethics and Corporate Responsibility Committee's Charter.

1.3.2. MEETINGS OF THE BOARD OF DIRECTORS

a. Number of meetings held during the financial year

The annual work schedule, which is drawn up for the financial year, may be changed where justified by special events or deals. The Board of Directors met seven times in 2021, including one meeting not on the annual schedule held to discuss external growth projects.

b. Directors' attendance

Financial year 2021	Board of Directors	Audit Committee	Nomination, Governance, Ethics and Corporate Responsibility Committee	Compensation Committee
Number of meetings	7	7	7	4
Attendance rate	99%	96%	100%	100%

The Board of Directors' attendance rate in 2021 was 99%, with only one absence.

All members of the Board of Directors agree to devote the time and attention necessary to fulfil their duties. Directors are required to be present at every meeting of the Board of Directors as well as those of its committees on which they serve, unless they are unable to attend due to an emergency situation or other legitimate reason.

All Board members also agree to resign from their positions should they feel they are no longer able to fully assume their responsibilities. They must inform the Chairman of the Board of Directors of any change in their professional situation that might affect their availability.

In accordance with the policy approved by shareholders at the General Meeting, this compensation is allotted in full based on actual attendance at meetings of the Board of Directors and its committees.

c. Items of business

The Board of Directors was kept regularly informed of the activities of the three permanent committees through reports by their respective Chairmen on the work performed between each meeting of the Board of Directors.

The main items of business in 2021 were:

- Strategy and investment:
 - the Group's strategy,
 - various external growth and investment transactions;
- Accounting and financial information:
 - approval of the financial statements for the year ended 31 December 2020,
 - approval of the interim financial statements for the first half of 2021,
 - 2021 budget,
 - quarterly performance,
 - review of draft financial communications,
 - approval of management forecasts and corresponding reports,
 - review of the Audit Committee's work and recommendations (in particular those concerning the financial statements and the finance policy, internal control and risks, external audit);
- Corporate governance:
 - review of the recommendations of the Compensation Committee, in particular those relating to the compensation policy for company officers and the financial and non-financial criteria used for the variable portion of the Chief Executive Officer's compensation,
 - review of the work and recommendations of the Nomination, Governance, Ethics and Corporate Responsibility Committee, and in particular those concerning:
 - the composition of the Board of Directors and its Committees (selection and appointment of new Directors, decisions on reappointing Directors whose term of office is expiring, composition of the committees, participation of Directors representing employees on specialist Board committees),
 - qualification of Independent Directors,
 - operation of the Board of Directors,
 - the company policy on workplace and pay equality and the targets for bringing more women into senior management positions,
 - the notice of, and the preparations and participation arrangements for the Combined General Meeting on 26 May 2021,
 - the 2021 long-term incentive (LTI) plan;
- Control and prior authorisations:
 - monitoring of routine agreements,
 - continuation of previously authorised agreements,
 - authorisation to guarantee commitments by subsidiaries controlled by the Group.

1.3.3. COMMITTEES OF THE BOARD OF DIRECTORS

a. The Audit Committee

The composition and functioning of the Audit Committee are governed by the Board of Directors' internal rules and regulations and by a charter that is reviewed at regular intervals by the Committee and was approved by the Board of Directors on 28 July 2021.

Its current members are:

- Marie-Hélène Rigal-Drogerys, Chairwoman (Independent Director);
- Michael Gollner (Independent Director);
- Éric Pasquier;
- Jean-François Sammarcelli (Independent Director).

This composition provides the blend of financial and accounting expertise and knowledge of the business and its business lines that are necessary for the Committee's work. Three of the four members have spent all or part of their career in investment banking, lending, including as chief financial officer or as a Statutory Auditor and have developed expertise in finance and risk management. The individual skills of each member of the Committee are set out in Section 1.2.4 "Skills required for the Board of Directors" of this Chapter, pages 36 to 37. Their professional experience is summarised in Section 1.2.8 of this Chapter, "Detailed presentation of the members of the Board of Directors", pages 40 to 54.

The Committee meets seven times a year on average and in any event no fewer than four times a year. They generally break down as follows:

- three meetings to review the interim and annual financial statements, respectively;
- three meetings to monitor internal control and risk management systems and review internal audit;
- one meeting to review external audit.

Without prejudice to the expertise of the Board of Directors, the Audit Committee elucidates decisions through its work and recommendation and approves the provision of services other than the certification of the accounts. In the performance of its duties, the Committee may:

- receive any internal documentation necessary for its purposes;
- hear any person affiliated with or external to the Company;
- where applicable, commission independent experts to assist it at the Company's expense;
- expedite an internal audit with the consent of the Chairman of the Board of Directors.

The Audit Committee Charter gives a precise definition of the Committee's remit and explicitly states the principal matters excluded from that remit. The Committee's main responsibilities cover:

- internal control and risk management (reviewing general and specific risk mapping, and monitoring information security in particular);
- preparation of the accounting and financial information;
- critically examining management decisions and assessments relating to the Company's financial statements, performance analyses and interim reports before they are submitted to the Board for approval and, where applicable, making recommendations to ensure their integrity;
- financial policy;
- internal audit;
- the Statutory Auditors;
- any one-off assignments and areas for attention identified by the Board.

The Committee met seven times in 2021, with only one absence recorded. All members were present at the two meetings preceding the review of the financial statements by the Board of Directors. The Statutory Auditors, the Chief Financial Officer and his deputy, the Director of Internal Audit and the Director of Internal Control are invited to and attend all meetings as a matter of course.

Its meeting on the annual financial statements is held at least twenty-four hours before that of the Board of Directors. Prior to that, two preparatory sessions are held to address issues of methodology or specific points on the preparation and presentation of the financial statements as well as risk exposure, including social and environmental risks.

The main items of business in 2021, dealt with either at the Company's initiative or at the request of the Committee, were as follows:

- with regard to monitoring the procedure for preparing accounting and financial information and financial policy:
 - review of cash-generating units and asset impairment testing for 2020,
 - approval of the financial statements for the year ended 31 December 2020,
 - monitoring of the accounting and financial consequences of the public health crisis,
 - recognition in the Company's accounts of the consequences of the cyberattack,
 - presentation by the Statutory Auditors of the results of the statutory audit, interim reviews and the accounting options adopted,
 - review of the 2021 interim financial statements,
 - the Group's credit lines (amount of guaranteed credit lines, maturity, monitoring of covenants),
 - off-balance sheet commitments and guarantees given under the delegated authority of the Board of Directors,
 - organisation, priorities and specific projects for the Finance department in 2021 and 2022,
 - priorities and procedures in relation to the green taxonomy,
 - objectives and terms of investor relationships;
- with regard to knowledge of the business, monitoring the effectiveness of internal control and risk management procedures:
 - with regard to the Internal Control Department:
 - review of the organisation and work by the department in charge of internal control and risk management,
 - three risk mapping exercises (overall exercise, mapping of the risk of corruption and influence peddling and mapping of risk relating to CSR risks – duty of vigilance),
 - review of the presentation of risk exposure, including social and environmental risks, for the draft 2020 Universal Registration Document,
 - further detailed work on the presentation of the Company's risk management policy,
 - an update on insurance cover,
 - an update on the rollout of Group rules;
 - significant changes in the Company's legal environment,
 - with regard to the Internal Audit Department:
 - organisation of the internal audit function and the work programme for 2021,
 - findings of internal audit reports,
 - the "audit universe" (terminology used for the Group's key processes),
 - checks on the exhaustiveness of the internal audit function's coverage of the Group,
 - follow-up on implementation of recommendations from internal and external audit assignments,
 - update of the internal audit charter,

- with regard to knowledge of the business:
 - presentation of the Infrastructure & Cloud Services business,
 - Presentation of cyber risks and steps taken to manage them (two separate meetings),
- with regard to the management of the statutory audit of the financial statements:
 - statutory audit engagement (scope, work schedule, fees for the past year, budget),
 - the independence of the Statutory Auditors,
 - prior authorisation for services other than the certification of the accounts,
- with regard to the Committee's own organisation and activities:
 - overview of the Audit Committee's activities in 2020,
 - key priorities for 2021,
 - the annual work schedule,
 - review of the Committee's operating charter,
 - committee self-assessment.

The Independent Directors sitting on the Committee heard the Statutory Auditors, with no members of management in attendance. The same was true of the Director of Internal Audit.

Minutes are prepared after every meeting and are then approved at the beginning of the following meeting.

When requests by the Audit Committee cannot be satisfied immediately, they are subject to a formal follow-up procedure in order to ensure that they are addressed in full at the meetings scheduled throughout the year. Thirteen specific requests were formulated using this approach in 2021 and were, or will be, added to the meeting agendas established on the basis of the Committee's annual work plan.

b. The Nomination, Governance, Ethics and Corporate Responsibility Committee

The Board's internal rules and regulations and an operating charter govern the composition and functioning of the Nomination, Governance, Ethics and Corporate Responsibility Committee. The operating charter has been reviewed at regular intervals by the Committee and was approved by the Board of Directors on 25 February 2021. Its current members are:

- Kathleen Clark Bracco, permanent representative of Sopra GMT – Chairwoman;
- Éric Hayat;
- Noëlle Lenoir (Independent Director);
- Pierre Pasquier;
- Jean-Luc Placet (Independent Director);
- Jean-François Sammarcelli (Independent Director);
- Jessica Scale (Independent Director).

The Chairman of the Board of Directors sits on the Nomination, Governance, Ethics and Corporate Responsibility Committee. The Committee hears the Chief Executive Officer on the items of business as necessary.

The Committee has no decision-making powers of its own, but rather submits its findings and recommendations to the Board of Directors in support of the Board's decisions. In the performance of its duties, the Committee may:

- receive any internal documentation necessary for its purposes;
- hear any person affiliated with or external to the Company;
- where applicable, retain the services of independent experts at the Company's expense to assist it.

The Committee's main responsibilities are as follows:

- nominations and governance:
 - selecting and preparing appointments of members of the Board of Directors and executive company officers,
 - proposing and managing changes it deems beneficial or necessary to the procedures or composition of the Board of Directors,
 - carrying out the annual review of the succession plan for unforeseen departures by the Chairman of the Board of Directors and the Chief Executive Officer,
 - evaluating the Board of Directors and the effectiveness of corporate governance,
 - verifying that good governance rules are applied at the Company and its subsidiaries,
 - assessing whether Board members may be deemed independent in view of deliberations by the Board of Directors on this subject;
- business ethics and corporate responsibility:
 - verifying that the Group's values are observed, defended and promoted by its company officers, executives and employees,
 - checking that there are rules of conduct which address competition and ethics,
 - ensuring that the anti-corruption framework operates effectively and that the Company's Code of Conduct, training, whistleblowing framework and disciplinary system as provided for in French Law No. 2016-1691 of 9 December 2016 on transparency, the fight against corruption and modernisation of business life are all fit for purpose,
 - assessing Company policy on sustainable development and corporate responsibility and its alignment with the Sopra Steria Group's commitments to human rights, international labour standards, the environment and the fight against anti-corruption,
 - ensuring that the Company has implemented an anti-discrimination and diversity policy:
 - preparing for the Board of Directors' annual review of the Company's policy on workplace and pay equality,
 - reviewing Executive Management's proposed objectives, action plan and arrangements for increasing the proportion of women in senior management positions and tracking progress.

The Committee met seven times in 2021, with an attendance rate of 100%. Items of business included:

- concerning appointments and governance:
 - members of the Board of Directors (see Section 1.2.2 "Selection process" of this Chapter, page 35),
 - the search for new Directors,
 - composition of the committees and in particular the participation of Directors representing employees on specialist Board committees,
 - organisation and effectiveness of the Group's governance and annual review of the plan for unforeseen departures by the Chairman of the Board of Directors and the Chief Executive Officers,
 - procedures governing participation in the General Meeting,
 - verification of Company compliance with the AFEP-MEDEF Code,
 - qualification of Independent Directors;

- concerning ethics and corporate responsibility:
 - the Company's policy on workplace and pay equality, and the diversity policy,
 - action plan and results as regards the proportion of women in senior management positions,
 - review of the draft Universal Registration Document for 2020.

Minutes are prepared after every meeting and are then approved at the beginning of the following meeting.

c. The Compensation Committee

The composition and functioning of the Compensation Committee are governed by the Board's internal rules and regulations and by a charter that is reviewed at regular intervals by the Committee and was approved by the Board of Directors on 25 February 2021. Its current members are:

- Jean-Luc Placet, Chairman (Independent Director);
- H  l  ne Badosa (Director representing the employees);
- Kathleen Clark Bracco, permanent representative of Sopra GMT;
-   ric Hayat;
- Sylvie R  mond (Independent Director);
- Jessica Scale (Independent Director).

The Committee has no decision-making powers of its own, but rather submits its findings and recommendations to the Board of Directors in support of the Board's decisions.

In the performance of its duties, the Committee may:

- receive any internal documentation necessary for its purposes;
- hear any person affiliated with or external to the Company;
- where applicable, retain the services of independent experts at the Company's expense to assist it.

The Committee's main responsibilities are as follows:

- recommend to the Board of Directors compensation policies applicable to company officers;
- verifying the application of rules determined for the calculation of variable components of compensation;
- where applicable, offering recommendations to Executive Management on the compensation of the company's principal executives;
- obtaining an understanding of pay policy and ensuring that this policy is in line with the Company's interests and enables it to reach its objectives;
- preparing decisions related to employee share ownership and employee savings plans;
- preparing the policy for awarding performance shares;
- verifying the quality of the information communicated to shareholders concerning compensation, benefits in kind, and options received by executive company officers, and compensation in accordance with Article L. 225-45 of the French Commercial Code.

The Committee hears the executive company officers at the start of its meetings for general information and on each item of business as necessary.

Minutes are prepared after every meeting and are then approved at the beginning of the following meeting.

The Committee met four times in 2021, with an attendance rate of 100%. Items of business included:

- compensation policy of the Chairman of the Board of Directors;
- compensation policy for the Chief Executive Officer;
- the recommendations to the Board of Directors concerning compensation paid to the Chairman of the Board and the Chief Executive Officer in respect of financial year 2021;
- compensation policy for members of the Board of Directors;
- review of plans to give managers and employees a stake in the Group's capital;
- the review of the draft Registration Document for 2020 and in particular the draft report on corporate governance;
- apportionment of compensation referred to in Article L. 225-45 of the French Commercial Code in respect of the previous financial year;
- conclusions and recommendations set out by market bodies (Autorité des Marchés Financiers, Haut Comité de Gouvernement d'Entreprise, Institut Français des Administrateurs).

1.3.4. ORGANISATION AND ASSESSMENT OF THE BOARD OF DIRECTORS

a. Access to information for members of the Board of Directors

Dissemination of information – preparatory materials

Article 4 of the internal rules and regulations states:

- “each member of the Board shall receive all information required in the performance of his/her mission and is authorised to request any documents deemed pertinent;
- in advance of each meeting of the Board, a set of preparatory materials shall be addressed to members presenting the items on the agenda requiring special analysis and preliminary reflection, provided that confidentiality guidelines allow the communication of this information;
- the members of the Board shall also receive, in the intervals between meetings, all pertinent and critical information concerning events or operations that are significant for the Company. This information shall include copies of all press releases disseminated by the Company”.

The members of the Board of Directors receive a monthly summary report on Sopra Steria Group's share performance. This report describes and analyses developments in the share price and trading volumes. It puts this information into perspective by highlighting the main trends in macroeconomic and financial market data as well as comparisons with the largest companies in the industry.

Board members receive all press releases intended for investors and are invited to the presentations of the Company's full-year and half-year results.

They are also invited to the beginning-of-the-year meeting held for Group management and receive certain internal publications.

Dedicated electronic platform for Directors

An electronic platform, based on Axway Software's Syncplicity solution, is used to provide secure access to documentation on all types of devices: computers, tablets and smartphones. Members of the Board of Directors can view or download items made available for them or upload their own items for sharing or storage within this environment. This platform was set up following the findings of the formal assessment of the Board of Directors undertaken in 2016. Its installation was made possible by the availability of a high-performance cloud solution offering a sufficiently robust guarantee that access to stored data – even by technical staff – would be strictly controlled.

Additional information at meetings

The Chief Executive Officer and the Chief Financial Officer are invited to Board meetings, subject to certain exceptions. Thanks to their participation, additional information that may be useful to discussions is made available. They do not take part in the consideration of matters that involve the Chief Executive Officer.

Depending on the items of business before a given Board meeting, other operational managers or outside consultants may be invited to attend. This is the case, in particular, for strategic presentations and discussions of external growth transactions.

The Audit Committee requests such contributions several times a year and includes them in its annual work schedule.

Training

Article 5 of the internal rules and regulations states: “Any member of the Board may, on the occasion of his/her appointment or at any point during his/her term in office, engage in training he/she feels is necessary for the performance of his/her duties”.

Following the appointment of the Directors representing the employees, a specific training plan is implemented to orientate new Directors. The Board of Directors approves the content and format of this orientation training after consultation with the individuals concerned and with the Nomination, Governance, Ethics and Corporate Responsibility Committee.

In 2021, three Directors received training either on taking up office or further into their terms of office. This training was delivered by the Company or outside bodies, depending on Directors' wishes and targets.

All Chairmen of Board Committees are members of the IFA (French Institute of Directors), as is the Secretary of the Board of Directors.

b. Preventing conflicts of interest

Duty of disclosure and abstention

Directors are required to notify the Board of any conflict of interest, whether actual or potential, and must refrain from taking part in associated discussions or voting on associated decisions.

Monitoring of related-party agreements

Law, the Company's Articles of Association and the Board's own internal rules govern monitoring of related-party agreements. Proposed new agreements are reviewed prior to being signed. In addition, at the beginning of each financial year the Board of Directors reviews the purpose and application of agreements that will remain in effect. It checks whether they still meet the criteria on which their initial approval was based.

No new agreements were authorised during financial year 2021.

Nature	Framework agreement for assistance with Sopra GMT	Éric Hayat Conseil
Subject	Advisory and assistance services in the areas of strategy, finance and control	Business development advisory and assistance services to Executive Management (strategic operations)
Detailed description	\$1.1.5	\$1.1.7
Income (financial year ended)	€163 thousand	€0 thousand
Expense (financial year ended)	€1,324 thousand	€198 thousand
Relevant Members of the Board of Directors	Pierre Pasquier, Éric Pasquier, Kathleen Clark Bracco	Éric Hayat
Agreement already approved at a General Meeting	Yes	Yes

Monitoring of routine agreements entered into at arm's length

The Board of Directors regularly assesses whether agreements pertaining to routine transactions entered into at arm's length meet the necessary criteria.

The procedure adopted by the Board calls for the following in particular:

- arrangements for identifying agreements subject to prior review by the Board of Directors;
- the assessment by the Board of Directors of agreements that have not been subject to such controls – any persons directly or indirectly affected by such an agreement may not take part in this assessment.

The Board has adopted the principle of annual assessments.

c. Assessment of the Board of Directors and its committees

In accordance with the recommendations of the AFEP-MEDEF Code in this area:

- each year, at least one discussion by the Board of Directors is devoted to its operating procedures and ways in which they might be improved;
- at least every three years, a formal assessment is carried out; the Board of Directors thus conducted a formal assessment of its operations at end-2019, led by the Nomination, Governance, Ethics and Corporate Responsibility Committee. The previous such assessment took place in 2016.

The Nomination, Governance, Ethics and Corporate Responsibility Committee proposed that the Board of Directors proceed with a self-assessment based on a questionnaire, with responses to be collected anonymously. To this end, the Committee drew up a draft questionnaire containing 35 items divided into five sections:

- members of the Board of Directors;
- information provided to Directors;
- meeting procedures and content;
- relations between the Board of Directors and its committees;
- assessment of individual contributions.

In particular, the aims of this questionnaire were to:

- evaluate to what extent the composition of the Board of Directors actually represents all shareholders and allows it to fulfil its role and responsibilities efficiently. The questionnaire also focused on the Directors' contributions to meetings, their complementarity, independence and level of commitment, as well as their understanding of the Company's business activities, and the manner in which they update and refresh their skills and knowledge;
- ascertain the quality of the information made available to Board members and their level of satisfaction with the responses provided to their questions and the handling of their requests;
- identify potential opportunities for improvements relating to the work procedures and encompassing all aspects, from the annual work schedule to the minutes of meetings;
- evaluate the preparation of discussions by the Board's committees and the contribution of their work to the quality of exchanges at Board meetings.

After the questionnaire was approved by the Board of Directors, an overview of its findings was reviewed and discussed by the Nomination, Governance, Ethics and Corporate Responsibility Committee. The Committee also discussed an overview of its own self-assessment and the concurrent self-assessment undertaken by the Compensation Committee. It reported on its work to the Board of Directors at the Board meeting of 20 February 2020.

The Audit Committee has conducted its own self-assessment for a number of years using a questionnaire that covers its composition and its working procedures, the way in which its work is organised and its ability to fulfil its responsibilities. The Committee compares its procedures with the best practices established by similar bodies in other companies. Lastly, it familiarises itself with any changes in the regulatory environment. It takes into account the conclusions of this work to improve its own working procedures.

Self-assessment by the Board of Directors and its committees has identified opportunities for improvement, notably relating to its composition, information provided to members of the Board of Directors, particularly between meetings, minutes of the committees' work, and more in-depth work on key environmental issues by the committee tasked with overseeing corporate responsibility. Practical solutions were found to the areas requiring improvement that had been identified. These were then presented to the Board of Directors, which approved them. The process concluded with a meeting on 20 October 2020.

The Board of Directors' discussions did not identify any new areas for improvement in 2021. A new formal assessment of the Board of Directors and its committees is planned for 2022.

Compensation policy

2.1. Policy outline

While paying particular attention to the stability of the principles used to determine and structure compensation for executive company officers, the Board of Directors re-examines their compensation packages on an annual basis to verify their fit with the Group's requirements. In particular, the Board checks that compensation policy:

- continues to be in keeping with the Company's best interests;
- contributes to the Company's long-term success;
- is in keeping with the Company's business strategy.

The Board also checks that compensation policy complies with the recommendations laid down in the AFEP-MEDEF Code. To this end, it is supported by the Compensation Committee, which helps it prepare its decisions in this area.

The Board of Directors considers that applying the compensation recommendations laid down in the AFEP-MEDEF Corporate Governance Code protects the Company's interests and encourages executives' contribution to business strategy and the Company's long-term success.

The Compensation Committee usually meets three to five times between October and February to help the Board prepare its decisions.

The Board of Directors generally discusses the strategic approach over the same period; since 2019, this discussion has taken into account social and environmental issues associated with the Company's business. For the past several years, the Group has been pursuing an independent, value-creating plan that combines growth and profitability. Priorities are adjusted each year based on the current state assessment undertaken at the end of the previous year.

The Committee reviews the current compensation policy applicable to company officers. It is then informed of estimates of how far the Chief Executive Officer has achieved his/her targets. These forecasts are refined in the course of the Committee's various meetings. At the beginning of the year, the Compensation Committee determines the extent to which quantifiable targets set for the previous year have been achieved. It assesses the extent to which qualitative targets have been met. To this end, it meets with the Chairman of the Board of Directors and familiarises itself with any information that might be used in this assessment.

The Committee also takes into consideration the Group's pay policy and decisions on fixed and variable compensation payable to the members of the Group Executive Committee. It takes into account comparisons with other companies made available to it. However, sector consolidation has significantly reduced the number of companies allowing for a direct and relevant comparison.

The Committee also considers ways in which employees may be given a stake in the Company's financial performance. It assesses the suitability of share ownership plans for all employees and long-term incentive plans for managers of the Company and its subsidiaries. The Board of Directors considers that employee and executive share ownership makes a lasting contribution to the Company's priority focus on independence and value creation by ensuring that employees' and executives' interests are fully aligned with those of the company's shareholders.

When the Board of Directors reviews the budget for the current financial year, the company's numerical targets are a known quantity. The Compensation Committee takes them into account when determining the Chief Executive Officer's quantifiable targets for the financial year. It holds a further meeting with the Chairman of the Board of Directors to discuss potential qualitative targets.

The Compensation Committee then presents its recommendations to the Board of Directors, which deliberates without the interested parties in attendance. These recommendations relate to the Chief Executive Officer's variable compensation for the previous financial year, fixed compensation payable to the Chairman of the Board of Directors, and the Chief Executive Officer's fixed and variable compensation for the current financial year. The Committee also presents its observations on how compensation is apportioned among the Directors and any proposed adjustments. The total amount of the compensation referred to in Article L. 225-45 of the French Commercial Code subject to approval by the shareholders is agreed when the Board of Directors meets to prepare for the General Meeting of Shareholders.

As regards variable compensation, the Compensation Committee proposes the quantifiable criteria to be taken into account together with any qualitative criteria, as the case may be. It makes certain that the criteria adopted are mainly quantifiable and that criteria are precisely defined. As regards quantifiable criteria, it generally determines:

- a threshold below which variable remuneration is not paid;
- a target level at which 100% of compensation linked to the criterion in question becomes payable; and
- where applicable, an upper limit if there is the possibility that a target may be exceeded.

Performance is assessed by comparing actual performance with the target broken down into thresholds and targets, as the case may be. Where, by exception, compensation may exceed the target level, the extent to which it may do so is capped.

Long-term incentive plans are based on awarding rights to shares. They are subject to the condition of being with the company over a period of time and performance conditions meeting targets set in the same way as for variable compensation.

Independently of the compensation policy, the company covers or reimburses company officers' travel expenses (transportation and accommodation).

The Nomination, Governance, Ethics and Corporate Responsibility Committee and the Compensation Committee have four members in common. This overlap ensures that decisions are consistent between the two Committees.

The procedure for determining compensation policy applicable to executive company officers and the timing of that procedure are intended to ensure that all worthwhile information is taken into account when recommendations are drawn up and when the Board of Directors makes its final decision. This ensures that such decisions are consistent among themselves and aligned with the Company's strategy.

The compensation policy applies to newly appointed company officers. However, in exceptional circumstances, notably to enable the replacement or appointment of a new executive company officer, the Board of Directors may waive application of the compensation policy. Such waivers must be temporary, aligned with

the Company's interests and necessary to secure the Company's long-term success or viability. Furthermore, this option may only be adopted where there is consensus among the members of the Board of Directors as to the decision to be taken (i.e. no votes against). This may result in the awarding of components of compensation currently defined in the compensation policy as not applicable, though any such items would be subject to ex post approval at the following General Meeting.

2.2. Executive company officers

The Compensation Committee made recommendations concerning the compensation policy for executive company officers, which was

reviewed by the Board of Directors at its meeting on 23 February 2022.

It should be noted that the compensation policy and payment of variable and exceptional components of compensation must be approved in advance at a General Meeting.

2.2.1. COMPENSATION OF THE CHAIRMAN OF THE BOARD OF DIRECTORS

Financial year 2022 and following

The Board of Directors decided, on the recommendation of the Compensation Committee, not to make any changes to the compensation policy applicable to the Chairman of the Board of Directors, or to his annual fixed compensation.

I COMPENSATION OF THE CHAIRMAN OF THE BOARD OF DIRECTORS

Items of compensation	Comments
Annual fixed compensation	Determination by the Board of Directors, acting on a recommendation by the Compensation Committee
Annual variable compensation	Not applicable
Variable deferred compensation	Not applicable
Multi-year variable compensation	Not applicable
Deferment periods; option of asking for variable compensation to be returned	Not applicable
Exceptional compensation	Possible, by decision of the Board of Directors, but contingent upon very specific circumstances with substantial consequences on the role and activity of the Chairman of the Board of Directors Payment subject to shareholder approval of all items of compensation at an Ordinary General Meeting and in all circumstances capped at 100% of annual fixed compensation
Share options, performance shares and any other long-term items of compensation	Not applicable
Compensation referred to in Article L. 22-10-14 of the French Commercial Code	Application of Directors' compensation policy
Any other benefits	Company car
Severance pay/benefit payable upon change of duties	Not applicable
Non-compete payment	Not applicable
Supplementary pension plan	Not applicable

2.2.2. COMPENSATION OF THE CHIEF EXECUTIVE OFFICER

Financial year 2022 and following

a. Compensation payable to Vincent Paris, Chief Executive Officer from 1 January to 28 February 2022

At the recommendation of the Compensation Committee, the Board of Directors has decided:

- not to make any change to the annual fixed compensation payable to Vincent Paris;
- to propose a temporary amendment to the compensation policy, specifically in connection with the resignation of Vincent Paris, and not to set any conditions on the payment of his variable compensation in respect of 2022 (amount at issue: €50k). This proposal is based on the quality of the handover between Vincent Paris and Cyril Malargé and the impossibility of determining meaningful quantifiable or qualitative targets over a period of a month and a half. Payment of Vincent Paris's variable compensation for 2022 remains subject to approval at the General Meeting of Shareholders to be held in 2023.

b. Compensation payable to Cyril Malargé, Chief Executive Officer with effect from 1 March 2022

At the recommendation of the Compensation Committee, the Board of Directors has decided to set the amount of Cyril Malargé's annual fixed compensation at €450,000, starting on 1 March 2022 when he takes office.

As regards annual variable compensation, the Compensation Committee formulated its recommendation to the Board of Directors in consideration of the strategy, the Group's circumstances and the goal of boosting its performance and competitiveness over the medium to long term.

The Board of Directors has decided to structure his compensation as follows:

Criteria	Type	% of AVC*	% of AFC*
One or more targets	Quantifiable	75%	45%
One or more targets	Qualitative	25%	15%
TOTAL		100%	60%

* AVC: Annual variable compensation; AFC: Annual fixed compensation.

The portion linked exclusively to the achievement of qualitative targets reflects a desire to take into account the context of Cyril Malargé's taking office as well as medium-term targets (relating to the Group's organisation and the social and environmental implications of its business activities).

For 2022, the targets associated with the variable compensation of the Chief Executive Officer were approved as follows:

Criteria	Type	% of AVC*	% of AFC*
Operating margin on business activity	Quantifiable	45.0%	27.0%
Organic revenue growth	Quantifiable	30.0%	18.0%
Subtotal: Quantifiable criteria		75.0%	45.0%
Qualitative targets related to the assumption of duties as Chief Executive Officer	Qualitative	15%	9.0%
Progress towards meeting the target of increasing the proportion of women in senior management positions by 2025	Qualitative	5%	3.0%
Progress towards meeting the target for reducing direct GHG ⁽¹⁾ emissions per employee (SBTi III) ⁽²⁾	Qualitative	5%	3.0%
Subtotal: Qualitative criteria		25.0%	15.0%
TOTAL		100.0%	60.0%

* AVC: Annual variable compensation; AFC: Annual fixed compensation.

The specific quantifiable target values are not disclosed in advance for confidentiality reasons and so as not to interfere with financial communications. Targets are set at levels that are designed to be both demanding and motivating. They aim to help the Group meet – and if possible exceed – its targets.

Based on the targets adopted, an amount equivalent to 60% of the annual fixed compensation cannot be exceeded. Even so, in the event of an outstanding performance relative to the quantifiable targets, the Board of Directors may, after consulting the Compensation Committee, authorise the integration of targets being exceeding, subject to the cap on annual variable compensation set at 100% of annual fixed compensation. Effective payment of the Chief Executive Officer's variable compensation will, in any event, be subject to shareholder approval at an Ordinary General Meeting.

Conversely, the Board of Directors may consider that the Group's performance does not merit payment of variable compensation in respect of the financial year in question. That being the case, it does not take into account the extent to which qualitative targets have been met. It proposes to the shareholders that no variable compensation be paid in respect of that financial year.

Lastly, in the event of exceptional circumstances (such as an exogenous shock) leading to the suspension of the normal system of variable compensation for employees and Executive Committee members, the Compensation Committee would review the situation of the Chief Executive Officer. It could recommend to the Board of Directors that it ask the shareholders at the General Meeting to approve an improvement to the Chief Executive Officer's variable compensation if that would serve the Company's interests, subject to an upper limit of 60% of his annual fixed compensation.

(1) GHG: Greenhouse gas

(2) SBTi : Science Based Targets initiative

c. Compensation of the Chief Executive Officer (principles also applicable for any Deputy Chief Executive Officers)

Items of compensation	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)
Annual variable compensation	<p>Amount:</p> <ul style="list-style-type: none"> ■ 60% of annual fixed compensation if targets are met; ■ capped at 100% of annual fixed compensation; <p>criteria:</p> <ul style="list-style-type: none"> • 75% based on one or more quantifiable targets, • 25% based on meeting one or more precisely defined qualitative targets consistent with the Group's strategy and organisation, its corporate responsibility policy (CSR) and/or the assessment of the company officer's performance; <ul style="list-style-type: none"> ■ payment subject to shareholder approval of all items of compensation at an Ordinary General Meeting. <p>In the specific case of Vincent Paris, for the period covering January and February 2022 (amount at issue: €50k), the Board decided not to set any targets in light of the quality of the handover between Vincent Paris and Cyril Malargé and the impossibility of determining meaningful quantifiable or qualitative targets over a period of a month and a half.</p>
Variable deferred compensation	Not applicable
Multi-year variable compensation	Not applicable
Deferment periods; option of asking for variable compensation to be returned	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 and in all circumstances capped at 100% of annual fixed compensation
Share options, performance shares and any other long-term items of compensation	<p>Eligibility for long-term incentive plans set up by the Group for its senior managers (capped at 100% of annual compensation if targets are met per plan) These plans are subject to continued employment and to strict performance conditions based on targets that are at least equal to any guidance targets disclosed to the market Vesting period of at least three years Obligation to hold 50% of the shares that will vest under these plans for the entire duration of the recipient's term of office Commitment not to engage in any hedging transactions with respect to performance shares held until the expiry of these plans or of the applicable holding period</p>
Compensation referred to in Article L. 22-10-14 of the French Commercial Code	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
Severance pay/benefit payable upon change of duties	Not applicable
Non-compete payment	Not applicable
Supplementary pension plan	Not applicable

2.3. Board of Directors

2.3.1. COMPENSATION OF DIRECTORS OF THE PARENT COMPANY

The compensation policy applicable to members of the Board of Directors stipulates that the compensation referred to in Article L. 225-45 of the French Commercial Code shall be apportioned among the members of the Board of Directors and its committees as follows:

- 60%: Board of Directors;
- 20%: Audit Committee;
- 10%: Compensation Committee;
- 10%: Nomination, Governance, Ethics and Corporate Responsibility Committee.

The total amount of this compensation is apportioned:

- among those members attending meetings of the Board and its committees (Directors and Non-Voting Directors);
- in proportion to their actual attendance at such meetings, whether in person or remotely.

Additional weightings are applied based on attendance, as follows:

- a coefficient of 2.0 applied to attendance by Chairmen at meetings of the committees they chair (each meeting attended counts double);
- a coefficient of 1.2 applied to attendance by Directors who live outside France at meetings of the Board and its committees. However, this extra weighting does not apply to Directors who are employees of a Group company.

Compensation policy applicable to members of the Board of Directors is focused on regular attendance and encourages participation in one or more committees. It aims to compensate the increased burden placed upon Directors who live outside France. It compensates the additional work undertaken by Committee Chairmen as well as their responsibility to the Board of Directors. They organise and oversee the work of their committees and report on it to the Board of Directors.

2.3.2. COMPENSATION OF DIRECTORS OF SUBSIDIARIES

Directorships held at Company subsidiaries are not compensated.

Standardised presentation of compensation paid to company officers

3.1. AFEP-MEDEF Code tables

OVERVIEW 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, JANUARY 2020)

	2020	2021
Compensation awarded in respect of the financial year	€533,644	€532,892
Value of stock options granted during the financial year	-	-
Value of performance shares granted during the financial year	-	-
Value of other long-term compensation plans	-	-
TOTAL	€533,644	€532,892

STATEMENT SUMMARISING THE COMPENSATION OF PIERRE PASQUIER, CHAIRMAN OF THE BOARD OF DIRECTORS (TABLE 2 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, JANUARY 2020)

	2020		2021	
	Amount awarded	Amount paid	Amount awarded	Amount paid
Fixed compensation	€500,000	€500,000	€500,000	€500,000
Annual variable compensation	-	-	-	-
Exceptional compensation	-	-	-	-
Compensation allotted in respect of directorship (L. 22-10-14)	€27,944	€27,330	€27,192	€27,944
Benefits in kind	€5,700	€5,700	€5,700	€5,700
TOTAL	€533,644	€533,030	€532,892	€533,644

Pierre Pasquier is the Chairman and CEO of Sopra GMT, the holding company for Sopra Steria Group. In respect of these duties (leading the Sopra GMT team and chairing the Board of Directors), he received compensation of €130,000 in 2021. In addition, he received compensation under Article L. 22-10-14 of the French Commercial Code in the amount of €14,400 in respect of financial year 2021. This compensation was paid by Sopra GMT and was not rebilled to Sopra Steria Group (see Section 1.1.4 "Overview of the

activities of the Chairman of the Board of Directors in 2021" of this Chapter, page 32).

As Chairman of the Board of Directors of Axway Software, as indicated in its Universal Registration Document, Pierre Pasquier also received fixed compensation from that company in the amount of €138,000 and compensation in respect of Article L. 22-10-14 of the French Commercial Code of €19,028.

OVERVIEW OF COMPENSATION, OPTIONS AND SHARES GRANTED TO VINCENT PARIS, CHIEF EXECUTIVE OFFICER (TABLE 1 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, JANUARY 2020)

	2020	2021
Compensation awarded in respect of the financial year	€609,021	€811,274
Value of stock options granted during the financial year	-	-
Value of performance shares granted during the financial year ⁽¹⁾	-	€408,180
Value of other long-term compensation plans	-	-
TOTAL	€609,021	€1,219,454

(1) For more information, see Table 6 on page 89

I STATEMENT SUMMARISING THE COMPENSATION OF VINCENT PARIS, CHIEF EXECUTIVE OFFICER
(TABLE 2 – AFEF-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, JANUARY 2020)

	2020		2021	
	Amount awarded	Amount paid	Amount awarded	Amount paid
Fixed compensation	€500,000	€500,000	€500,000	€500,000
Annual variable compensation	€97,500	€265,000	€300,000	€97,500
Exceptional compensation	-	-	-	-
Compensation allotted in respect of directorship (L. 22-10-14)	-	-	-	-
Benefits in kind	€11,521	€11,521	€11,274	€11,274
TOTAL	€609,021	€776,521	€811,274	€609,021

The relative proportions of fixed (€500,000) and variable (€300,000) compensation are 62.5% and 37.5%, respectively.

I CALCULATION OF 2021 ANNUAL VARIABLE COMPENSATION

Criteria	Type	Potential amount as % of AVC ⁽¹⁾	Potential amount in €	Threshold	Target	Ceiling	Achieved	Amount awarded in €
Consolidated operating margin	Quantifiable	45.0%	€135,000	7.5%	8.0%	N/D ⁽²⁾	8.1%	€135,000
Consolidated revenue growth	Quantifiable	30.0%	€90,000	2.0%	5.3%	N/D ⁽²⁾	6.4%	€90,000
Implementation of leadership structure and application of key Group policies	Qualitative	10.0%	€30,000	N/A ⁽³⁾	N/A ⁽³⁾	N/A ⁽³⁾	Target 100% achieved	€30,000
Progress towards meeting the 2025 target for the proportion of women in senior management positions	Qualitative	7.5%	€22,500	N/A ⁽³⁾	N/A ⁽³⁾	N/A ⁽³⁾	Target 100% achieved	€22,500
Progress towards meeting the target of zero net emissions by 2028	Qualitative	7.5%	€22,500	N/A ⁽³⁾	N/A ⁽³⁾	N/A ⁽³⁾	Target 100% achieved	€22,500
TOTAL		100%	€300,000					€300,000

(1) AVC: Annual variable compensation.

(2) Non-defined.

(3) Not applicable.

Performance criteria were applied as anticipated at the time they were determined on 25 February 2021. These targets were at least equal to any publicly disclosed guidance. No compensation is due at the threshold; the amount due is calculated on a linear basis between the threshold and the target.

Total compensation is in keeping with the compensation policy and contributes to the Company's long-term performance. It provides an incentive to drive profitable growth based on shifting the Group's services toward higher-value offerings.

Qualitative targets incentivised the executive to take a medium-term view by improving how efficiently the Group is organised and taking account of corporate responsibility requirements.

The Compensation Committee, taking into account the opinion of the Nomination, Governance, Ethics and Corporate Responsibility

Committee, noted that the Company is on track to achieve its targets in relation to greenhouse gas emissions (see Section 3.4 "Optimising resource consumption and reducing greenhouse gas emissions" of Chapter 4 "Corporate Responsibility" of the 2021 Universal Registration Document, pages 125 to 127) and the proportion of women in senior management positions (see Section 2.7.1 "Gender equality policy" of Chapter 4 "Corporate Responsibility" of the 2021 Universal Registration Document, pages 114 to 115); it thus considered the corresponding qualitative targets to have been 100% achieved. After hearing from the Chairman of the Board of Directors, the committee also considered the target related to the implementation of the leadership structure and the application of key Group policies to have been 100% achieved, particularly with regard to the operations of Executive Management.

I STATEMENT OF COMPENSATION RECEIVED BY NON-EXECUTIVE COMPANY OFFICERS
(TABLE 3 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, JANUARY 2020)

	2020		2021	
	Amount awarded	Amount paid	Amount awarded	Amount paid
<i>(amounts rounded to the nearest euro)</i>				
Astrid Anciaux (appointed by the shareholders at the General Meeting of 26 May 2021)				
Compensation allotted in respect of directorship	€13,867	€20,038	€8,876	€13,867
Other compensation	-	-	-	-
Hélène Badosa				
Compensation allotted in respect of directorship (reversion to a trade union)	€23,809	€24,972	€26,266	€23,809
Other compensation	-	-	-	-
André Einaudi (appointed by the shareholders at the General Meeting of 9 June 2020)				
Compensation allotted in respect of directorship	€4,622	-	€20,710	€4,622
Other compensation	-	-	-	-
David Elmalem (initially designated by the Works Council at its meeting on 23 September 2020)				
Compensation allotted in respect of directorship	€4,623	-	€20,710	€4,623
Other compensation	-	-	-	-
Michael Gollner				
Compensation allotted in respect of directorship	€49,380	€26,266	€48,581	€49,380
Other compensation	-	-	-	-
Éric Hayat				
Compensation allotted in respect of directorship	€36,455	€35,554	€34,599	€36,455
Other compensation	-	-	-	-
Noëlle Lenoir (appointed by the shareholders at the General Meeting of 9 June 2020)				
Compensation allotted in respect of directorship	€6,934	-	€25,340	€6,934
Other compensation	-	-	-	-
Éric Pasquier				
Compensation allotted in respect of directorship	€38,243	€42,765	€37,659	€38,243
Other compensation	-	-	-	-
Jean-Luc Placet				
Compensation allotted in respect of directorship	€42,838	€43,777	€42,006	€42,838
Other compensation	-	-	-	-
Sylvie Rémond				
Compensation allotted in respect of directorship	€25,057	€14,313	€28,117	€25,057
Other compensation	-	-	-	-
Marie-Hélène Rigal-Drogerys				
Compensation allotted in respect of directorship	€61,499	€65,493	€60,258	€61,499
Other compensation	-	-	-	-
Jean-François Sammarcelli				
Compensation allotted in respect of directorship	€45,386	€49,015	€44,007	€45,386
Other compensation	-	-	-	-
Jessica Scale				
Compensation allotted in respect of directorship	€36,455	€35,554	€34,599	€36,455
Other compensation	-	-	-	-
Sopra GMT				
Compensation allotted in respect of directorship	€43,598	€42,845	€41,080	€43,598
Other compensation	-	-	-	-
Other terms of office ended before 2021				
Compensation allotted in respect of directorship	€39,290	€72,078	-	€39,290
Other compensation	-	-	-	-
TOTAL	€472,056	€472,670	472,808	€472,056

The difference between the total amount of compensation stated in Article L. 225-45 of the French Commercial Code to be allocated for 2020 and 2021 (€500,000) and the totals shown in the table above is due to the amount awarded to Pierre Pasquier in respect of his role as Director (€27,944 in 2020 and €27,192 in 2021). These amounts are shown in Table 2, "AFEP-MEDEF Code of Corporate Governance for Listed Companies, January 2020".

It should also be noted that:

- as regards Sopra GMT, a legal entity serving as a Director, the implementation of the tripartite framework agreement for assistance entered into between Sopra GMT, Sopra Steria Group and Axway Software in 2011 resulted in the invoicing to Sopra Steria Group by Sopra GMT of a net amount of

€1,160,789 excluding VAT (see Section 1.1.5 of this Chapter and the Statutory Auditors' special report on related-party agreements provided at the end of Chapter 6, "2021 Parent Company Financial Statements" of the 2021 Universal Registration Document, on pages 270 to 271);

- Éric Hayat Conseil, a company controlled by Éric Hayat, provided consulting services for business development in strategic operations, billed in the amount of €197,750 excluding VAT under an agreement renewed in October 2018 (see Section 1.1.7 of this Chapter and the Statutory Auditors' special report on related-party agreements provided at the end of Chapter 6, "2021 Parent Company Financial Statements" of the 2021 Universal Registration Document on pages 270 to 271).

I SHARE SUBSCRIPTION AND PURCHASE OPTIONS GRANTED TO EACH EXECUTIVE COMPANY OFFICER DURING THE FINANCIAL YEAR
(TABLE 4 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, JANUARY 2020)

None.

I SHARE SUBSCRIPTION AND PURCHASE OPTIONS EXERCISED BY EACH EXECUTIVE COMPANY OFFICER DURING THE FINANCIAL YEAR
(TABLE 5 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, JANUARY 2020)

None.

I PERFORMANCE SHARES AWARDED TO EACH EXECUTIVE COMPANY OFFICER DURING THE FINANCIAL YEAR
(TABLE 6 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, JANUARY 2020)

Name of executive company officer	Number and date of plan	Number of Sopra Steria Group shares in awards granted during the year	Value of shares according to the method used for the consolidated financial statements	Vesting date	Availability date	Performance conditions
Vincent Paris	26/05/2021	3,000	€408,180	01/07/2024	01/07/2024	1) Sopra Steria Group's consolidated revenue growth in financial years 2021, 2022 and 2023 2) Growth in the Group's operating profit on business activity in financial years 2021, 2022 and 2023 3) Growth in the Group's free cash flow in financial years 2021, 2022 and 2023 4) Proportion of women in senior management positions
Total	-	3,000	€408,180	-	-	-

The performance share plan put in place by the Group in 2021 has the following features:

- for all recipients, the granting of shares is subject to the condition of continued employment at the end of the three-year vesting period. However, depending on the circumstances, this condition may be waived in whole or in part, in derogation of the foregoing and on an entirely exceptional basis (in practice fewer than 2% of departures under previous plans);
- the performance condition is based on three criteria, equally weighted at 30% each: organic consolidated revenue growth, operating profit on business activity and consolidated free cash flow;
- strict targets will be set over the entire plan period (the year of allotment and the two following years). These targets will be at least equal to any publicly disclosed guidance or, for targets

expressed as a range, at least the minimum level of the guidance range disclosed. The average annual rate of achievement of targets will determine the number of free shares to which beneficiaries are entitled;

- an additional condition, focused on corporate responsibility and weighted at 10% of total vesting conditions, relates to the proportion of women in senior management positions within the Group (defined as the two highest echelons, levels 5 and 6), which must reach 17% by 30 June 2023.

The Chief Executive Officer, Vincent Paris, was subject to the same rules as all the other recipients under the 2021 plan. He was also required to retain at least 50% of the shares acquired under this plan throughout his entire term of office. It should be noted that Vincent Paris' term of office ended on 28 February 2022. Lastly, Vincent Paris undertook not to hedge his performance shares until the holding period had expired.

SOPRA STERIA GROUP PRESENTATION'S

Standardised presentation of compensation paid to company officers

I PERFORMANCE SHARES NO LONGER SUBJECT TO A HOLDING PERIOD DURING THE FINANCIAL YEAR FOR EACH EXECUTIVE COMPANY OFFICER (TABLE 7 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, JANUARY 2020)

	Number and date of plan	Number of shares becoming available during the financial year
Vincent Paris	16/02/2018 LTI C plan	952 shares with no minimum holding period 953 shares with a minimum holding period for the entire term of office
TOTAL		1,905 SHARES

This allotment is calculated by applying the performance level of the plan targets (determined as set out below) to the initial allocation of rights (3,000 rights to shares):

2018

Sopra Steria Group performance targets and criteria	Threshold	Target	Results	% Achieved	Weighting	% Achieved (Year)
Organic revenue growth	3.0%	5.0%	4.9%	95%	1/3	
Operating profit on business activity as % of revenue	8.5%	9.0%	7.5%	0%	1/3	40.00%
Free cash flow ⁽¹⁾	€160m	€200m	€170m	25%	1/3	

2019

Sopra Steria Group performance targets and criteria	Threshold	Target	Results	% Achieved	Weighting	% Achieved (Year)
Organic revenue growth	4.0%	6.0%	6.5%	100%	1/3	
Operating profit on business activity as % of revenue	7.5%	8.1%	8.0%	83%	1/3	92.16%
Free cash flow ⁽¹⁾	€150m	€200m	€197m	93%	1/3	

2020

Sopra Steria Group performance targets and criteria	Threshold	Target	Results	% Achieved	Weighting	% Achieved (Year)
Organic revenue growth	-4.00%	-2.5%	-4.8%	0%	1/3	
Operating profit on business activity as % of revenue	5.50%	7.5%	7.0%	75.0%	1/3	58.33%
Free cash flow ⁽¹⁾	€80m	€120m	€203.5m	100%	1/3	

TOTAL – PLAN B

% Achieved (Plan)
63.50%

⁽¹⁾ Result established as per plan rules

To help ensure that the interests of the Chief Executive Officer and the shareholders are aligned over the long term, the Board of Directors required the Chief Executive Officer to hold, for the entire duration of his term of office, at least 50% of the performance

shares received under long-term incentive plans. The shares that Vincent Paris is required to hold therefore make up a growing proportion of his annual fixed compensation (over 90% at 31/12/2021 based on the closing share price).

I RECORD OF SHARE SUBSCRIPTION OR PURCHASE OPTIONS GRANTED – INFORMATION ON SHARE SUBSCRIPTION OR PURCHASE OPTIONS (TABLE 8 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, JANUARY 2020)

None.

I OVERVIEW OF PERFORMANCE SHARE GRANTS – INFORMATION ON PERFORMANCE SHARES (TABLE 9 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, JANUARY 2020)

See Section 5.4 of Chapter 5, “2021 Consolidated Financial Statements” and Section 4.2.2 of Chapter 6, “2021 Parent Company Financial Statements” of the 2021 Universal Registration Document (on pages 192 to 193 and 245 to 246, respectively).

I STATEMENT SUMMARISING THE MULTI-YEAR VARIABLE COMPENSATION OF EACH EXECUTIVE COMPANY OFFICER (TABLE 10 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, JANUARY 2020)

None.

EMPLOYMENT CONTRACTS, SUPPLEMENTARY PENSION PLANS, ALLOWANCES OR BENEFITS DUE ON THE CESSATION OF DUTIES OR A CHANGE IN DUTIES, NON-COMPETE CLAUSES
(TABLE 11 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, JANUARY 2020)

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-compete clause	
	Yes	No	Yes	No	Yes	No	Yes	No
Pierre Pasquier Chairman Term of office began: 2018 Term of office ends: 2024		✓		✓		✓		✓
Vincent Paris Chief Executive Officer Term of office began: 2015 Term of office ends: 2022	✓			✓		✓		✓
Cyril Malargé Chief Executive Officer Term of office began: 2022 Term of office ends: Indefinite	✓			✓		✓		✓

Cyril Malargé was appointed Chief Executive Officer with effect from 1 March 2022. He does not hold any position as a company officer outside the Group. By way of an exception to the AFEP-MEDEF Code, his employment contract was not terminated and remains in abeyance.

Cyril Malargé has spent much of his career with the Company, which he joined in September 2002. The criteria used to determine and structure his variable compensation remain very similar to those used for the Company's senior managers.

At present, no commitments have been entered into by the Company with regard to termination benefits, a non-compete payment or a supplementary pension plan for Cyril Malargé. Cyril Malargé is not a member of the Board of Directors.

In light of his career within the Group, his length of service, his circumstances, his significant contributions and the components of

his compensation, the decision not to terminate his employment contract still seems to be in the best interests of the Company. Any decision to terminate his employment contract would necessitate compensation. On the other hand, any disadvantages of holding Cyril Malargé's employment contract in abeyance until his term of office expires have not been identified. Should his contract be reinstated, he would be entitled to claim retirement bonuses or termination benefits, as applicable. The employment contract in abeyance is a standard Sopra Steria Group employment contract identical to that signed by Group employees. It is governed by the Syntec collective bargaining agreement with no special provisions or notice period adjustment, even concerning termination or a change in position. No special payments are provided for. As things stand, only standard legal rights (*droit commun*) would apply upon termination of the employment contract.

OTHER COMPANY OFFICERS

Other company officers	Employment contract (permanent)	Company	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-compete clause		Amount paid in 2021
	Yes		Yes	No	Yes	No	Yes	No	
Astrid Anciaux	✓	Sopra Steria Benelux		✓		✓		✓	€122,831
Hélène Badosa	✓	Sopra Steria Group SA		✓		✓		✓	€51,807
David Elmalem	✓	Sopra Steria Group SA		✓		✓		✓	€57,254
Éric Pasquier	✓	Sopra Banking Software		✓		✓		✓	€483,483

Board members may be linked to the Company or any of its subsidiaries by an employment contract if the link in question was established before the Board member became a company officer. It is mandatory for Directors representing the employees and for Directors representing employee shareholders.

3.2. Pay ratios

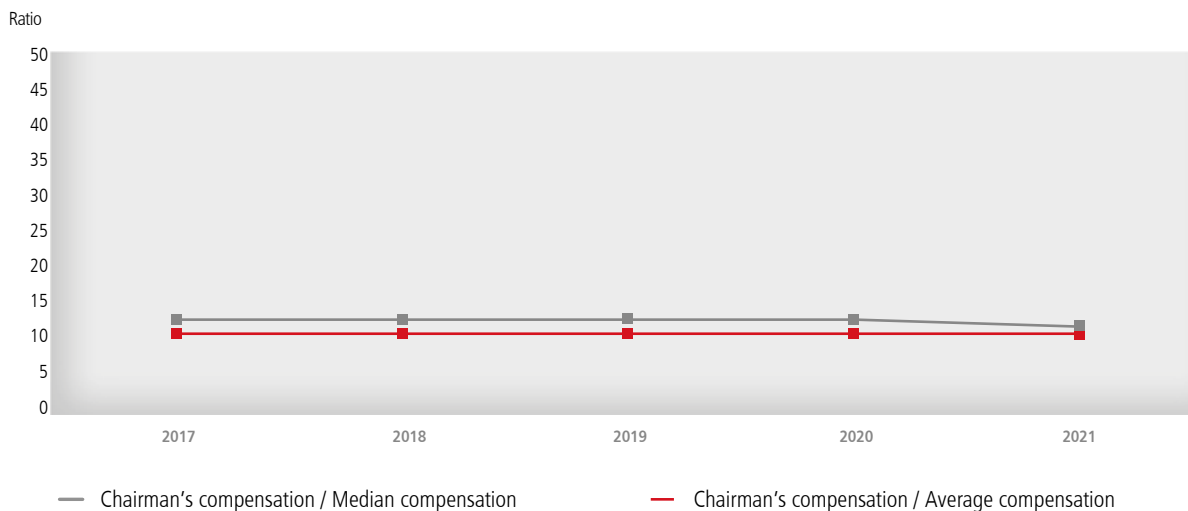
3.2.1. CHAIRMAN OF THE BOARD OF DIRECTORS

The average amount of annual compensation paid to the Chairman of the Board of Directors has not changed since 2011. In accordance with the recommendations laid down in the AFEP-MEDEF Code, the full amount of this compensation has been fixed since 2017.

The chart below shows how the pay ratios provided for by French Ordinance 2019-1234 of 27 November 2019 have varied over time. It is the ratio of the Chairman of the Board of Directors' compensation to the average and median compensation of employees across the extended scope (average 86% of the workforce in France over the period).

CHAIRMAN – PAY RATIO

$$\text{Ratio based on average compensation} = \frac{\text{Chairman's compensation}}{\text{Average compensation}}$$

$$\text{Ratio based on median compensation} = \frac{\text{Chairman's compensation}}{\text{Median compensation}}$$


3.2.2. CHIEF EXECUTIVE OFFICER

Vincent Paris has spent his entire career within Sopra Steria Group or within the companies having merged since that date with Sopra Steria Group. He initially spent over 26 years as an employee of the Group. As part of the tie-up with Groupe Steria and as its integration was being completed, he was appointed Deputy Chief Executive Officer in January 2014 and Chief Executive Officer in March 2015. The Board of Directors thus decided to adjust his fixed annual compensation to €400,000 with effect from 1 July 2015.

The criteria used to determine and structure his variable compensation have remained strictly in keeping with those used for the Company's senior managers.

In 2017, at the General Meeting, the shareholders approved the change in the compensation policy for the Chief Executive Officer decided by the Board of Directors:

- the Chief Executive Officer's annual fixed compensation was raised to €500,000 on a gross basis, effective 1 January 2017;
- under this proposal, the Chief Executive Officer's variable compensation was set at 60% of his annual fixed compensation should the targets be met, capped at 100% in the event of particularly outstanding performance.

For financial year 2018, the Compensation Committee noted the progress made by the Group in respect of cash flow in particular. It

determined the extent to which qualitative targets had been met. The Committee also took into consideration the implications for the various stakeholders (employees and management, shareholders) of the shortfall between the operating margin on business activity and the target set at the beginning of the year. On completing its review, it concluded that the Group's financial performance was not sufficient to justify the payment of variable compensation. After due consideration, the Board of Directors approved the recommendation made by the Compensation Committee.

Vincent Paris was eligible for all three performance share plans decided on by the Board of Directors in 2016, 2017 and 2018. A total of 9,000 rights to performance shares have thus been awarded to Vincent Paris, in accordance with the authorisation given by shareholders at the General Meeting of 22 June 2016, compared with the 316,500 rights granted to all the other recipients under these plans, with 5,794 shares effectively delivered. The vesting periods for the three plans in question were extended from 24 June 2016 to 31 March 2021.

On 26 May 2021, the Board of Directors decided, under the authorisation given at the General Meeting of 12 June 2018, to allot 3,000 rights to performance shares (out of a total of 219,200 such rights) to Vincent Paris. The rules governing this plan state that the shares are to be delivered on 1 July 2024.

The chart below shows how the pay ratios provided for by French Ordinance 2019-1234 of 27 November 2019 have varied over time. It presents:

- the change in the Company's performance, with the extent to which the quantifiable targets used to determine the Chief Executive Officer's variable compensation (financial performance of the Company) have been met serving as a proxy for the Company's performance;

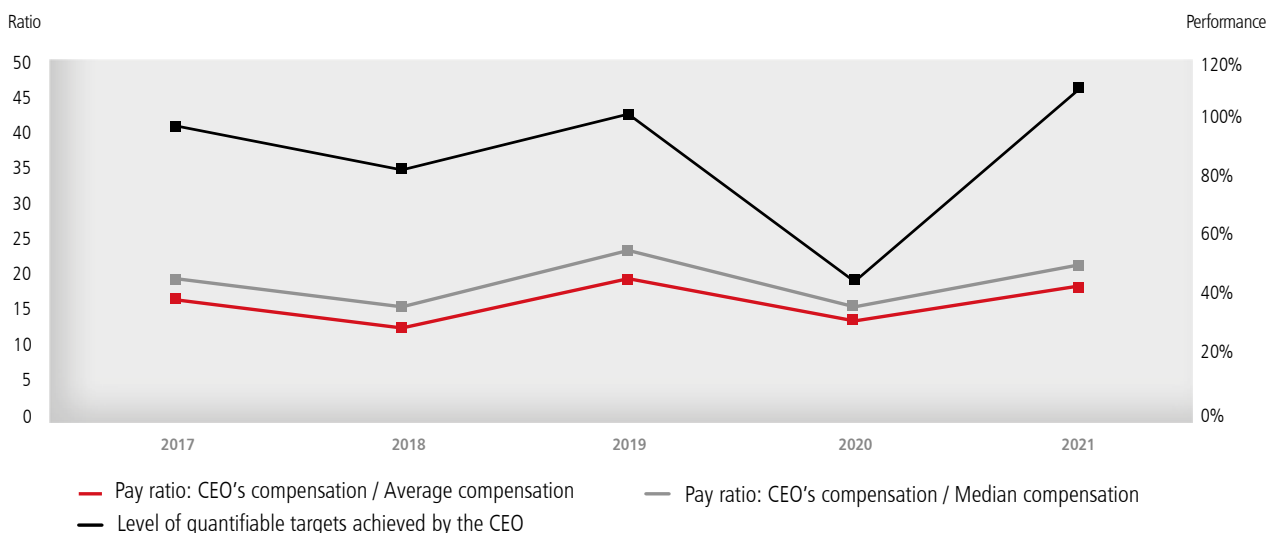
- the change in the amount and composition of the Chief Executive Officer's total compensation;
- ratios calculated relative to the average and median compensation of employees across the extended scope (average 86% of the workforce in France over the period).

CHIEF EXECUTIVE OFFICER – PAY RATIO

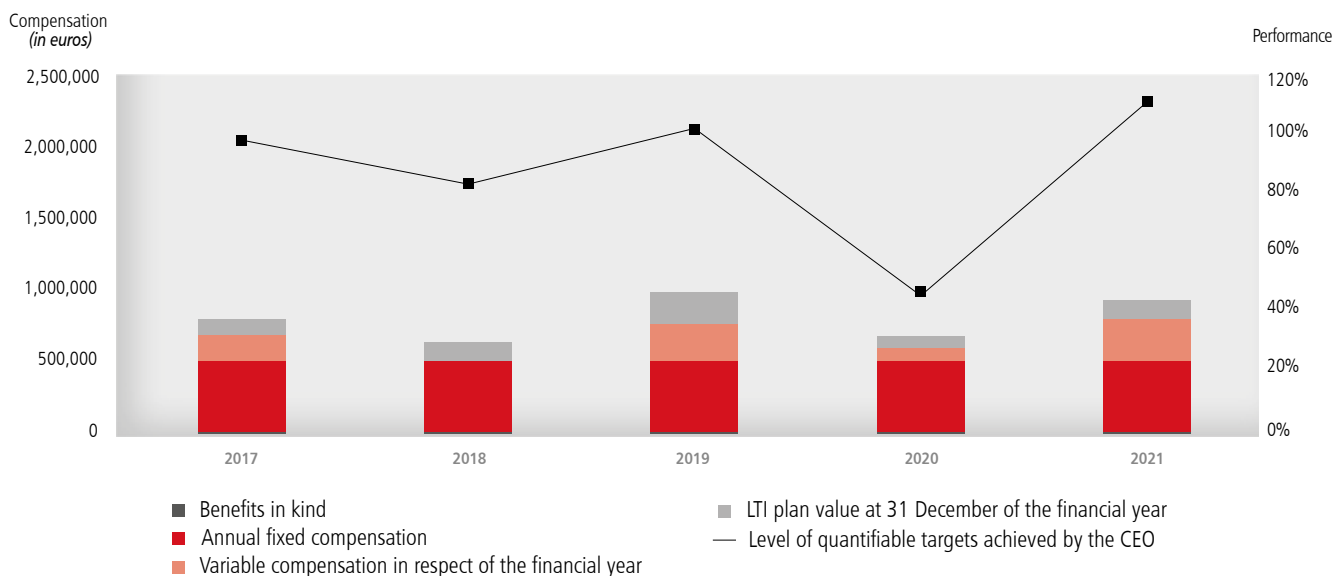
The chart has been prepared using the ratio calculated across the extended scope.

$$\text{Ratio based on average compensation} = \frac{\text{Chief Executive Officer's compensation}}{\text{Average compensation}}$$

$$\text{Ratio based on median compensation} = \frac{\text{Chief Executive Officer's compensation}}{\text{Median compensation}}$$



CHANGE IN THE PERFORMANCE AND COMPENSATION OF THE CHIEF EXECUTIVE OFFICER



The apparent change in performance in 2020 was partly due to a methodological issue. One of the two quantifiable targets (revenue growth) only had a target level, without a threshold. As such, it could not be partly achieved. Its value is 0, with a weighting of 50% in the performance assessment.

SOPRA STERIA GROUP PRESENTATION'S

Standardised presentation of compensation paid to company officers

3.2.3. PAY RATIO TABLE

	2017	2018	2019	2020	2021
Chairman's compensation	€529,077	€531,818	€535,880	€533,644	€532,892
Chief Executive Officer's compensation	€814,958	€646,847	€1,004,548	€692,946	€947,335

Extended scope (Sopra Steria Group, Sopra Banking, I2S and Beamap)	2017	2018	2019	2020	2021
Average annual compensation	€47,964	€48,314	€49,833	€50,388	€50,287
Pay ratio: Chairman's compensation/ Average compensation	11	11	11	11	11
Pay ratio: Chief Executive Officer's compensation/ Average compensation	17	13	20	14	19
Median annual compensation	€41,179	€40,873	€42,595	€42,611	€43,285
Pay ratio: Chairman's compensation/ Median compensation	13	13	13	13	12
Pay ratio: Chief Executive Officer's compensation/ Median compensation	20	16	24	16	22

Sopra Steria Group SA	2017	2018	2019	2020	2021
Average annual compensation	€47,353	€47,642	€49,063	€49,719	€49,477
Pay ratio: Chairman's compensation/ Average compensation	11	11	11	11	11
Pay ratio: Chief Executive Officer's compensation/ Average compensation	17	14	20	14	19
Median annual compensation	€40,550	€40,357	€42,017	€42,072	€42,622
Pay ratio: Chairman's compensation/ Median compensation	13	13	13	13	13
Pay ratio: Chief Executive Officer's compensation/ Median compensation	20	16	24	16	22

Performance	2017	2018	2019	2020	2021
Level of quantifiable targets achieved by the CEO	100%	85%	104%	47%	109%
Consolidated operating margin	8.6%	7.5%	8.0%	7.0%	8.1%
Organic consolidated revenue growth	3.5%	4.9%	6.5%	-4.8%	6.4%
Free cash flow	€111.4m	€173.1m	€229.3m	€203.5m	€266.4m

Note: The Chief Executive Officer's variable compensation is linked not only to the Group's financial performance, but also to its non-financial performance. Sections 2.7.1, "Gender equality policy" and Section 3.4, "Optimising resource consumption and reducing greenhouse gas emissions" concerning actions to protect the environment, in Chapter 4, "Corporate responsibility" of the 2021 Universal Registration Document (on pages 114 to 115 and 125 to 127, respectively), report on the Group's performance in terms of corporate social responsibility. This performance is also reflected in the compensation paid to the Chief Executive Officer through one or more qualitative targets.

Comments on methodology:

The Chairman's compensation corresponds to the amounts owed as shown in the AFEP-MEDEF tables.

The Chief Executive Officer's compensation corresponds to the amounts owed as shown in the AFEP-MEDEF tables. However, performance shares effectively delivered or deliverable subject to being with the Company at the end of the vesting period are

redistributed over each of the financial years covered by the plan depending on the extent to which the applicable performance conditions are met. They are measured at fair value at the grant date.

Average and median annual compensation paid to employees has been calculated on the basis of a population representing on average 86% of employees in France over the period. Temporary exclusions from the scope are due to technical difficulties in processing data over all of the past five financial years. However, calculations made in 2019 showed that the result did not change beyond the first decimal point. Since the ratios were last published, changes have been made to the method used to determine their denominator. These changes have not resulted in any significant change in the ratios. For employees, compensation taken into account includes fixed and variable compensation and bonuses of any kind paid in the financial year as well as incentives and profit-sharing. For methodological reasons, it no longer includes performance share plans or matching employer contribution shares in connection with employee share ownership plans.

The extent to which the quantifiable targets used to determine the Chief Executive Officer's variable compensation have been met is used as a proxy for the Company's performance. These targets concern the Company's financial performance (operating profit on business activity and organic growth). The performance level is calculated relative to the target bestowing the right to 100% of variable compensation for the target achieved without taking

account of the trigger thresholds used to calculate variable compensation (i.e. actual level/target level). The weighting of each of these criteria within the overall performance level is the same as the weighting used for the variable compensation of the Chief Executive Officer. Other data representative of performance are published data prepared in accordance with applicable standards at the time of publication.

3.3. Result of the shareholder consultation on the compensation of executive company officers (General Meeting of 26 May 2021)

RESULT OF THE SHAREHOLDER CONSULTATION ON THE CHAIRMAN'S COMPENSATION

Resolution	Ordinary General Meeting	For		Against		Abstain
		Votes	%	Votes	%	Votes
5	Approval of the fixed, variable and exceptional items of compensation making up the total compensation and benefits of any kind paid during the year ended 31 December 2020 or allotted in respect of that period to Pierre Pasquier, Chairman of the Board of Directors, in accordance with Article L. 22-10-34 II of the French Commercial Code	21,571,572	98.00%	439,404	1.99%	2,384
7	Approval of the compensation policy for the Chairman of the Board of Directors, as presented in the report on corporate governance pursuant to Article L. 22-10-8 of the French Commercial Code	21,403,311	97.23%	608,019	2.76%	2,030

RESULT OF THE SHAREHOLDER CONSULTATION ON THE CHIEF EXECUTIVE OFFICER'S COMPENSATION

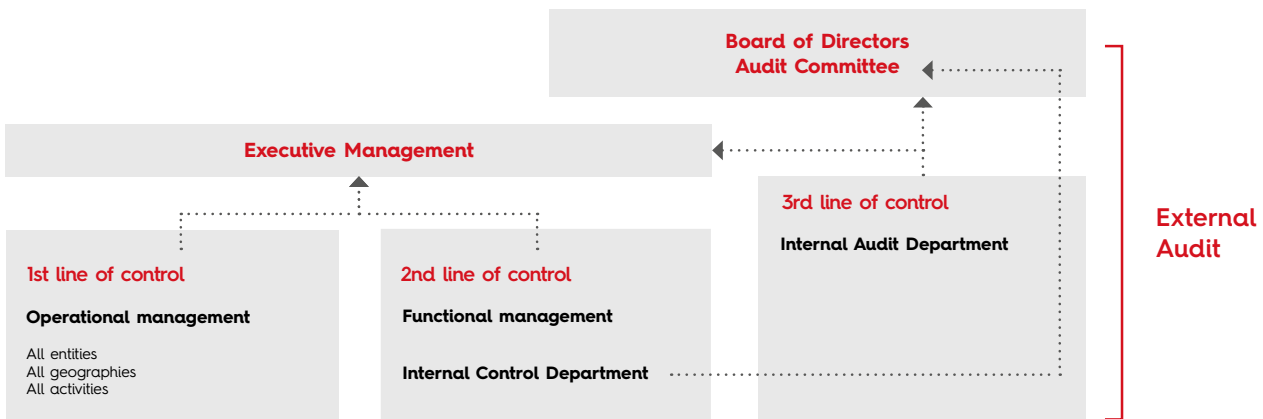
Resolution	Ordinary General Meeting	For		Against		Abstain
		Votes	%	Votes	%	Votes
6	Approval of the fixed, variable and exceptional components of the total compensation and benefits of any kind paid during the financial year ended 31 December 2020 or allotted in respect of that period to Vincent Paris, Chief Executive Officer, in accordance with Article L. 22-10-34 II of the French Commercial Code	21,085,595	95.79%	925,281	4.20%	2,484
8	Approval of the compensation policy for the Chief Executive Officer, as presented in the report on corporate governance pursuant to Article L. 22-10-8 of the French Commercial Code	20,967,397	95.25%	1,043,960	4.74%	2,003

The Board of Directors took note of the result of the shareholder consultation on the compensation of executive company officers.

Risk Management



Participants in internal control and risk management



Identification of the Group's main risks

The most significant risks specific to Sopra Steria are set out below by category and in decreasing order of criticality (based on the crossover between probability of occurrence and the estimated extent of their impact), taking account of mitigation measures implemented. This presentation of residual risks is not intended to show all Sopra Steria's risks.

The table below shows the results of this assessment in terms of residual materiality on a scale of three levels, from least material (•) to most material (•••).

Category/Risk	Residual materiality
Risks related to strategy and external factors	
• Adaptation of services to digital transformation, innovation	•••
• Significant reduction in client/vertical activity	••
• Acquisitions	••
• Attacks on reputation	••
Risks related to operational activities	
• Cyberattacks, systems security, data protection	•••
• Extreme events and response to major crises	•••
• Marketing and execution of managed/operated projects and services	••
Risks related to human resources	
• Attracting and retaining employees - <i>DPEF*</i>	•••
• Development of skills and managerial practices - <i>DPEF*</i>	••
Risks related to regulatory requirements	
• Compliance with regulations - <i>DPEF*</i>	•

The internal control system and risk management policies implemented by the Group aim to lower the probability of occurrence of these main risk factors and their potential impact on the Group. Each of these risk management policies is laid down in detail in the "Risk factors and internal control chapter" of Sopra Steria's 2021 Universal Registration Document.

It should be noted that the Group is not directly exposed to Ukraine, Belarus or Russia, with the exception of a small non-trading entity in the latter country, which is currently being closed.

*DPEF (Statement of Non-Financial Performance)

This risk also relates to concerns addressed by the regulatory changes set out in Articles L. 225-102-1 III and R. 225-105 of the French Commercial Code, which cover the Company's Statement of Non-Financial Performance

See Chapter 2 for more information of Sopra Steria's 2021 Universal Registration Document

Financial delegations in progress

Authorisations to issue securities granted to the Board of Directors at the Combined General Meetings of 9 June 2020 and 26 May 2021

I ISSUE WITH PRE-EMPTIVE SUBSCRIPTION RIGHTS

Securities transaction concerned	Date of GM and resolution	Duration of delegation (Expiry)	Maximum issue amount	Maximum amount of capital increase	Use during the year
Capital increase (ordinary shares and other securities giving access to the share capital)	9 June 2020 Resolution 13	26 months (August 2022)	Nominal amount of €2 billion, if securities giving access to the share capital are to be issued	50% of the nominal share capital	None
Capital increase (ordinary shares and other securities giving access to the share capital) in the event of oversubscription in accordance with Resolution 13	9 June 2020 Resolution 17	26 months (August 2022)	15% of the amount of the capital increase under Resolution 13, up to a maximum of €2 billion	15% of the amount of the capital increase under Resolution 13, up to a maximum of 50% of the total nominal share capital	None
Capital increase through the capitalisation of reserves or the issue of new shares	9 June 2020 Resolution 20	26 months (August 2022)	Amount of discretionary reserves	Amount of discretionary reserves	None

I ISSUE WITHOUT PRE-EMPTIVE SUBSCRIPTION RIGHTS

Securities transaction concerned	Resolution	Duration of delegation (Expiry)	Maximum issue amount	Maximum amount of capital increase	Use during the year
Capital increase (ordinary shares and other securities giving access to the share capital)	9 June 2020 Resolution 14	26 months (August 2022)	Nominal amount of €2 billion, if securities giving access to the share capital are to be issued	20% of the share capital, reduced to 10% of the share capital for non-equity securities	None
Capital increase by way of a public offering provided for under no. 1 of Article L. 411-2 of the French Monetary and Financial Code	9 June 2020 Resolution 15	26 months (August 2022)	Nominal amount of €2 billion, if securities giving access to the share capital are to be issued	10% of the share capital per year	None
Capital increase (ordinary shares and other securities giving access to the share capital) in the event of oversubscription in accordance with Resolution 14 or 15	9 June 2020 Resolution 17	26 months (August 2022)	15% of the amount of the capital increase under Resolution 14 or 15, up to a maximum of €2 billion	15% of the amount of the capital increase under Resolution 14 or 15, up to a maximum of 10%/20% of the share capital	None
Capital increase as consideration for securities tendered in the event of contributions in kind	9 June 2020 Resolution 18	26 months (August 2022)	10% of the share capital, up to a maximum of €2 billion	10% of the share capital	None
Capital increase as consideration for securities tendered in the event of a public exchange offer	9 June 2020 Resolution 19	26 months (August 2022)	10% of the share capital, up to a maximum of €2 billion	10% of the share capital	None

I AUTHORISATIONS FOR ISSUES RESERVED FOR EMPLOYEES AND COMPANY OFFICERS WITHOUT PRE-EMPTIVE SUBSCRIPTION RIGHTS

	Date of GM and resolution	Expiry date	Authorised percentage	Authorised percentage for executive company officers	Use during the year
Free share award	26 May 2021 Resolution 13	38 months (June 2024)	1% ⁽¹⁾	0.05%	None
Capital increase for employees enrolled in a company savings plan	26 May 2021 Resolution 14	26 months (July 2023)	2% ⁽¹⁾		None

(1) This upper limit, calculated on the basis of the share capital at the date of the authorisation, is cumulative for all issues reserved for employees and company officers.

3. Draft resolutions submitted to the Shareholders' Meeting

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Presentation of resolutions

2.1 Ordinary General Meeting

2.1.1 APPROVAL OF THE PARENT COMPANY AND CONSOLIDATED FINANCIAL STATEMENTS OF SOPRA STERIA GROUP (RESOLUTIONS 1 AND 2)

The Board of Directors submits for your approval:

- the parent company financial statements (Resolution 1) of Sopra Steria Group for the year ended 31 December 2021, showing net profit of €156,867,447.75;
- the consolidated financial statements (Resolution 2) of Sopra Steria Group for the year ended 31 December 2021, showing profit attributable to the Group of €187,688,638;
- the list of non-tax-deductible expenses totalling €764,000 and the corresponding tax charge (Resolution 1). These expenses consist of rental or lease payments and depreciation in respect of the Company's vehicle fleet.

The Statutory Auditors' reports on the parent company financial statements of Sopra Steria Group are presented in Chapter 6 of the Universal Registration Document of the Company for the financial year ended 31 December 2021. The Statutory Auditors' reports on the consolidated financial statements of Sopra Steria Group are presented in Chapter 5 of the Universal Registration Document of the Company for the financial year ended 31 December 2021.

2.1.2 PROPOSED APPROPRIATION OF EARNINGS AND SETTING OF THE DIVIDEND (RESOLUTION 3)

Sopra Steria Group SA generated net profit of €156,867,447.75 for the year ended 31 December 2021, giving consolidated net profit attributable to the Group of €187,688,638.

The Board of Directors proposes that a dividend per share of €3.20 be distributed, i.e. a total amount of €65,752,643.2, to be adjusted in the event of a change in the number of shares with dividend rights. The balance would be appropriated to discretionary reserves. In accordance with tax regulations in force, when paid to individual shareholders with tax residence in France, this dividend distribution is subject to mandatory lump-sum withholding at the rate of 30% (while remaining subject to income tax reporting requirements – "*non libératoire*"), in respect of income tax (12.8%) and social security contributions (17.2%).

When filing their income tax return, shareholders may opt either to maintain the withholding amount as indicated on the return or to have this dividend taxed instead at the progressive income tax rate (as an overall taxpayer option for all income subject to lump-sum withholding), after deducting the withholding amount already paid and after applying relief equal to 40% of the gross amount received (Article 158-3-2° of the French General Tax Code), and the deduction of a portion of the CSG (6.8%). The ex-dividend date would be 7 June 2022, before the market opens. The dividend will be payable as from 9 June 2022.

2.1.3 COMPENSATION OF COMPANY OFFICERS (RESOLUTIONS 4 TO 9)

The compensation policy for company officers, which was decided on by the Board of Directors on the recommendation of the Compensation Committee, is set out in Chapter 2 of this Convening notice, see table "Compensation of the Chairman of the Board of Directors" (page 62) and see table "Compensation of the Chief Executive Officer" (page 64).

- a. **Under Resolution 4** and in accordance with the provisions of Article L. 22-10-34 I of the French Commercial Code, you are kindly asked to approve the report on the compensation of company officers relating to the disclosures mentioned in Article L. 22-10-9 I of the French Commercial Code.
- b. **Under Resolutions 5 and 6** and in accordance with the provisions of Article L. 22-10-34 II of the French Commercial Code, you are kindly asked to approve the fixed, variable and exceptional items of compensation making up the total compensation and benefits of any kind paid during the year ended 31 December 2021 or allotted in respect of that year to the executive company officers, namely Pierre Pasquier, in his capacity as Chairman of the Board of Directors, and Vincent Paris, in his capacity as Chief Executive Officer. These details are disclosed in the report on corporate governance prepared by the Board of Directors in accordance with Article L. 22-10-34 of the French Commercial Code. They are in line with the compensation policy approved by the Combined General Meeting of the shareholders on 26 May 2021. Pursuant to Article L. 22-10-34 II of the French Commercial Code, the payment to Vincent Paris of the variable components of his compensation is contingent upon shareholder approval at the General Meeting of the items of compensation attributable to him in respect of the 2021 financial year.
- c. **Under Resolutions 7, 8 and 9** and in accordance with the provisions of Article L. 22-10-8 of the French Commercial Code, you are kindly asked to approve the compensation policies applicable respectively to the Chairman of the Board of Directors (Resolution 7), the Chief Executive Officer (Resolution 8) and the members of the Board of Directors (Resolution 9). These policies would continue to be applied in the event of the nomination of new company officers. The policy defined for the Chief Executive Officer would be applicable in the event of the nomination of a Deputy CEO.

2.1.4 DECISION SETTING THE AMOUNT OF COMPENSATION AWARDED TO DIRECTORS FOR THEIR SERVICE, AS REFERRED TO IN ARTICLE L. 225-45 OF THE FRENCH COMMERCIAL CODE (PREVIOUSLY KNOWN AS DIRECTORS' FEES) (RESOLUTION 10)

You are asked to set the amount of total compensation to be awarded to Directors for their service, as referred to in Article L. 225-45 of the French Commercial Code (previously known as directors' fees) at €500,000. This amount shall be divided up in full in accordance with the compensation policy (pursuant to Article L. 22-10-14 of the French Commercial Code) set out in Chapter 2 of this Convening notice, in Section 2.3.1 "Compensation of Directors of the parent company" (page 65).

2.1.5 REAPPOINTMENT AND APPOINTMENT OF DIRECTORS (RESOLUTIONS 11 TO 15)

Five Directors' terms of office are due to expire at the close of the General Meeting of 1 June 2022. The Directors concerned are Noëlle Lenoir, André Einaudi, Michael Gollner, Jean-Luc Placet and Jean-François Sammarcelli.

In accordance with the provisions of Article 14 of the Company's Articles of Association, as amended at the General Meeting of 9 June 2020 and with effect from that date, Directors may be appointed or reappointed for a term of office of one, two or three years, in place of the term of office of four years stipulated in the Articles of Association, to allow for the staggering of terms of office for Board members.

Consequently, the Nomination, Governance, Ethics and Corporate Responsibility Committee decided, taking into account in particular their expertise and their independence, to recommend that the Board submit the following proposals for shareholder approval at the General Meeting:

- the renewals of the directorships of Noëlle Lenoir and André Einaudi for a term of office of four years, pursuant to the Articles of Association;
- the renewal of the directorship of Michael Gollner for a term of office of one year;
- the renewal of the directorship of Jean-Luc Placet for a term of office of two years; and
- the appointment of Yves de Talhouët as a new Director for a term of office of three years.

The biographies of Noëlle Lenoir, André Einaudi, Michael Gollner and Jean-Luc Placet are presented in Chapter 2 of this Convening notice, in Section 1.2.8 "Detailed presentation of the members of the Board of Directors" (pages 44 to 47).

The process used to select candidates for positions as Directors is described in Chapter 2 of this Convening notice in Section 1.2.2 "Compensation of the Chief Executive Officer" (page 35). Following this process, which had focused on an initial list of seven potential candidates, the Board of Directors decided, at the recommendation of the Nomination, Governance, Ethics and Corporate Responsibility Committee, to present a resolution at the General Meeting of Shareholders to appoint Yves de Talhouët as a Director for a term of office of three years, to facilitate the staggering of terms of office for Board members.

The reasons put forward to justify this proposed appointment are, first and foremost, Yves de Talhouët's knowledge of the digital services sector, but also his familiarity with Axway Software, in which Sopra Steria Group has a 32% stake, and his experience as an entrepreneur. In addition, the Board of Directors considers his experience with family-owned businesses as a point of interest.

The Board of Directors takes the view, as does the Nomination, Governance, Ethics and Corporate Responsibility Committee, that Yves de Talhouët should be considered independent, as defined by the AFEP-MEDEF Code, notwithstanding his current term of office as a Director of Axway Software, which is due to end in 2023 (see Section 1.2.6 "Independent Directors" of Chapter 2 of this Convening notice (page 37)). The Board of Directors is of the opinion that a significant number of its members, in addition to the representatives of Sopra GMT, should have in-depth knowledge of this company. Such knowledge has proved useful in the past, particularly in connection with discussions on strategy and the work of the Audit Committee.

YVES DE TALHOUËT**Appointment as Independent Director**Number of shares in the Company owned personally: **None**

Business address:
TABAG
39, rue Boileau
75016 Paris (France)

Date of first appointment: 01/06/2022
Date term of office began: 01/06/2022
Date term of office ends: AGM 2025

Nationality: French**Age:** 63**Appointments****Main positions and appointments currently held**

- Director of Axway Software

✓

✓

- Director of Kwerian (formerly Twenga)

✓

- CEO of Tabag

✓

- Non-Voting Board member of Castillon

✓

- Director of Tinubu

✓

- Chairman of Faïenceries de Gien

✓

Other directorships and offices held during the last five years

- Managing Director of HP EMEA

- Director of Devoteam

Biography

Yves de Talhouët was appointed Chairman of Faïencerie de Gien in 2014. He previously served as Managing Director of HP EMEA from May 2011, and prior to that as Managing Director of HP France from 2006. He served as Vice-President, Southern Europe, Middle East and Africa at Schlumberger SEMA from 1997 to 2004, after which he joined Oracle France as Chairman and CEO from 2004 to 2006. He also served as Chairman of Devotech, which he founded.

Yves de Talhouët is a graduate of École Polytechnique, École Nationale Supérieure des Télécommunications and Institut d'Études Politiques de Paris.

The appointment of Yves de Talhouët would have no impact on the proportion of Independent Directors (about 67%), the proportion of female Directors (42%), or the average age of Board members (63.1).

In Resolution 11, the Board of Directors asks that you renew the directorship of André Einaudi for a term of office of four years, on the recommendation of the Nomination, Governance, Ethics and Corporate Responsibility Committee.

In Resolution 12, the Board of Directors asks that you renew the directorship of Michael Gollner for a term of office of one year, on the recommendation of the Nomination, Governance, Ethics and Corporate Responsibility Committee.

In Resolution 13, the Board of Directors asks that you renew the directorship of Noëlle Lenoir for a term of office of four years, on the recommendation of the Nomination, Governance, Ethics and Corporate Responsibility Committee.

In Resolution 14, the Board of Directors asks that you renew the directorship of Jean-Luc Placet for a term of office of two years, on the recommendation of the Nomination, Governance, Ethics and Corporate Responsibility Committee.

In Resolution 15, the Board of Directors asks that you appoint Yves de Talhouët as a Director for an initial term of office of three years, on the recommendation of the Nomination, Governance, Ethics and Corporate Responsibility Committee.

2.1.6 RENEWAL OF THE APPOINTMENT OF ACA NEXIA AS PRINCIPAL STATUTORY AUDITOR (RESOLUTION 16)

In accordance with the recommendations of the Audit Committee, which oversees the selection process for Statutory Auditors, the Board of Directors unanimously proposes that the appointment of ACA Nexia as one of the Company's two Principal Statutory Auditors be renewed for a period of six years that will end at the close of the General Meeting convened in 2028 to approve the financial statements for the year ending 31 December 2027. The reasons put forward by the Audit Committee to justify its recommendation to the Board of Directors are the quality of services provided by the firm, the satisfactory collaboration in place between the Statutory Auditor teams, and the schedule of upcoming changes in application of the procedure for the rotation of Statutory Auditors.

In addition, the Board of Directors, having noted the elimination of the requirement that companies that have a legal entity as their Principal Statutory Auditor appoint one or more Alternate Statutory Auditors as well as the related amendments to the Articles of Association approved by shareholders at the General Meeting of 13 June 2017, is not proposing the appointment of a new firm as Alternate Statutory Auditor. Should any of its representatives be unable to carry out their duties, ACA Nexia will appoint another representative.

It should be noted that, under the same conditions, the appointment of Jean-Louis Simon, Alternate Statutory Auditor at Mazars, was not renewed at the General Meeting of 12 June 2018. The shareholders at General Meeting will be asked to acknowledge this as a matter of good form.

2.1.7 BUYBACK BY SOPRA STERIA GROUP OF ITS OWN SHARES (RESOLUTION 17)

You are asked to renew the authorisation granted to the Board of Directors at the General Meeting of 26 May 2021 permitting the Company to buy back its own shares, in accordance with applicable laws and regulations (Articles L. 22-10-62 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 2,054,770 shares on the basis of the current share capital. The maximum price per share that can be paid for the shares bought back is set at €250; 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.

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 AMF's accepted market practice;
- 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 tender 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 shares bought back by reducing the share capital, pursuant to Resolution 18 submitted for approval at the General Meeting of 1 June 2022, if it is approved;
- to implement any market practice that would come to be accepted by the AMF, and in general, to perform any operation that complies with regulations in force.

The Board of Directors would have full powers, with the option to subdelegate these powers, to implement this delegation of authority and decide on the arrangements, in accordance with legal provisions and limits.

This authorisation would supersede the previous authorisation given at the General Meeting of 26 May 2021 and would be granted for a period of 18 months with effect from this General Meeting. It would not be usable during a public tender offer for the Company's shares.

For information, the use made of the previous authorisation is discussed in Section 8, of Chapter 7, "Share ownership structure", of the Company's Universal Registration Document for the year ended 31 December 2021.

2.2 Extraordinary General Meeting

2.2.1 POTENTIAL RETIREMENT OF TREASURY SHARES (RESOLUTION 18)

You are asked to authorise the Board of Directors, for a period of [26] months from the General Meeting, to i) retire some or all of the Company's shares acquired pursuant to all authorisations granted for such purpose to the Board of Directors, and ii) to reduce the share capital accordingly. In accordance with the law, no more than 10% of the shares making up the Company's share capital may be cancelled in any 24-month period. This authorisation would replace and supersede the previous authorisation granted at the General Meeting on 9 June 2020.

2.2.2 FINANCIAL DELEGATIONS GRANTED TO THE BOARD OF DIRECTORS (RESOLUTIONS 19 TO 28)

Section 12, "Authorisations to issue securities granted to the Board of Directors at the Combined General Meetings of 9 June 2020 and 26 May 2021" in Chapter 7 of the Company's Universal Registration Document for the financial year ended 31 December 2021, sets out all currently valid delegations and the extent to which they were used by the Board of Directors in financial year 2021.

Shareholders are reminded that the delegations of authority given to the Board of Directors with respect to Resolutions 19 to 28 to decide to increase the share capital may not be used during a public offer for the Company's share capital, except with the prior authorisation of the General Meeting.

Shareholders voting on resolutions at the General Meeting should note that the Board of Directors would have full powers, under Resolutions 19 to 28, as provided and within the limits established by law, with the ability to sub-delegate these powers, to implement the delegations of authority and authorisations approved at the General Meeting, and in particular to set the terms and conditions for capital increases and, in general, to complete all legal formalities, execute all legal instruments, take all decisions and enter into all agreements useful or necessary to successfully carry out the planned issues, and amend the Articles of Association accordingly.

2.2.2.1 Capital increase through the issue of shares and negotiable securities, with or without pre-emptive rights for existing shareholders (Resolutions 19 to 25)

a. Capital increases other than as consideration for in-kind contributions (Resolutions 19 to 23)

Resolution 19 would authorise one or more capital increases for existing shareholders with pre-emptive rights for shareholders.

Resolutions 20 and 21 would open up the Company's share capital to new shareholders (without pre-emptive subscription rights for existing shareholders) by means of a public offering or to qualified investors or a restricted group of investors (public offering referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code).

Even so, should Resolution 20 be used, the Board of Directors would have the option of introducing a priority right for shareholders.

The issue price to be decided in accordance with Resolutions 20 and 21 would be at least equal to the minimum required by law and regulations applicable at the time the Board of Directors implements the delegation. As an indication, the current maximum discount authorised is 10%.

Even so, without exceeding the upper limit of 10% of the shares making up the share capital, the Board of Directors may set the issue price (Resolution 22), which must be at least equal to the lowest of the following (which may be subject to a maximum discount of 10% in each of the four cases):

- (i) the average volume-weighted share price on the regulated market of Euronext Paris over a maximum period of six months preceding the beginning of the offering period;
- (ii) the average volume-weighted share price on the regulated market of Euronext Paris for the trading day preceding the beginning of the offering period;
- (iii) the average volume-weighted share price on the regulated market of Euronext Paris calculated for the day on which the issue price is set; or
- (iv) the last known closing price of the share before the beginning of the offering period.

Resolution 23 delegates authority to the Board of Directors to increase the number of shares to be issued in the event that subscription demand outstrips supply for each issue, with (Resolution 19) or without (Resolutions 20 and 21) pre-emptive subscription rights for existing shareholders (overallotment option). This programme, which is subject to a legal framework, gives the Board of Directors the option of carrying out additional capital increases on terms and conditions identical to the original issue should demand from shareholders, the general public or the relevant investors, as appropriate, outstrip supply.

These delegations of authority would be granted for a period of twenty-six months and would replace and supersede the delegations with the same purpose dated 9 June 2020.

b. Capital increases as consideration for in-kind contributions (Resolutions 24 and 25)

The delegations of authority provided for in Resolutions 24 and 25 would allow the Board of Directors to decide to carry out capital increases, without pre-emptive rights for shareholders, in consideration for contributions in kind or under a public exchange offer.

The Board of Directors' ability to do so would, nonetheless, be capped at:

- 10% of the share capital (statutory limit) for the purpose of providing consideration for contributions in kind (Resolution 24);
- 10% of the share capital in consideration for contributions of shares in a company whose shares are admitted to trading on a regulated market in connection with a public exchange offer (Resolution 25).

These delegations of authority would be granted for a period of twenty-six months and would replace and supersede the delegations with the same purpose dated 9 June 2020.

c. Upper limits on issues giving access to the share capital (Resolutions 19 to 25)

The capital increases would be subject to the following upper limits:

- 50% of the share capital, when the transaction involves, immediately or in the future, an issue of Sopra Steria Group shares [Limit A1], together with a sub-limit of 10% of the share capital for capital increases without pre-emptive subscription rights or without a priority right for shareholders [Limit A2], with Limit A2 raised to 20% of the share capital in the event that a priority right is implemented;
- €2 billion if the transaction involves an issue of debt securities (DS) carrying entitlement in the future to Sopra Steria Group shares [Limit DS].

The various limits are summarised in the table below:

		Resolutions	
"Limit A1" of 50% of the share capital at the date of issuance (Resolution 19)	"Limit A2" of 10% of the share capital on the day of issuance, reduced to 20% of the share capital if a priority right is applied	Capital increases with pre-emptive subscription rights (Resolution 19)	
		Capital increases without pre-emptive subscription rights through one or more public offerings other than those referred to in Article L. 411-2 1° of the French Monetary and Financial Code, with or without a priority right (Resolution 20)	Overallotment option (Resolution 23), subject to an upper limit of 15% of the size of the initial issue
		Capital increases without pre-emptive subscription rights by way of a public offering pursuant to Article L. 411-2 1° of the French Monetary and Financial Code (Resolution 21), limited to 10% of the share capital per year	
		Issues without pre-emptive subscription rights as consideration for in-kind contributions (Resolution 24)	
		Issues without pre-emptive subscription rights as consideration for securities tendered to a public exchange offer (Resolution 25)	N/A

2.2.2.2 Capital increases aiming to associate employees and/or company officers with the share capital (Resolutions 27 and 28)

a. Allotment of free shares to employees and company officers (Resolution 27)

The purpose of Resolution 27 is to enable the Board of Directors to share the benefits of Sopra Steria's growth with employees and company officers of the Company and the Group by awarding existing or new free shares.

Following the tie-up between Sopra and Steria, the Group put in place four performance share plans in 2016, 2017 and 2018. These plans were suspended in 2019, as the Board of Directors had reached the determination that the Group's economic performance did not permit them to be renewed. A new plan was implemented on 26 May 2021, with the following characteristics:

- for all recipients, the granting of shares was subject to continued employment at the end of the three-year vesting period. However, depending on the circumstances, this condition may be waived in whole or in part, in derogation of the foregoing and on an entirely exceptional basis (in practice fewer than 2% of departures);
- the performance condition is based on three criteria, equally weighted at 30% each: organic consolidated revenue growth, operating profit on business activity and consolidated free cash flow;
- strict targets were set over the entire plan period (the year of allotment and the two following years). These targets were at least equal to any publicly disclosed guidance or, for targets expressed as a range, at least the minimum level of the guidance range disclosed. The average annual rate of achievement of targets will determine the number of free shares to which beneficiaries are entitled;
- an additional CSR condition, weighted at 10% of total vesting conditions, relates to the proportion of women in senior management positions within the Group under the 2021 plan.

The Chief Executive Officer is subject to the same rules as all the other recipients under these plans. Moreover, he will have to hold at least 50% of shares acquired under these plans throughout his term of office; Mr Paris has further undertaken not to hedge any performance shares until the holding period has expired.

The Board of Directors therefore requests that the authorisation granted at the General Meeting of 26 May 2021 be renewed and the limit increased from 1% to 1.1% of the share capital. Unless otherwise required by the situation at the time of the decision to award shares, the new plan would have the same features as the previous plans, it being specified that the allotted shares would be either existing shares (treasury shares), as was the case for plans set up until now, or shares to be issued (new shares).

Should the Board of Directors choose to diverge from its prior practice, as set out above, at the time of any decision to implement such a plan, it shall justify the reasons for doing so in the Universal Registration Document. In a context characterised by major uncertainties, the achievement of the ambitious medium-targets set by the Group requires a very precise determination of targets and the relative weighting of each of the criteria. It should be noted that, in accordance with the law, decisions regarding this matter are taken entirely independently by the Board of Directors,

acting on a recommendation by the Compensation Committee after consulting with the Chief Executive Officer. The Chief Executive Officer does not take part in the Board of Directors' discussions regarding this matter.

This authorisation would be subject to an overall limit of 1.1% of the share capital; as a guide, this would equate to 226,024 shares on the basis of the current share capital. In accordance with the recommendations of the AFEP-MEDEF Code, free shares awarded to the Company's Chief Executive Officer are limited to 5% of the total maximum number of free shares that may be awarded, i.e. 0.06% of the share capital.

In exceptional cases, shares may be awarded to employees without performance conditions within the limit of 10% of the total maximum number of free shares that may be awarded, i.e. around 0.1% of the share capital.

In accordance with the compensation policy, the Chairman of the Board of Directors is not eligible for free share awards.

This authorisation would be granted for a period of thirty-eight months.

b. Employee savings plans (Resolution 28)

The purpose of Resolution 28 is to enable the Board of Directors, where appropriate, to enable employees of the Company or the Group to share in the fruits of Sopra Steria's development by means of one or more capital increases reserved for employees belonging to one of the Group's company savings plans (pursuant to Article L. 225-180 of the French Commercial Code).

In Resolution 28, you are asked to grant the Board of Directors a delegation of authority allowing it to issue shares or negotiable securities giving access to the Company's shares, leading to disapplication of shareholders' pre-emptive rights.

This delegation of authority would be subject to an overall limit of 2% of the share capital. It would be granted for a period of twenty-six months and would replace and supersede the delegation with the same purpose dated 26 May 2021.

2.2.2.3 Other capital increases (Resolution 26)

In Resolution 26, you are kindly asked to grant the Board of Directors a delegation of authority allowing it to carry out one or more capital increases through the capitalisation of reserves, issue premiums, or other amounts eligible for capitalisation, capped at the amount of said reserves, premiums and other amounts at the time of the capital increase.

This capital increase could be achieved by issuing new shares allotted to shareholders in proportion to their existing holding in the share capital or by increasing the par value of existing shares.

This delegation of authority would be granted for a period of twenty-six months and would replace and supersede the delegation with the same purpose dated 9 June 2020.

2.3 Ordinary General Meeting

POWERS (RESOLUTION 29)

This resolution grants general powers to complete the formalities.

Text of the resolutions

Requiring the approval of the Ordinary General Meeting

Resolution 1

Approval of the parent company financial statements for financial year 2021

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, and having reviewed the Board of Directors' reports and the Statutory Auditors' reports, approve the parent company financial statements for the year ended 31 December 2021 as they were presented, which show a net profit of €156,867,447.75.

The shareholders at the General Meeting also approve the transactions reflected in these financial statements and/or summarised in the aforementioned reports. The shareholders at the General Meeting also approve the amount of expenses not deductible for income tax purposes, as defined in Article 39-4 of the French General Tax Code, which amounted to €764,000, and the corresponding tax expense of €217,033.

Resolution 3

Appropriation of earnings for financial year 2021 and setting of the dividend

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, and having reviewed the Board of Directors' reports and the Statutory Auditors' reports, note that the net profit available for distribution, determined as follows, stands at:

Profit for the year	€156,867,447.75
Transfer to the legal reserve	- €
Prior unappropriated retained earnings	€15,916.00
DISTRIBUTABLE PROFIT	€156,883,363.75

and resolve, after acknowledging the consolidated net profit attributable to the Group amounting to €187,688,638, to appropriate this profit as follows:

Dividends (based on a dividend per share of €3.20)	€65,752,643.20
Discretionary reserves	€91,130,720.55
Retained earnings	- €
TOTAL	€156,883,363.65

Since the legal reserve already stands at 10% of the share capital, no allocation to it is proposed.

In the event of a change in the number of shares with dividend rights, the total amount of the dividend will be adjusted and the amount allocated to discretionary reserves will be determined on the basis of the total dividend amount actually distributed.

Dividends paid in respect of the past three financial years were as follows:

	2018	2019	2020
Dividend per share	€1.85	- €	€2.00
Number of dividend-bearing shares	20,514,876	-	20,539,743
Dividends paid*	€37,952,520.60	- €	€41,079,486.00

* It should be noted that the dividend is eligible for the 40% deduction mentioned in Article 158-3-2° of the French General Tax Code if the taxpayer opts to have the dividend taxed at the progressive income tax rate.

Resolution 4**Approval of the report on the compensation of company officers relating to the disclosures mentioned in Article L. 22-10-9 I of the French Commercial Code**

In accordance with Article L. 22-10-34 I of the French Commercial Code, the shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, and after having reviewed the report on corporate governance prepared by the Board of Directors, approve the disclosures stated in Article L. 22-10-9 I of the French Commercial Code and as presented in the report.

Resolution 5**Approval of the fixed, variable and exceptional items of compensation making up the total compensation and benefits of any kind paid or allotted to Pierre Pasquier, Chairman of the Board of Directors, in respect of the financial year**

In accordance with Article L. 22-10-34 II of the French Commercial Code, the shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, approve, after having reviewed the report on corporate governance prepared by the Board of Directors, the fixed, variable and exceptional items of compensation making up the total compensation and benefits of any kind paid during the year ended 31 December 2021 or allotted in respect of that period to Pierre Pasquier, Chairman of the Board of Directors, and as presented in the report.

Resolution 6**Approval of the fixed, variable and exceptional items of compensation making up the total compensation and benefits of any kind paid or allotted to Vincent Paris, Chief Executive Officer, in respect of the financial year**

In accordance with Article L. 22-10-34 II of the French Commercial Code, the shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, approve, after having reviewed the report on corporate governance prepared by the Board of Directors, the fixed, variable and exceptional items of compensation making up the total compensation and benefits of any kind paid during the year ended 31 December 2021 or allotted in respect of that period to Vincent Paris, Chief Executive Officer, and as presented in the report.

Resolution 7**Approval of the compensation policy of the Chairman of the Board of Directors**

In accordance with Article L. 22-10-8 II of the French Commercial Code, the shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, and after having reviewed the report on corporate governance prepared by the Board of Directors, approve the compensation policy for the Chairman of the Board of Directors, for his term of office and as presented in the report.

Resolution 8**Approval of the compensation policy for the Chief Executive Officer**

In accordance with Article L. 22-10-8 II of the French Commercial Code, the shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, and after having reviewed the report on corporate governance prepared by the Board of Directors, approve the compensation policy for the Chief Executive Officer, for his term of office and as presented in the report.

Resolution 9**Approval of the compensation policy for Directors for their service**

In accordance with Article L. 22-10-8 II of the French Commercial Code, the shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, and after having reviewed the report on corporate governance prepared by the Board of Directors, approve the compensation policy for Directors for their service and as presented in the report.

Resolution 10**Decision setting the total amount of compensation awarded to Directors for their service at €500,000 per financial year**

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, resolve, pursuant to Article L. 225-45 of the French Commercial Code, to set the total amount of compensation awarded to Directors for their service, to be allocated by the Board, at €500,000 per financial year.

Resolution 11**Renewal of the directorship of André Einaudi for a term of office of four years**

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, note that the directorship of André Einaudi will end at the close of this General Meeting and resolve, on the recommendation of the Board of Directors, to renew his directorship for a term of office of four years ending at the close of the General Meeting to be called to approve the financial statements for the year ending 31 December 2025.

Resolution 12**Renewal of the directorship of Michael Gollner for a term of office of one year**

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, note that the directorship of Michael Gollner will end at the close of this General Meeting and resolve, on the recommendation of the Board of Directors and as provided for in Article 14 of the Company's Articles of Association, to renew his directorship for a term of office of one year ending at the close of the General Meeting to be called to approve the financial statements for the year ending 31 December 2022.

Resolution 13**Renewal of the directorship of Noëlle Lenoir for a term of office of four years**

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, note that the directorship of Noëlle Lenoir will end at the close of this General Meeting and resolve, on the recommendation of the Board of Directors, to renew her directorship for a term of office of four years ending at the close of the General Meeting to be called to approve the financial statements for the year ending 31 December 2025.

Resolution 14**Renewal of the directorship of Jean-Luc Placet for a term of office of two years**

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, note that the directorship of Jean-Luc Placet will end at the close of this General Meeting and resolve, on the recommendation of the Board of Directors and as provided for in Article 14 of the Company's Articles of Association, to renew his directorship for a term of office of two years ending at the close of the General Meeting to be called to approve the financial statements for the year ending 31 December 2023.

Resolution 15**Appointment of Yves de Talhouët as a new Director for a term of office of three years**

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, resolve, on the recommendation of the Board of Directors and as provided for in Article 14 of the Company's Articles of Association, to appoint Yves de Talhouët as a new Director for a term of office of three years ending at the close of the General Meeting to be called to approve the financial statements for the year ending 31 December 2024.

Resolution 16**Renewal of the appointment of ACA Nexia as Principal Statutory Auditor**

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, after reviewing the report of the Board of Directors and noting that the appointments of ACA Nexia as Principal Statutory Auditor and of Pimpaneau et Associés as Alternate Statutory Auditor come to an end at the close of this meeting, resolve:

1. to renew, for a further period of six years that will end at the close of the General Meeting convened to approve the financial statements for the year ending 31 December 2027, the appointment as Principal Statutory Auditor of ACA Nexia, 31 rue Henri Rochefort, 75017 Paris, France;
2. not to renew the appointment as Alternate Statutory Auditor of Pimpaneau et Associés, 31 rue Henri Rochefort, 75017 Paris, France, after having noted, in accordance with the provisions of paragraph 2 of Article L. 823-1 of the French Commercial Code, that the Principal Statutory Auditor is a legal entity with more than one partner.

In addition, the shareholders at the General Meeting acknowledge that the term of office as Alternate Statutory Auditor of Jean-Louis Simon, 61 rue Henri Regnault, 92400 Courbevoie, France, which ended at the General Meeting of 12 June 2018, was not renewed at that meeting, after it was noted, in accordance with the provisions of paragraph 2 of Article L. 823-1 of the French Commercial Code, that the Principal Statutory Auditor is a legal entity with more than one partner.

Resolution 17**Authorisation to be granted to the Board of Directors to trade in the Company's shares up to a maximum of 10% of the share capital**

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, and having reviewed the Board of Directors' report, pursuant to the requirements of Articles L. 22-10-62 et seq. of the French Commercial Code:

1. authorise the Board of Directors, except during a public tender offer for the Company's shares, to buy back shares in the Company or arrange to have shares in the Company bought back, on one or more occasions, up to a maximum of 10% of the total number of shares representing the Company's share capital at the time of the buyback;
2. approve the authorised transactions with the following limits: resolve that the funds set aside for share buy-backs may not exceed, for guidance purpose and based on the share capital at 31 December 2021, €513,692,500, corresponding to 2,054,770 ordinary shares, with this maximum amount potentially being adjusted to take into account the amount of the share capital on the day of the General Meeting or subsequent transactions;
3. in the event that the Board makes use of this authorisation:
 - 3.1 resolve that shares may be bought back for the following purposes:
 - a) 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 AMF's accepted market practice,
 - b) 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,
 - c) to retain the shares bought back (which shall not exceed 5% of the number of shares making up the Company's share capital at the time of the buyback), in order to exchange them or tender them as consideration at a later date for a merger, spin-off or contribution of assets and, more generally, for external growth transactions,
 - d) 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,
 - e) to retire shares bought back by reducing the share capital, pursuant to Resolution 18 submitted for approval at the General Meeting of 1 June 2022, if it is approved,
 - f) to implement any market practice that would come to be accepted by the AMF, and in general, to perform any operation that complies with regulations in force,
 - 3.2 resolve 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, subject to compliance with regulations in force;

4. resolve that the maximum price per share paid for shares bought back be set at €250, it being specified that 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 will be adjusted proportionately;
5. 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;
6. set the duration of this authorisation for a period of 18 months with effect from the date of this General Meeting and acknowledge that this authorisation supersedes, in relation to the unused portion, any previous authorisation having the same purpose.

Requiring the approval of the Extraordinary General Meeting

Resolution 18

Authorisation to be granted to the Board of Directors to retire any shares that the Company may have acquired and to reduce the share capital accordingly

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Extraordinary General Meetings, and having reviewed the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of Article L. 22-10-62 of the French Commercial Code:

1. authorise the Board of Directors to retire, on one or several occasions, at its sole discretion, all or a portion of the treasury shares held by the Company bought back under any authorisation granted to the Board of Directors by the aforementioned article, up to a limit of 10% of the share capital assessed at the date of the retirement of shares over each 24-month period;
2. resolve to reduce the Company's share capital as a consequence of the retirement of these shares, to the extent decided, where applicable, by the Board of Directors under the aforementioned conditions;
3. grant all powers to the Board of Directors, including the ability to subdelegate these powers, in order to perform the transaction(s) authorised under this resolution, and in particular to charge against additional paid-in capital or other distributable reserves of its choosing the difference between the redemption value of the retired shares and their nominal value, amend the Articles of Association accordingly and carry out all legally required formalities;
4. set the duration of this authorisation for a period of 26 months with effect from the date of this General Meeting and acknowledge that this authorisation supersedes, in relation to the unused portion, any previous authorisation having the same purpose.

Resolution 19

Delegation of authority to be granted to the Board of Directors to issue ordinary shares and/or other securities giving access to the Company's share capital and/or the share capital of its subsidiaries and/or carrying entitlement to the Company's debt securities, with pre-emptive subscription rights for shareholders, subject to an upper limit of 50% of the Company's share capital

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Extraordinary General Meetings, and having reviewed the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of Articles L. 225-129-2, L. 225-132 et seq., L. 22-10-49, L. 228-92 and L. 228-93 of the French Commercial Code:

1. delegate authority to the Board of Directors to decide, except during a public tender offer for the Company's shares, to increase the Company's share capital:
 - 1.1 to issue, on one or more occasions, in France and/or internationally:
 - a) ordinary shares in the Company, or
 - b) equity securities giving access to other equity securities either of the Company or of any company in which more than half of the share capital is held directly or indirectly by the Company (a "Subsidiary") and/or that confer the right to acquire debt securities issued by the Company or a Subsidiary, or
 - c) debt securities giving access to equity securities to be issued by the Company or a Subsidiary, whether free of charge or for consideration,
 - 1.2 Ordinary shares may only be denominated in euros. Securities other than ordinary shares may be denominated in euros, in a foreign currency or in a unit of account based on several currencies and may be paid up when subscribed in cash, by offsetting liquid receivables due for payment, or through capitalisation of reserves, profits or share premiums;
2. establish as follows the limits of the issues thus authorised:
 - 2.1 the total nominal amount of any such capital increases to be carried out may not exceed 50% of the nominal share capital (hereinafter "Limit A1") or the equivalent amount in foreign currencies or in units of account set by reference to several currencies, it being understood that:
 - a) the share capital will be assessed at the date when the Board of Directors makes use of this delegation of powers,
 - b) any capital increases carried out pursuant to the authorisations in this resolution and in Resolutions 20, 21, 23, 24 and 25 hereinafter, subject to their adoption at this General Meeting, count against this aggregate limit,
 - c) this will be supplemented by any additional number of shares to be issued to protect the rights of holders of securities or other rights giving access to the share capital of the Company, in accordance with legal and regulatory provisions and any contractual clauses providing for other adjustments,

- 2.2** the total amount of issues of debt securities carried out pursuant to this delegation of authority may not exceed €2 billion (or the equivalent of this amount in foreign currencies or in units of account based on several currencies) (hereinafter "Limit DS"), it being specified that:
- a)** any issues of debt securities carried out pursuant to the authorisations in this resolution and in Resolutions 20, 21, 23, 24 and 25 hereinafter, subject to their adoption at this General Meeting, count against this aggregate limit,
 - b)** the amount of any redemption premium above par will be added to this, and
 - c)** this amount is independent and distinct from the amount of debt securities the issue of which may be decided or authorised by the Board of Directors in accordance with the provisions of Articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Commercial Code;
- 3.** in the event that the Board makes use of this delegation of authority:
- 3.1** formally note that existing shareholders have pre-emptive rights to subscribe for shares and/or securities issued under the terms of this resolution, in proportion to the total value of their shares,
- 3.2** resolve, in accordance with the provisions of Article L. 225-134 of the French Commercial Code, that the Board of Directors may establish a subscription right for new shares as of right and excess new shares, where, in this case, a capital increase as defined above is not fully subscribed by way of subscriptions for new shares as of right on the basis of existing shares as well as, if applicable, subscriptions for excess new shares, the Board of Directors may make use of the following powers, in whatever order it sees fit:
- a)** cap the capital increase at the amount of the subscriptions received as provided for by law,
 - b)** the power to freely distribute some or all of any unsubscribed shares among the shareholders,
 - c)** the power to offer some or all of any unsubscribed shares to the public,
- 3.3** formally note that this delegation of powers automatically entails the express waiver by shareholders of their pre-emptive right to subscribe for ordinary shares to which these securities may carry entitlement in favour of the holders of any securities that may be issued pursuant to this resolution;
- 4.** grant full powers to the Board of Directors, with the ability to subdelegate these powers, to implement this delegation of authority as provided by law;
- 5.** set the duration of this delegation of powers for a period of 26 months with effect from the date of this General Meeting and acknowledge that this delegation of powers supersedes, in relation to the unused portion, any previous delegation of powers having the same purpose.
- Resolution 20**
- Delegation of authority to be granted to the Board of Directors to issue ordinary shares and/or other securities giving access to the Company's share capital and/or the share capital of its subsidiaries and/or carrying entitlement to the Company's debt securities, through public offerings (excluding offerings pursuant to paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code), without pre-emptive subscription rights, subject to an upper limit of 20% of the Company's share capital, or 10% of the share capital where no priority is granted***
- The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Extraordinary General Meetings, and having reviewed the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of Articles L. 225-129-2, L. 22-10-49, L. 22-10-51, L. 22-10-52, L. 228-92 and L. 228-93 of the French Commercial Code and Article L. 411-2 of the French Monetary and Financial Code:
- 1.** delegate authority to the Board of Directors to decide, except during a public tender offer for the Company's shares, to increase the Company's share capital:
 - 1.1** to issue, on one or more occasions, in France and/or internationally:
 - a)** ordinary shares in the Company,
 - b)** equity securities giving access to other equity securities either of the Company or of any company in which more than half of the share capital is held directly or indirectly by the Company (a "Subsidiary") and/or that confer the right to acquire debt securities issued by the Company or a Subsidiary, or
 - c)** debt securities giving access to equity securities to be issued by the Company or a Subsidiary, whether free of charge or for consideration,
 - 1.2** ordinary shares may only be denominated in euros; securities other than ordinary shares may be denominated in euros, in a foreign currency or in a unit of account based on several currencies and may be paid up when subscribed in cash, by offsetting liquid receivables due for payment, or through capitalisation of reserves, profits or share premiums,
 - 2.** establish as follows the limits of the issues thus authorised:
 - 2.1** the total amount of any such capital increases to be carried out may not exceed 20% of the share capital or the equivalent amount in foreign currencies or in units of account set by reference to several currencies, it being understood that:
 - a)** the share capital will be assessed at the date when the Board of Directors makes use of this delegation of powers,
 - b)** this amount will count against Limit A1 defined in Resolution 19 set forth above,
 - c)** if no priority right is implemented on behalf of the shareholders, the corresponding capital increase will be limited to 10% of the share capital,
 - d)** this limit of 10% of the share capital (hereinafter "Limit A2") is an aggregate limit applicable to the authorisations in this resolution and in Resolutions 21, 23, 24 and 25 hereinafter, subject to their adoption at this General Meeting,
 - e)** this will be supplemented by any additional number of shares to be issued to protect the rights of holders of securities or other rights giving access to the share capital of the Company, in accordance with legal and regulatory provisions and any contractual clauses providing for other adjustments,

- 2.2 any issue of debt securities carried out pursuant to this delegation of powers will count against Limit DS defined in Resolution 19 set forth above;
3. in the event that the Board makes use of this delegation of authority:
- 3.1 resolve to disapply the pre-emptive right of existing shareholders to subscribe for ordinary shares or securities to be issued by means of a public offering under the terms of this delegation of powers and, in addition, delegate powers under Article L. 22-10-51 of the French Commercial Code, to the Board of Directors to grant existing shareholders priority rights to subscribe for some or all of the issues by way of right and/or for excess new shares within a period and under arrangements and conditions that it shall determine, it being stated that this priority shall not give rise to issues of negotiable rights,
- 3.2 resolve that if the subscriptions do not cover the entirety of an issue as defined hereinabove, the Board of Directors may use the following options, in whatever order it sees fit:
- a) cap the capital increase at the amount of the subscriptions received as provided for by law,
 - b) the power to freely distribute some or all of any unsubscribed shares,
 - c) the power to offer some or all of any unsubscribed shares to the public,
- 3.3 formally note that this delegation of powers automatically entails the express waiver by shareholders of their pre-emptive right to subscribe for ordinary shares to which these securities may carry entitlement in favour of the holders of any securities that may be issued pursuant to this resolution,
4. resolve that:
- 4.1 the issue price of the shares will be at least equal to the minimum required under law and regulations applicable at the time that the Board of Directors implements the delegation after correcting, where applicable, for the amount to take into account the difference in vesting dates,
- 4.2 the issue price of the securities giving access to the share capital will be such that the amount to be received immediately by the Company, plus any amount it may receive subsequently, is, for each ordinary share issued as a result of the issue of these securities, at least equal to the issue price stated in the paragraph above;
5. grant full powers to the Board of Directors, with the ability to subdelegate these powers, to implement this delegation of authority as provided by law;
6. set the duration of this delegation of powers for a period of 26 months with effect from the date of this General Meeting and acknowledge that this delegation of powers supersedes, in relation to the unused portion, any previous delegation of powers having the same purpose.

Resolution 21

Delegation of authority to be granted to the Board of Directors to issue ordinary shares and/or other securities giving access to the Company's share capital and/or the share capital of its subsidiaries and/or carrying entitlement to the Company's debt securities, by means of a public offering provided for under paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code, without pre-emptive subscription rights, subject to an upper limit of 10% of the Company's share capital per year

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Extraordinary General Meetings, and having reviewed the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of Articles L. 225-129-2, L. 22-10-49, L. 22-10-52, L. 228-92 and L. 228-93 of the French Commercial Code and paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code:

1. delegate authority to the Board of Directors to decide, except during a public tender offer for the Company's shares:
 - 1.1 to issue, on one or more occasions, in France or internationally, without pre-emptive rights for shareholders, by way of a public offering within the meaning of paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code:
 - a) ordinary shares in the Company,
 - b) equity securities giving access to other equity securities either of the Company or of any company in which more than half of the share capital is held directly or indirectly by the Company (a "Subsidiary") and/or that confer the right to acquire debt securities issued by the Company or a Subsidiary, or
 - c) debt securities giving access to equity securities to be issued by the Company or a Subsidiary, whether free of charge or for consideration,
 - 1.2 ordinary shares may only be denominated in euros; securities other than ordinary shares may be denominated in euros, in a foreign currency or in a unit of account based on several currencies and may be paid up when subscribed in cash, including by offsetting liquid receivables due for payment, or through capitalisation of reserves, profits or share premiums;
2. establish as follows the limits of the issues thus authorised:
 - 2.1 the total amount of any such capital increases to be carried out each year may not exceed 10% of the share capital (as assessed at the date when this delegation of authority is used by the Board of Directors) and will count towards Limits A1 and A2 referred to in Resolutions 19 and 20, respectively,
 - 2.2 any issues of debt securities to be carried out pursuant to this delegation of powers will be capped at the Limit DS defined in Resolution 19 set forth above;

3. in the event that the Board makes use of this delegation of authority:
 - 3.1 resolve to disapply shareholders' pre-emptive right to subscribe for shares or securities to be issued by means of a public offering as provided for under the terms of this delegation of powers and to reserve subscription for the categories of persons laid down in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code,
 - 3.2 resolve that if the subscriptions do not cover the entirety of an issue as defined hereinabove, the Board of Directors may use the following options, in whatever order it sees fit:
 - a) cap the capital increase at the amount of the subscriptions received as provided for by law,
 - b) the power to freely distribute some or all of any unsubscribed shares,
 - 3.3 formally note that this delegation of powers automatically entails the express waiver by shareholders of their pre-emptive right to subscribe for ordinary shares to which these securities may carry entitlement in favour of the holders of any securities that may be issued pursuant to this resolution;
4. resolve that:
 - 4.1 the issue price of the shares will be at least equal to the minimum required under law and regulations applicable at the time that the Board of Directors implements the delegation after correcting, where applicable, for the amount to take into account the difference in vesting dates,
 - 4.2 the issue price of the securities giving access to the share capital will be such that the amount to be received immediately by the Company, plus any amount it may receive subsequently, is, for each ordinary share issued as a result of the issue of these securities, at least equal to the issue price stated in the paragraph above;
5. grant full powers to the Board of Directors, with the ability to subdelegate these powers, to implement this delegation of authority as provided by law;
6. set the duration of this delegation of powers for a period of 26 months with effect from the date of this General Meeting and acknowledge that this delegation of powers supersedes, in relation to the unused portion, any previous delegation of powers having the same purpose.

Resolution 22

Delegation of authority to be granted to the Board of Directors to determine the issue price for ordinary shares and/or other securities giving access to the Company's share capital and/or the share capital of its subsidiaries and/or carrying entitlement to the Company's debt securities, subject to an upper limit of 10% of the Company's share capital in connection with a capital increase without pre-emptive subscription rights

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Extraordinary General Meetings, and having reviewed the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of paragraph 2 of Article L. 22-10-52 of the French Commercial Code, for each of the issues decided in accordance with Resolutions 20 and 21 hereinabove:

1. authorise the Board of Directors to depart from the price-setting arrangements laid down in the aforementioned Resolutions 20 and 21 and to set the issue price as follows:
 - 1.1 the issue price for ordinary shares will be at least equal to the lowest of the following, which may be subject to a maximum discount of 10% in each of the four cases:
 - a) the average volume-weighted share price on the regulated market of Euronext Paris over a maximum period of six months preceding the beginning of the offering period,
 - b) the average volume-weighted share price on the regulated market of Euronext Paris for the trading day preceding the beginning of the offering period,
 - c) the average volume-weighted share price on the regulated market of Euronext Paris calculated for the day on which is the issue price is set, or
 - d) the last known closing price of the share before the beginning of the offering period,
 - 1.2 the issue price of the securities giving access to the share capital will be such that the amount to be received immediately by the Company, plus any amount it may receive subsequently, is, for each ordinary share issued as a result of the issue of these securities, at least equal to the subscription price stated in the paragraph above,
 - 1.3 the nominal amount of issues covered by this resolution may not represent more than 10% of the share capital in each 12-month period;
2. grant all powers to the Board of Directors, with the option to subdelegate these powers, to implement this delegation of authority on the terms laid down in the resolution pursuant to which the initial issue is decided upon;
3. set the duration of this delegation of powers for a period of 26 months with effect from the date of this General Meeting and acknowledge that this delegation of powers supersedes, in relation to the unused portion, any previous delegation of powers having the same purpose.

Resolution 23

Delegation of authority to be granted to the Board of Directors to increase, with or without pre-emptive rights for existing shareholders, the number of ordinary shares and/or other securities giving access to the Company's share capital and/or carrying entitlement to the Company's debt securities to be issued, subject to an upper limit of 15% of the size of the initial issue

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Extraordinary General Meetings, and having reviewed the Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of Articles L. 225-135-1 and R. 225-118 of the French Commercial Code:

1. delegate powers to the Board of Directors to decide, except during a public tender offer for the Company's shares, to increase the number of shares or securities to be issued for each of the issues carried out pursuant to Resolution 19, with pre-emptive subscription rights for shareholders, and Resolutions 20 and 21 hereinabove, concerning a capital increase without pre-emptive subscription rights for shareholders, if it observes demand exceeding the amount for subscription, up to the maximum amounts laid down in the relevant resolution, at the same price as that used for the initial issue, during a period of 30 days with effect from the close of the subscription period for the initial issue and for a maximum of 15% of the total value of that issue;
2. grant all powers to the Board of Directors, with the option to subdelegate these powers, to implement this resolution on the terms laid down in the resolution pursuant to which the initial issue is decided upon;
3. set the duration of this delegation of powers for a period of 26 months with effect from the date of this General Meeting and acknowledge that this delegation of powers supersedes, in relation to the unused portion, any previous delegation of powers having the same purpose.

Resolution 24

Delegation of authority to be granted to the Board of Directors to issue ordinary shares and/or other securities giving access to the Company's share capital and/or the share capital of its subsidiaries and/or carrying entitlement to the Company's debt securities, without pre-emptive subscription rights, in consideration for contributions in kind, subject to an upper limit of 10% of the Company's share capital

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Extraordinary General Meetings, and having reviewed the Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of Articles L. 22-10-49, L. 22-10-53, L. 22-10-54 and L. 228-92 of the French Commercial Code:

1. delegate authority to the Board of Directors to decide, except during a public tender offer for the Company's shares, where the provisions of Article L. 22-10-54 of the French Commercial Code do not apply:
 - 1.1 to issue, on one or more occasions, in France and/or internationally:
 - a) ordinary shares in the Company, or
 - b) equity securities giving access to other equity securities either of the Company or of any company in which more than half of the share capital is held directly or indirectly by the Company (a "Subsidiary") and/or that confer the right to acquire debt securities issued by the Company or a Subsidiary, or
 - c) debt securities giving access to equity securities to be issued by the Company or a Subsidiary,

1.2 as consideration for in-kind contributions comprised of equity securities or securities giving access to the share capital of another company, granted to the Company, whether free of charge or for consideration,

1.3 ordinary shares may only be denominated in euros; securities other than ordinary shares may be denominated in euros, in a foreign currency or in a unit of account based on several currencies and may be paid up when subscribed in cash or by offsetting liquid receivables due for payment;

2. establish as follows the limits of the issues thus authorised: the total amount of any such capital increases to be carried out may not exceed 10% of the share capital or the equivalent amount in foreign currencies or in units of account set by reference to several currencies, it being understood that:
 - 2.1 the share capital will be assessed at the date when the Board of Directors makes use of this delegation of powers,
 - 2.2 where applicable, this amount will count against Limits A1, TC and A2 defined in Resolutions 19 and 20, respectively, set forth above,
 - 2.3 this will be supplemented by any additional number of shares to be issued to protect the rights of holders of securities or other rights giving access to the share capital of the Company, in accordance with legal and regulatory provisions and any contractual clauses providing for other adjustments;
3. resolve to disapply, where necessary, the pre-emptive right of existing shareholders to subscribe for shares and securities to be issued in connection with this delegation of powers;
4. grant full powers to the Board of Directors, with the ability to subdelegate these powers, to implement this delegation of authority as provided by law;
5. set the duration of this delegation of powers for a period of 26 months with effect from the date of this General Meeting and acknowledge that this delegation of powers supersedes, in relation to the unused portion, any previous delegation of powers having the same purpose.

Resolution 25

Delegation of authority to be granted to the Board of Directors to issue ordinary shares and/or other securities giving access to the Company's share capital and/or the share capital of its subsidiaries and/or carrying entitlement to the Company's debt securities, without pre-emptive subscription rights, in consideration for instruments tendered to a public exchange offer, subject to an upper limit of 10% of the Company's share capital

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Extraordinary General Meetings, and having reviewed the Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of Articles L. 22-10-54, L. 228-92 and L. 228-93 of the French Commercial Code:

1. delegate authority to the Board of Directors to decide, except during a public tender offer for the Company's shares:
 - 1.1 in France and/or internationally, to issue:
 - a) ordinary shares in the Company,
 - b) equity securities giving access to other equity securities either of the Company or of any company in which more than half of the share capital is held directly or indirectly by the Company (a "Subsidiary") and/or that confer the right to acquire debt securities issued by the Company or a Subsidiary, or
 - c) debt securities giving access to shares of the Company or a Subsidiary to be issued,

- 1.2 in consideration of securities tendered to a public exchange offer made by the Company in France or internationally, in accordance with local regulations (including any transaction having the same effect as a public exchange offer or able to be considered as one), for the securities of a company whose shares are admitted for trading on one of the regulated markets referred to in Article L. 22-10-54 of the French Commercial Code;
2. approve the authorised transactions with the following limits: the total amount of any such capital increases to be carried out may not exceed 10% of the share capital or the equivalent amount in foreign currencies or in units of account set by reference to several currencies, it being understood that:
- 2.1 the share capital will be assessed at the date when the Board of Directors makes use of this delegation of powers,
- 2.2 this amount will count against Limits A1, TC and A2 defined in Resolutions 19 and 20, respectively, set forth above;
3. in the event that the Board makes use of this delegation of authority:
- 3.1 resolve to disapply shareholders' pre-emptive right to subscribe for shares and securities to be issued in connection with this delegation of powers,
- 3.2 formally note that this delegation of powers automatically entails the express waiver by shareholders of their pre-emptive right to subscribe for ordinary shares to which these securities may carry entitlement in favour of the holders of any securities that may be issued pursuant to this resolution;
4. grant full powers to the Board of Directors, with the ability to subdelegate these powers, to implement this delegation of authority as provided by law;
5. set the duration of this delegation of powers for a period of 26 months with effect from the date of this General Meeting and acknowledge that this delegation of powers supersedes, in relation to the unused portion, any previous delegation of powers having the same purpose.

Resolution 26

Delegation of authority to be granted to the Board of Directors to increase the Company's share capital, through the capitalisation of premiums, reserves, earnings or any other item eligible for capitalisation

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, and having reviewed the Board of Directors' report, in accordance with the provisions of Articles L. 225-129-2, L. 225-130 and L. 22-10-50 of the French Commercial Code:

1. delegate authority to the Board of Directors to decide, except during a public tender offer for the Company's shares, to increase the Company's share capital on one or more occasions, in France or internationally, by capitalising premiums, reserves, earnings or any other amounts that may be capitalised pursuant to the law and the Articles of Association, by allotting new ordinary shares at no cost or by increasing the par value of existing shares, or through a combination of both these methods;
2. establish as follows the limits of the issues thus authorised: the total amount of any such capital increases to be carried out may not exceed the amount of reserves, share premiums, profits or other items that might be capitalised, as referred to above, in existence at the time when the capital increase is carried out;
3. resolve that, in the event that the Board makes use of this delegation of authority, fractional rights shall not be either negotiable or transferable, and that the corresponding ordinary shares shall be sold; the proceeds of such sales shall be allotted to the rights holders under the terms and conditions set out in applicable law and regulations;
4. grant full powers to the Board of Directors, with the ability to subdelegate these powers, to implement this delegation of authority as provided by law;
5. set the duration of this delegation of powers for a period of 26 months with effect from the date of this General Meeting and acknowledge that this delegation of powers supersedes, in relation to the unused portion, any previous delegation of powers having the same purpose.

Resolution 27

Authorisation to be granted to the Board of Directors to allot existing or new free shares to employees and/or company officers of the Company and related companies, subject to a cap of 1.1% of the share capital, entailing the waiver by the shareholders of their pre-emptive subscription right

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Extraordinary General Meetings, and having reviewed the Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of Articles L. 225-197-1, L. 225-197-2 et seq., L. 22-10-49, L. 22-10-59, L. 22-10-60 and L. 22-10-62 of the French Commercial Code and Article L. 341-4 of the French Social Security Code:

1. authorise the Board of Directors to carry out one or more bonus issues, at its discretion, either of existing shares in the Company or of shares to be issued in the future, in favour of eligible employees (as defined in Articles L. 225-197-1 II (paragraph 1) and L. 22-10-59 of the French Commercial Code) of the Company and any affiliated companies under the conditions laid down in Article L. 225-197-2 of the French Commercial Code, or in favour of certain categories of those employees or officers;
2. establish as follows the limits of the issues thus authorised:
- 2.1 this authorisation may not give access to a total number of shares representing more than 1.1% of the Company's share capital (as assessed on the date on which the Board of Directors decides to make the award),
- 2.2 it being specified that this will be supplemented by any additional number of shares to be issued to protect the rights of holders of securities giving access to the share capital of the Company, in accordance with legal and regulatory provisions and any contractual clauses providing for other adjustments;
3. in the event that the Board makes use of this delegation of authority:
- 3.1 resolve that the number of shares that may be granted to the Company's executive company officers may not represent more than 5% of the limit of 1.1% set in the previous paragraph,
- 3.2 resolve that:
- a) shares will be definitively allotted to their recipients upon expiry of a vesting period whose duration shall be set by the Board of Directors; this duration may not, however, be less than three years with effect from the date of the decision to allot the shares in question,
- b) and recipients must, if the Board of Directors deems it useful or necessary, retain the shares in question for the periods freely set by the Board;

4. resolve that, where the recipient is disabled and falls into the second or third categories set out in Article L. 341-4 of the French Social Security Code, the shares in question shall be definitively allotted to that beneficiary before the remaining term of the vesting period has expired, and shall be immediately transferable;
 5. formally note that, with regard to shares to be issued in the future:
 - 5.1 this authorisation shall result, upon expiry of the vesting period, in a capital increase by way of capitalisation of reserves, earnings, issue premiums or other amounts that may be capitalised in favour of the recipients of those shares, as well as the automatic waiver by shareholders, in favour of the recipients of the shares thus allotted, of their rights to that portion of reserves, earnings, premiums or other amounts thus capitalised,
 - 5.2 and this authorisation shall automatically entail the waiver by shareholders, in favour of the recipients of the aforementioned shares, of their pre-emptive rights; the corresponding capital increase shall be deemed to have been completed upon final allotment of the shares in question to the recipients;
 6. accordingly, grant all powers to the Board of Directors, within the limits set out above, to put this resolution into effect, and in particular to:
 - 6.1 determine the identity of the recipients of shares to be allotted and the number of shares to be allotted to each,
 - 6.2 decide on the holding requirements that may apply by law in regard to eligible company officers, in accordance with the last paragraph of Article L. 225-197-1 II and with Article L. 22-10-59 of the French Commercial Code,
 - 6.3 set the dates and terms governing the allotment of the shares in question, including in particular the period at the end of which the shares will be finally allotted as well as, where applicable, the required lock-in period,
 - 6.4 determine the conditions related to the performance of the Company, the Group or any of its entities that would apply to the allocation of shares to the Company's executive company officers and, where applicable, those that would apply to the allocation of shares to employees as well as the criteria according to which such shares would be granted, with the stipulation that any shares granted without performance conditions may not be granted to the Company's Chief Executive Officer and may not exceed 10% of the amount of awards authorised by the General Meeting,
 - 6.5 determine whether the shares allotted free of charge are shares to be issued or existing shares, and:
 - a) where new shares are issued, check that there are sufficient reserves and, upon each allotment, transfer to a reserve not available for distribution the amounts needed to pay up the new shares to be issued, increase the share capital by capitalising reserves, earnings, premiums or other amounts that may be capitalised, determine the type and amount of any reserves, earnings or premiums to be capitalised in consideration of the aforementioned shares, certify the completion of increases in the share capital, determine the vesting date of newly issued shares (which may be retrospective), amend the Articles of Association accordingly,
 - b) where existing shares are allotted, acquire the necessary shares under the conditions laid down in law, and take any and all action required to successfully complete the transactions,
 - 6.6. allow the option, where applicable, during the vesting period, to adjust the number of bonus shares allotted in accordance with any transactions affecting the Company's equity, so as to protect the rights of recipients; any shares allotted pursuant to such adjustments shall, however, be deemed to have been allotted on the same date as the initially allotted shares,
 - 6.7. more generally, with the option to subdelegate these powers under the conditions laid down by law and by the Company's Articles of Association, 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 and to make all appropriate arrangements and enter into any agreement required to complete the envisaged share allotments;
 7. set the duration of this authorisation for a period of 38 months with effect from the date of this General Meeting and acknowledge that this authorisation supersedes, in relation to the unused portion, any previous authorisation having the same purpose.
- Resolution 28**
- Delegation of authority to be granted to the Board of Directors to increase the Company's share capital, without pre-emptive subscription rights for existing shareholders, via issues to persons employed by the Company or by a related company, subject to enrolment in a company savings plan, up to a maximum of 2% of the share capital***
- The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Extraordinary General Meetings, and having reviewed the Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of Articles L. 3332-18 to L. 3332-24 of the French Labour Code as well as the provisions of the French Commercial Code, in particular its Articles L. 225-129-2, L. 22-10-49, L. 225-129-6, L. 225-138-1, L. 228-91 et seq.:
1. delegate powers to the Board of Directors to decide on the issuance, on one or more occasions, of:
 - 1.1 ordinary shares, or
 - 1.2 equity securities giving access 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 and Article L. 3344-1 of the French Labour Code (the "Recipients");
 2. establish as follows the limits of the issues thus authorised:
 - 2.1 resolve that this delegation of powers may not give access to a total number of shares representing more than 2% of the Company's share capital (as assessed at the date when the Board of Directors makes use of this delegation of powers),
 - 2.2 it being specified that this will be supplemented by any additional number of shares to be issued to protect the rights of holders of securities giving access to the share capital of the Company, in accordance with legal and regulatory provisions and any contractual clauses providing for other adjustments;

3. in the event that the Board makes use of this delegation of authority:
 - 3.1 resolve 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,
 - 3.2 resolve 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;
4. resolve that the subscription price of securities issued under this resolution may not be:
 - 4.1 higher than the average of the listed share price over the 20 trading days preceding the date of the decision setting the opening date of the subscription period decided by the Board of Directors,
 - 4.2 or lower than this average less the maximum discount required by the laws and regulations in force at the date of the Board of Directors' decision, with the stipulation that the Board of Directors may adjust or remove this discount if it deems necessary in order to take into account, in particular, locally applicable legal, accounting, tax and workforce-related systems;
5. resolve that the Board of Directors may provide for the allotment of shares or of other 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 mentioned above, 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 2% of the Company's share capital referred to above;
6. formally note that, with regard to shares to be issued in lieu of some or all of the employer contribution and/or the discount, the Board of Directors may decide to increase the share capital accordingly by capitalising reserves, earnings, issue premiums or other amounts that may be capitalised in favour of the Recipients, thus entailing:
 - 6.1 the corresponding waiver by the shareholders of that portion of reserves, earnings, premiums or other amounts thus capitalised,
 - 6.2 and the automatic waiver by the shareholders of their pre-emptive subscription right. The corresponding capital increase shall be deemed to have been completed upon final allotment of the shares in question to the Recipients;
7. grant full powers to the Board of Directors, with the ability to sub-delegate these powers, to implement this delegation of authority as provided by law, and in particular to complete all legal formalities and execute all legal instruments to record the capital increases carried out pursuant to this authorisation, amend the Articles of Association accordingly and, more generally, take whatever action is required;
8. set the duration of this delegation of powers for a period of 26 months with effect from the date of this General Meeting and acknowledge that this delegation of powers supersedes, in relation to the unused portion, any previous delegation of powers having the same purpose.

Requiring the approval of the Ordinary General Meeting

Resolution 29

Powers granted to carry out formalities

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

Special report of the Board of Directors

SPECIAL REPORT OF THE BOARD OF DIRECTORS ON ALLOTMENTS OF FREE SHARES – FINANCIAL YEAR ENDED 31 DECEMBER 2021

In accordance with the provisions of Article L. 225-197-4 of the French Commercial Code, we are pleased to present our report on transactions carried out pursuant to the provisions of Articles L. 225-197-1 to L. 225-197-3 of the aforementioned Code relating to allotments of free shares.

1. Allotment of free shares in 2021

You are reminded that Resolution 23 of the Combined General Meeting of 12 June 2018 authorised the Board of Directors to award free shares to employees and company officers of the Company or the Group to which it belongs, under the following terms and conditions:

- **Recipients:** Employees and/or eligible company officers (as defined in paragraph 1 of Article L. 225-197-1 II and Article L. 22-10-59 III of the French Commercial Code) of the Company or of any related companies as defined in Article L. 225-197-2 of the French Commercial Code, or certain categories of such individuals.
- **Maximum number of shares:** The maximum number of shares shall not exceed 3% of the share capital at the date of the allotment decision, with a sub-limit of 5% of that 3% limit for allotments to executive company officers of the Company, it being understood that this 3% limit is an overall limit covering all issues to employees and company officers for which authorisation is given to the Board.
- **Validity of the authorisation:** 38 months, i.e. until 12 August 2021.

Under this authorisation, at its meeting of 26 May 2021 the Board of Directors allotted 219,200 rights to free performance shares to some of the Company's employees and company officers and related companies as defined in Article L. 225-197-2 of the French Commercial Code, which it designated. This allotment is subject to a condition of continued employment as well as vesting conditions based on a target comprising financial performance conditions and a CSR condition. The financial performance conditions, counting for 90% of the plan, are based on three performance criteria, all weighted equally (the Company's organic consolidated revenue growth, consolidated operating profit on business activity as a percentage of revenue, and consolidated free cash flow), assessed for financial years 2021, 2022 and 2023. The CSR condition, counting for 10% of the plan and whose attainment will be measured at 31 December 2023, relates to the number of women in senior management positions. It is determined based on the proportion of women in the Group's senior management positions (defined as the two highest echelons, levels 5 and 6).

Under this plan, 3,000 rights to free performance shares were allotted to an executive company officer of the Company (Vincent Paris, Chief Executive Officer).

2. Vesting of free shares in 2021

The following decision was made by the Chief Executive Officer, acting on the authority of the Board of Directors:

- Decision by the Chief Executive Officer of 1 April 2021 making use of the authorisation given by the Board of Directors on 25 February 2021 to allot free shares under the free performance share plan put in place by Sopra Steria Group SA on 16 February 2018: full and final allotment of 67,680 shares with a par value of €1 each to 146 grantees, through the remittance of shares held in treasury.

It should be noted that at that time 1,905 performance shares vested with the Chief Executive Officer in connection with his corporate office within the Company.

The number of free performance shares vested by the Company in 2021 to the Company's top ten non-company-officer employee free share grantees was as follows:

	Number of shares	Unit value <i>(opening share price on the date of allotment)</i>
Sopra Steria plan of 16 February 2018	12,700	€142.10

The Board of Directors

DRAFT RESOLUTIONS SUBMITTED TO THE SHAREHOLDERS' MEETING

Special report of the Board of Directors

Request for documents and information

sopra  steria

COMBINED GENERAL MEETING OF SHAREHOLDERS

WEDNESDAY 1ST JUNE 2022 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
Or by postal mail:
6 Avenue Kleber, 75116 PARIS
Or by email at:
lima.abdellaoui@soprasteria.com

REPLY FORM TO REQUEST FOR DOCUMENTS AND INFORMATION

COMBINED GENERAL MEETING OF SHAREHOLDERS

WEDNESDAY 1ST JUNE 2022 AT 2:30 P.M.

Ms M

LAST NAME:

First (and middle) name:

Full address:

Post code: City:

Shareholders ⁽¹⁾:

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:2022

Signature

Registered shareholders may send a single request to have the Company send the documents and information described above for each subsequent General Meeting. The same right is accorded to all holders of bearer shares who can prove their ownership by submitting a deposit certificate for a securities account in the name of the shareholder (attestation d'inscription en compte) kept by an intermediary, as set out in Article L. 211-3 of the French Monetary and Financial Code.

(1) Tick the appropriate box.



Contacts



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Investor Relations Director

Olivier Psaume

Phone: +33.1.40.67.68.16

Email: investors@soprasteria.com

ESG Investor Relations

Phone: +33.1.40.67.86.88

Individual Shareholder Relations

Phone: +33.1.40.67.68.26

Corporate Responsibility Director

Fabienne Mathey-Girbig

Email: corporate.responsibility@soprasteria.com



Sopra Steria Group

Head office
6 avenue Kleber
FR 75116 Paris
Phone: +33(0)1 40 67 29 29
Fax: +33(0)1 40 67 29 30

contact-corp@soprasteria.com
www.soprasteria.com