

The world is how we shape it

sopra  steria

# 2023

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# Combined General meeting

## Convening notice

Wednesday 24<sup>th</sup> May 2023 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

Telephone: +33(0)1 40 67 29 29  
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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 digital version of the 2022 Universal Registration Document and the Notice of Meetings are available on the Sopra Steria website : <https://www.soprasteria.com/home>



# Chairman's message

“...a long-term vision energising a corporate plan that creates value...”



**Pierre Pasquier**

**Chairman and Founder  
of Sopra Steria Group**

The events of 2022 drew attention to the importance of the strategic challenges that a Group such as Sopra Steria will need to address over the coming years.

Geopolitical tensions, energy transition, climate change, social upheavals, digitalisation of the economy and lifestyles are all on today's agenda. And all these changes are disruptive factors that need to be embedded not only in our strategy but also in our strategy formulation and adaptation process.

Sopra Steria's mission is to guide our clients, partners and employees towards bold choices to build a positive future by putting digital technology to work for the benefit of people. Our decision-making and our actions help shape a long-term vision energising a corporate plan that creates value shared between our clients, our employees and our shareholders over the long term. Our business model thus puts value ahead of volume.

Human resources are a major strategic priority. We need to recruit, retain, motivate and provide meaningful jobs for both existing and future employees at a time when society is in the throes of deep-rooted change. We believe the values underpinning our corporate culture can guide and sustain the collective commitment to our long-term aims. If we are to live by these values, we need to address two major priorities—we have to be a learning organisation and also a responsible organisation. Being a learning organisation means we constantly need to train staff and promote emerging talent.

Being a responsible organisation means keeping a watchful eye on the work environment and conditions, gender equality and diversity, and fair treatment of all individuals, all while taking steps to reduce the size of our environmental footprint.

Digital sovereignty and trust are also gaining more strategic importance. The growing inroads made by digitalisation in all human endeavours and the resurgence of geopolitical tensions clearly brought this to the fore in 2022. And that's why we made the decision to step up our presence in the defence, space, aerospace, energy and cybersecurity sectors. The acquisition of CS Group will help to expand our skill set and areas of expertise and to create a leading prime contractor in digital services and critical systems for these areas.

In 2023, Sopra Steria will accelerate these changes so we can provide our clients with even more innovations and outperform our competitors. The increase in our 2022 results represents solid progress towards our goal of matching our industry's top performers.

In this document, you will find all the information related to the 2023 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.

# 1. Agenda and formalities governing participation in the General Meeting

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# Agenda

The shareholders of Sopra Steria Group are invited to attend the Combined General Meeting to be held on Wednesday, 24 May 2023, at 2:30 p.m., at Pavillon Dauphine, Place du Maréchal de Lattre de Tassigny, 75116 Paris (France), to vote on the following agenda.

## Requiring the approval of the Ordinary General Meeting

- 1) Approval of the parent company financial statements for financial year 2022;
- 2) Approval of the consolidated financial statements for financial year 2022;
- 3) Appropriation of earnings for financial year 2022 and setting of the dividend;
- 4) Approval of disclosures relating to the compensation of company officers 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;
- 5) Approval of the fixed, variable and exceptional items of compensation making up the total compensation and benefits of any kind paid during financial year 2022 or allotted in respect of that period to Pierre Pasquier, Chairman of the Board of Directors;
- 6) Approval of the fixed, variable and exceptional items of compensation making up the total compensation and benefits of any kind paid during financial year 2022 or allotted in respect of that period to Vincent Paris, Chief Executive Officer (from 1 January to 28 February 2022);
- 7) Approval of the fixed, variable and exceptional items of compensation making up the total compensation and benefits of any kind paid during financial year 2022 or allotted in respect of that period to Cyril Malargé, Chief Executive Officer (from 1 March to 31 December 2022);
- 8) Approval of the compensation policy for the Chairman of the Board of Directors;
- 9) Approval of the compensation policy for the Chief Executive Officer;
- 10) Approval of the compensation policy for Directors for their service;
- 11) Decision setting the total annual amount of compensation awarded to Directors for their service at €700,000;
- 12) Reappointment of Sylvie Rémond as a Director for a term of office of four years;
- 13) Reappointment of Jessica Scale as a Director for a term of office of four years;
- 14) Reappointment of Michael Gollner as a Director for a term of office of four years;
- 15) Appointment of Sonia Criseo as a Director for a term of office of two years;
- 16) Appointment of Pascal Daloz as a Director for a term of office of three years;
- 17) Appointment of Rémy Weber as a Director for a term of office of two years;
- 18) 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

- 19) 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 affiliated companies, subject to a cap of 1.1% of the share capital, entailing the waiver by the shareholders of their pre-emptive subscription right;
- 20) 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 an affiliated 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

- 21) Powers granted to carry out 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, 22 May 2023 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, 22 May 2023 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, 22 May 2023 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

#### 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, 5 May 2023 at 9.00 a.m to Tuesday, 23 May 2023 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](http://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 to activate their Sharinbox By SG Markets account. On the Sharinbox welcome page, shareholders will find all information necessary to guide them through the process. If the shareholder has already activated their account using their email address as their username, their access code is not required, and they can use this email address to log in. Shareholders will have received their password by post when opening their registered account with Société Générale, or by post over the past few days. If this has not yet been done, shareholders activate their account so as to benefit from the latest version of authentication.

If a shareholder loses or forgets their password, they follow the procedure online on the authentication page.

- **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 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:

- 1) attending the General Meeting in person;
- 2) voting remotely prior to the General Meeting
- 3) 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

**1) Holders of directly registered** or intermediary-registered shares must ensure their request for an admission card is received before 22 May 2023 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.

**2) 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 22 May 2023 at 12.00 noon (Paris time). If, despite having submitted a request, holders of bearer shares have not received their admission card by 22 May 2023, 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

**1) 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.

**2) 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, 22 May 2023 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](mailto: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](mailto:assembleegenerale@soprasteria.com), and received no later than the 25th day preceding the General Meeting, i.e. 29 April 2023, 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 March 27, 2023, i.e. 16 April 2023. 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, 22 May 2023 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](mailto:assembleegenerale@soprasteria.com) no later than the fourth business day preceding the General Meeting, i.e. by Wednesday, 17 May 2023. 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, 03 May 2023.

Prior notice of the Combined General Meeting was published in the Bulletin des Annonces Légales Obligatoires dated 27 March 2023. The official notice will be published in the Bulletin des Annonces Légales Obligatoires and in the Eco des Pays de Savoie newspaper on 5 May 2023.

# 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".**

**A**  JE DÉSIRES ASSISTER À CETTE ASSEMBLÉE et demande une carte d'admission : dater et signer au bas du formulaire // I WISH TO ATTEND THE SHAREHOLDER'S MEETING and request an admission card: date and sign at the bottom of the form

**B**  JE VOTE PAR CORRESPONDANCE // I VOTE BY POST

**C**  JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE Cf. au verso (3) // I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING See reverse (3)

**D**  JE DONNE POUVOIR À : Cf. au verso (4) // I HEREBY APPOINT: See reverse (4)

**REGARDLESS OF YOUR CHOICE, SIGN AND DATE THE BOX BELOW.**

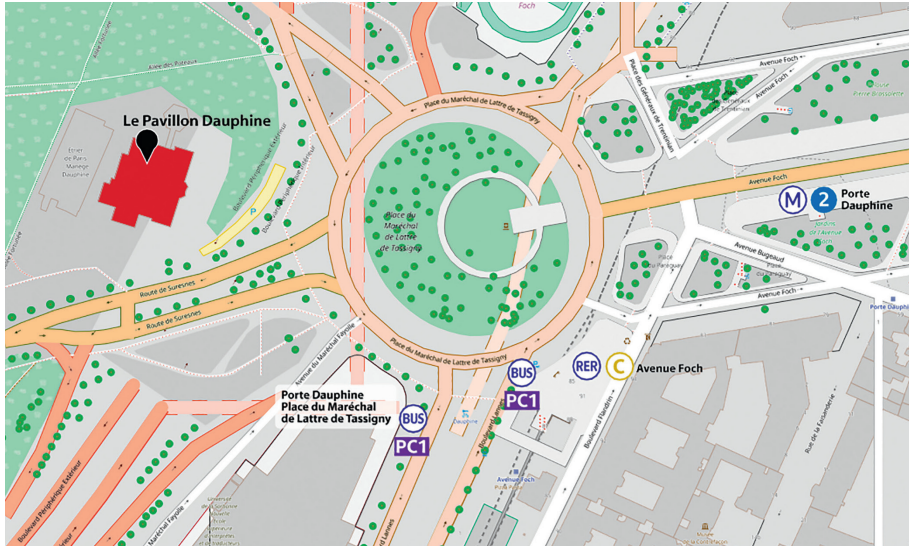
**VERIFY YOUR FIRST AND LAST NAME AND ADDRESS.**

**DATE & SIGNATURE**

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](http://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's presentation

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# Activities and strategy

## Key figures for 2022

Sopra Steria, a European Tech leader recognised for its consulting, digital services and software development, helps its clients drive their digital transformation to 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

€5.1bn

€4.4bn Digital services

€0.7bn Development of business solutions

Organic growth of 7.6% <sup>1</sup>

#### Operating profit on business activity

€453.1m

8.9% of revenue

#### Net profit attributable to the Group

€247.8m

4.9% of revenue

#### Basic earnings per share

€12.23

#### Dividend per share

€4.30<sup>2</sup>

#### Equity

€1.9bn

#### Net financial debt

€152.0m

equal to 0.31 x 2022 pro forma EBITDA before the impact of IFRS 16

#### Market capitalisation at 31/12/2022

€2.9bn

#### Number of employees

49,690

#### Number of offices

184

#### Number of countries

30

#### TOP 5

European digital services companies

#### TOP 12

Digital services companies operating in Europe

<sup>1</sup> Alternative performance measures are defined in the glossary of this document.

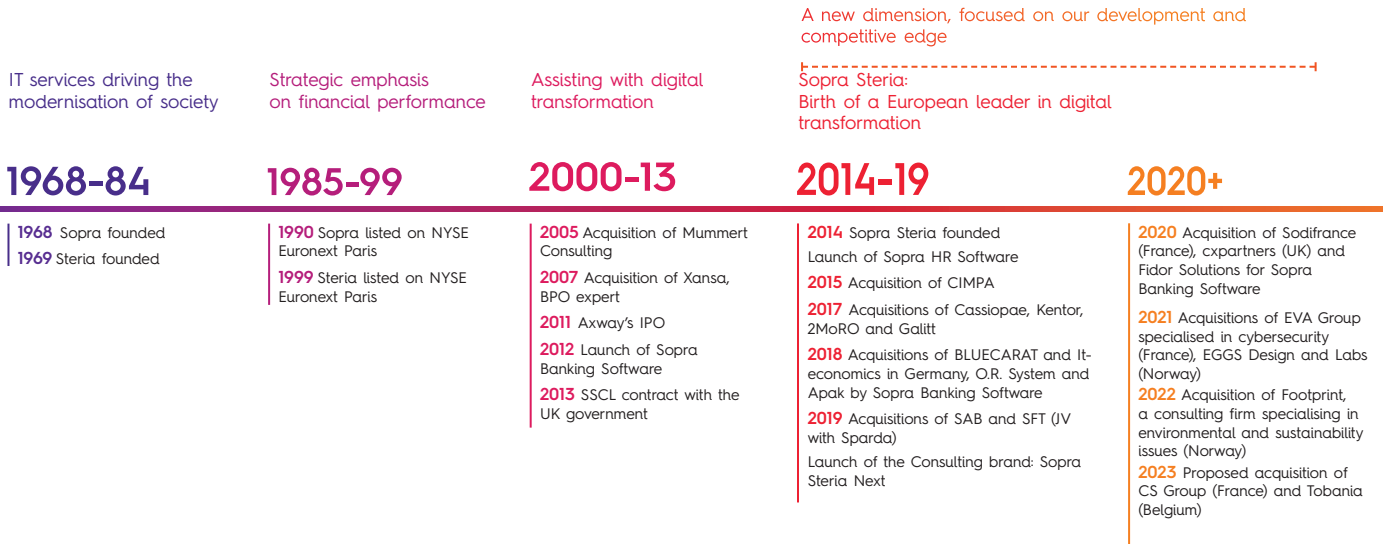
<sup>2</sup> Dividend proposed for approval at the General Meeting of 24 May 2023

See **Chapter 5** for more information of Sopra Steria's 2022 Universal Registration Document



## History and corporate plan

### More than 50 years of steady growth and transformation



### Key points of the corporate plan

#### 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

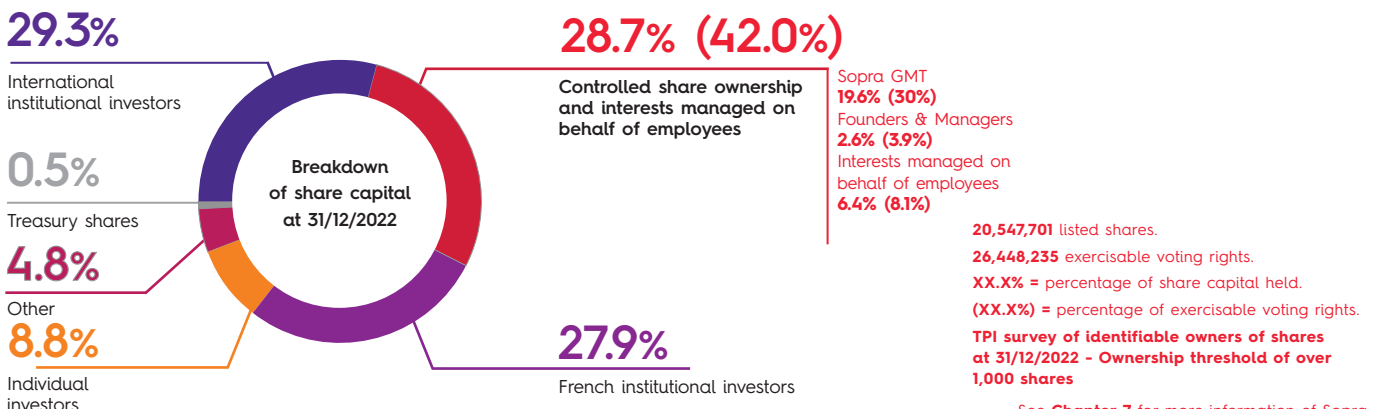
Agility, rapid decision-making, and speed of execution are hard-wired into Sopra Steria's DNA. Our ethos is predicated on an unwavering focus on client service, autonomous decision-making, collective endeavour and respect for others

#### 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 Universal Registration Document 2022

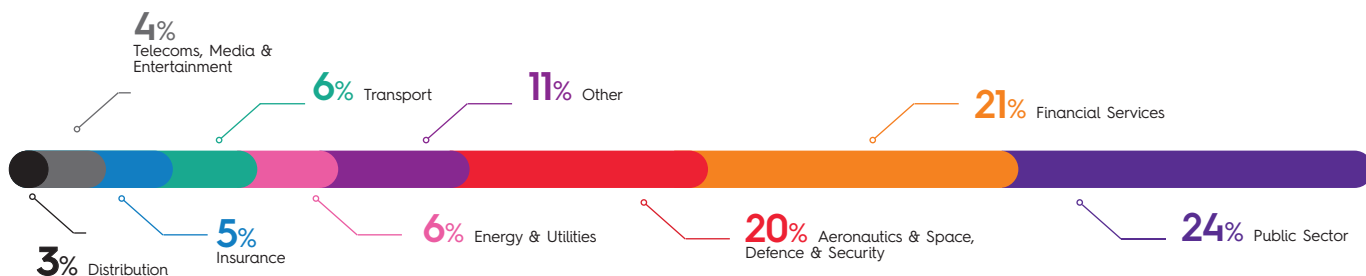
### A core shareholder backing the corporate plan



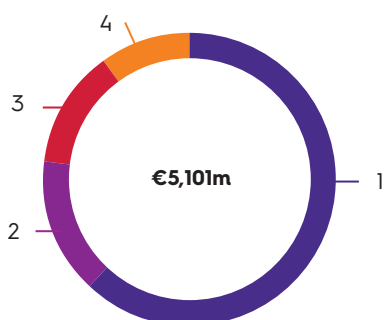
See **Chapter 7** for more information of Sopra Steria's Universal Registration Document 2022

# Breakdown of revenue and the workforce

## Group revenue by vertical market

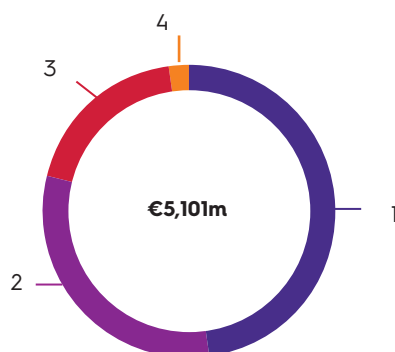


## Group revenue by business line



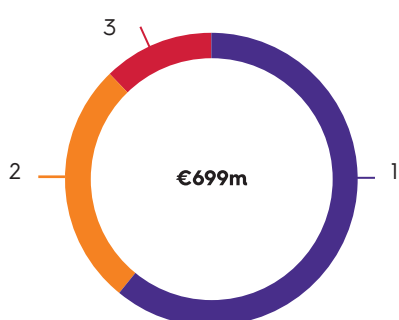
- 1. Consulting, systems integration **62%**
- 2. Development of business solutions **15%**
- 3. Business Process Services **13%**
- 4. Hybrid Cloud & Technology services **10%**

## Group revenue by geographic region



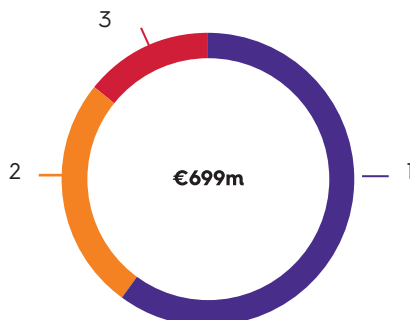
- 1. France **48%**
- 2. Other Europe **31%**
- 3. United Kingdom **19%**
- 4. Rest of the World **2%**

## Solutions revenue by product



- 1. Sopra Banking Software **61%**
- 2. Sopra HR Software **27%**
- 3. Property Management Solutions **12%**

## Solutions revenue by geographic region



- 1. France **60%**
- 2. Rest of Europe **26%**
- 3. Rest of the World **14%**

## Workforce

Group  
**49,690**  
employees

France  
**19,822**

United Kingdom  
**7,440**

Other Europe  
**12,583**

Rest of the World  
**435**

International Service Centres  
**9,410**  
(India, Poland, Spain and North Africa)

See **Chapter 5** for more information of Sopra Steria's Universal Registration Document 2022

# Strategy & Ambitions

## Strategy

Sopra Steria's strategy is built around its independent corporate plan focused on sustainable value creation for its stakeholders. This Europe-wide corporate plan is underpinned by expansion through organic and acquisition-led growth. Its goal is to generate substantial added value by leveraging a comprehensive range of end-to-end solutions, driven by our powerful consulting and software businesses and our combination of 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

### Focus strategy

100 European key accounts  
8 preferred verticals of which 3 top-priority:

- Financial Services
- Aerospace, Defence & Security
- Public sector

Specific business areas

### Offering strategy

End-to-end approach  
Strengthening of consulting  
Tech & Digital

- Cloud, Cyber, AI, Data, Blockchain Software
- Sopra Banking & Sopra Financing Platform
- Human Resources
- Property Management

### Digital and industrial production model

Industrial approach  
DevOps and Asset-based platforms  
X-shore  
Cloud centers of excellence - Data - AI

## Medium-term ambitions

Sopra Steria's corporate 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.

Over the medium term, Sopra Steria is targeting compound annual organic revenue growth of between 4% and 6%, an operating margin on business activity of around 10%, and free cash flow of between 5% and 7% of revenue.

## 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;
- 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 the Company and its stakeholders: "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. The Group's plan is to establish and develop a European consulting capability specialising in business transformation through technology. The Group aims to help its clients define and deliver on the promises they make to their own clients and employees by seizing opportunities offered by the ongoing digital, environmental and social transitions, in support of the Group's strategy. The Group's ambition is to be a powerful and widely recognised European consulting firm at the cutting edge of innovation in technology and management, offering tailored solutions designed to address specific business issues while honouring its clients' culture and ESG <sup>(1)</sup> policy. The consulting business mainly operates in three segments: IT consulting; operational consulting, with a focus on Group clients' core business; and strategy consulting, with a focus on digital services and associated marketing, innovation and data use.

The prominence 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.

1) Environmental, Social and Governance.



## 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.

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 adapting its software 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;
- promoting new end-to-end approaches combining consulting and software: Providing IT strategy support for 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);
- roll-out 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 the most innovative in the market, applying a corporate venturing approach.

### TARGETING OF SPECIFIC VERTICALS

#### Focused business development

To support its positioning goals, 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; 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 (Financial Services, Aerospace, Defence & Security, Public Sector) are eligible for corporate investment or external growth transactions.

Starting in 2021, the organisation of the financial services vertical has been 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;
- 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 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

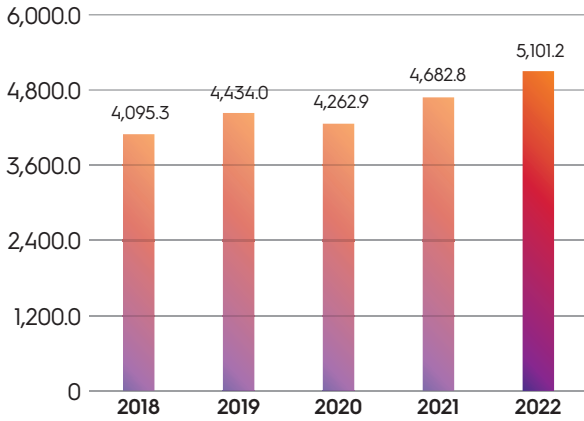
To fulfil the mission it has adopted, achieve the targets set in this regard and respond to its clients' growing demands, the Group is factoring social and environmental concerns into its strategy in three main areas:

- 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.

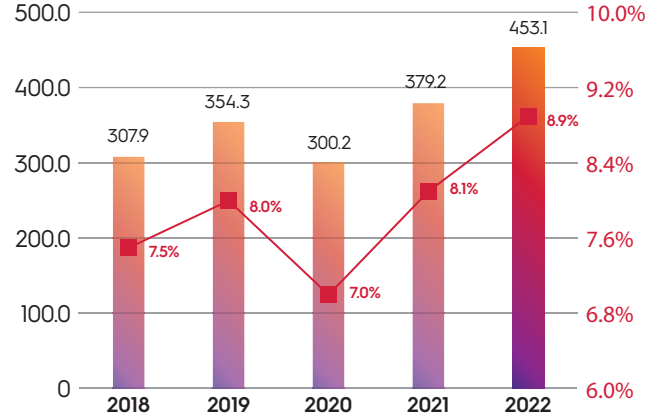
# Results and performance

## Financial performance

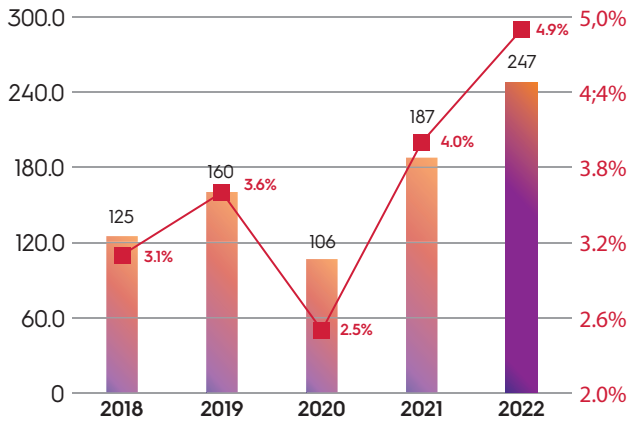
Revenue  
in millions of euros



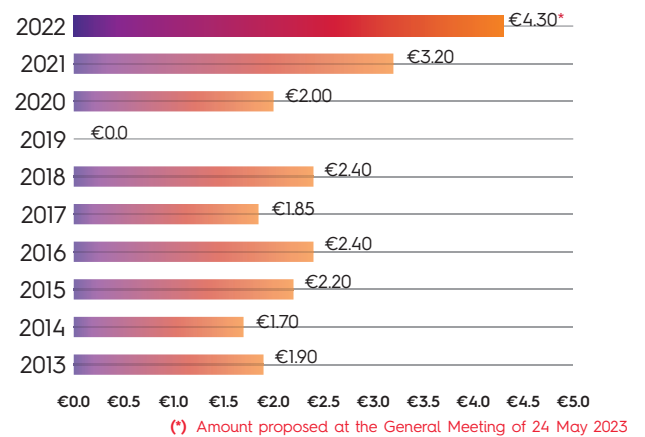
Operating profit on business activity  
in millions of euros and % of revenue



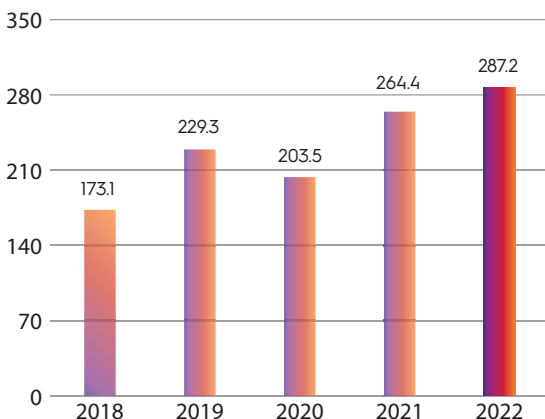
Net profit attributable to the Group  
in millions of euros and % of revenue



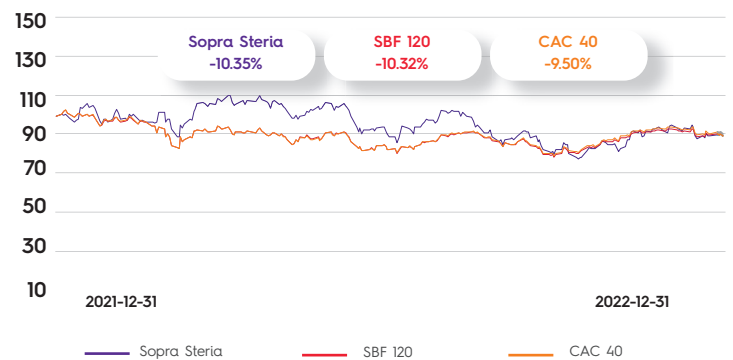
Dividend  
in euros per share



Free cash flow  
in millions of euros



Sopra Steria share price  
over 1 year\* compared to performance  
of SBF 120 and CAC 40



(\*) Rebased 100 at 31 December 2022 (Source: Euronext Paris)

# 2022 Full-year results

## Comments on 2022 performance

Cyril Malargé, Chief Executive Officer of Sopra Steria Group, commented:

"Our strong performance in 2022 puts us on track to achieve our medium-term goal: delivering an operating margin on business activity of around 10% in 2024 and being among the top-performing players in our sector. As regards the financial targets set at the beginning of the year, we achieved our profitability target and exceeded our growth and cash flow targets. We also ramped up implementation of our strategy in 2022. We began to strengthen our business in areas where sovereignty issues are becoming increasingly important (defence, space, energy, cybersecurity, etc.), and at the same time, we worked to grow our market share in those European countries we consider strategic for our future development. We reviewed our operating model and reinforced leadership in our consulting business. We boosted our operational efficiency on multiple fronts: through the value we deliver to our clients, efficient management of our human resources, optimisation of our costs and an increased return on capital employed. Lastly, I'm proud to point out that, alongside this uplift in performance, we once again improved our score on our annual Great Place To Work® survey and were confirmed as being on CDP's A List <sup>(1)</sup> for the 6<sup>th</sup> year running."

Financial year 2022 brought a further uplift in the Group's **profitability**. **Six entities** accounting for **74%** of total revenue have now achieved an operating margin on business activity of 10% or higher.

**Consulting** also delivered strong growth in 2022, with revenue up more than 18% at €435 million. Reflecting this strong trend, our average selling price increased by around 5% and the number of consultants rose by 400. The arrival of a Group Executive Director for consulting in October 2022 and a reorganisation to bring all our consultants in France together into a dedicated business unit will further boost our momentum and deliver higher added value.

The proposed acquisition of **CS Group**, announced in the middle of the year, is in line with our strategic goal of strengthening Sopra Steria's positioning in digital sovereignty and trust for major European clients. The finalisation of this acquisition in 2023 will position the Group as a major player in defence and space (c. €700 million in revenue), aeronautics (c. €600 million), energy and utilities (c. €350 million) and cybersecurity (over €200 million).

The proposed acquisition of **Tobania** in Belgium will double the Group's presence (over €200 million in revenue) in a country considered strategic in Europe in light of its market potential and the presence of European institutions.

We took a number of steps to boost our **operational efficiency**. We sought to move our offerings further up the value chain

wherever possible and average selling prices rose across our business lines. We embarked on a programme to reduce our real estate footprint. We also ramped up the expansion of our offshore resources: the number of employees based in India rose by 14.2% in the year, compared with a 4.7% increase in the workforce as a whole. Consequently, resources at international service centres now account for 19% of the total workforce (up 0.6 points from 2021). These various factors contributed to the improvement in profitability and improved our return on capital employed, which rose 2.7 points to 14.1% <sup>(2)</sup>.

## DETAILS ON 2022 OPERATING PERFORMANCE

**Consolidated revenue** totalled €5,101.2 million, an increase of 8.9%. Changes in scope had a positive impact of €46.9 million, and currency fluctuations had a positive impact of €12.2 million. At constant scope and exchange rates, revenue growth was 7.6%. The fourth quarter was one of the most buoyant in the year, with revenue up 8.0%.

**Operating profit on business activity** came to €453.1 million, up 19.5% relative to 2021. Operating margin on business activity increased by 0.8 points to 8.9% (8.1% in 2021).

The **France reporting unit** (40% of the Group's revenue) generated revenue of €2,039.0 million, representing organic growth of 9.7%. Business remained buoyant in the fourth quarter, with revenue up 9.5%. This performance was driven throughout the year by product life cycle management, cybersecurity and consulting, including in the fourth quarter, when consulting revenue was up 22%. The best-performing vertical markets were aeronautics, defence and transport. The reporting unit's operating margin on business activity improved by 1.4 points to 10.0%.

Revenue for the **United Kingdom** (18% of the Group's total) was €890.6 million, representing organic growth of 7.3%, while growth in 2021 had already been very high (13.9%). The two joint ventures specialising in business process services for the public sector (NHS SBS and SSCL) delivered average growth of 3.8%, with revenue coming in at €455.8 million. The defence and security sector was up 20.6% and the public sector 7.5%. The private sector posted full-year growth of 5.7%. The reporting unit's operating margin on business activity improved by 1.4 points to 10.5%.

The **Other Europe** reporting unit (29% of Group revenue) posted organic revenue growth of 8.3% at constant scope and exchange rates to €1,473.0 million. The fastest growth was seen in Scandinavia and, to a lesser extent, Benelux, Spain and Italy. The situation in Germany normalised in the second half of the year. The reporting unit's overall operating margin on business activity was 6.2% (7.8% in 2021). Countries in the reporting unit generated a full-year margin of almost 8% after the margin returned to nearly 10% in the second half. Sopra Financial Technology had a slightly more dilutive effect in 2021.

1) Every year, more than 13,000 companies and organisations around the world provide details on their environmental performance to CDP for independent assessment against its scoring methodology for the benefit of investors, purchasers and other stakeholders.

2) Return on capital employed (RoCE): see definition in the alternative performance measures appended to this document.

Revenue for **Sopra Banking Software** (8% of Group revenue) came to €426.5 million, an organic contraction of 2.3%. This was mainly the result of a decline in services revenue. Meanwhile, software revenue rose 1.3%, notably thanks to a 6.1% increase in subscriptions and resilient licence sales relative to 2021 levels. Revenue from the SBP Digital Banking Suite was up 13%. The R&D transformation programme generated an €10 million saving on development costs in the year, helping the continued turnaround in the reporting unit's profitability: operating profit on business activity came in at €27.6 million, giving a margin of 6.5% (vs 4.0% in 2021).

The **Other Solutions** reporting unit (5% of Group revenue) posted revenue of €272.1 million, representing organic growth of 5.6%. Human resources solutions posted growth of 7.2%, while property management solutions grew by 2.2%. Both businesses had a strong fourth quarter, delivering organic growth of around 6%. The operating margin on business activity improved substantially, rising 2.9 points to 13.0% (10.1% in 2021).

## Comments on the components of net profit attributable to the Group and financial position at 31 December 2022

**Profit from recurring operations** came in at €397.6 million equating to growth of 17.2%. It included a €23.2 million share-based payment expense and a €32.3 million amortisation expense on allocated intangible assets.

**Operating profit** reached €361.3 million, representing an increase of 19.1%, after a net expense of €36.3 million for other operating income and expenses.

**The tax expense** totalled €83.2 million, an effective tax rate of 24.0%.

**The share of profit/loss from equity-accounted companies** was a loss of €14.7 million (profit of €1.8 million in 2021). This includes an impairment loss (which is non-recurring and has no impact on cash) announced by Axway Software on 24 October 2022 in keeping with strategic decisions about its product portfolio and medium-term improvements in its operating performance.

After deducting €1.2 million in **minority interests, net profit attributable to the Group** came to €247.8 million, a rise of 32.0% on 2021.

**Basic earnings per share** came to €12.23, up 31.9% (€9.27 in 2021).

**Free cash flow** was very strong, at €287.2 million (€264.4 million in 2021) in particular due to an increase in EBITDA of 8.2% (up €45.2 million) and strict management of the average payment period of trade receivables.

**Net financial debt** totalled €152.0 million, down 53.5% from its level at 31 December 2021. As at end-December 2022, it was equal to 8% of equity and 0.31x pro forma EBITDA for 2022 before the impact of IFRS 16 (with the financial covenant stipulating a maximum of 3x).

## Proposed dividend in respect of financial year 2022

At the next General Meeting of Shareholders, to be held on 24 May 2023, Sopra Steria will propose the payment of a dividend of €4.30 per share (vs. €3.20 per share in respect of financial year 2021). The ex-dividend date will be 29 May 2023. The dividend will be payable as from 31 May 2023.

## Workforce

Over **13,000** new employees joined the Group in 2022.

The Group's **net headcount** stood at 49,690 at end-December 2022 (up 4.7% year on year).

Headcount at international service centres (in India, Poland, Spain, etc.) increased to 18.9% of the total workforce, notably as a result of a 14.2% increase in the workforce in India.

The **subcontracting rate** was once again close to its pre-pandemic level and 2 to 4 percentage points higher than at end-December 2020, depending on the region.

The **workforce attrition** rate was 17.0%, compared with 16.0% in 2021.

## 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**, CDP confirmed in December 2022 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 6th year in a row. This recognition notably reflects the Group's target <sup>(1)</sup> of achieving an 85% reduction in its greenhouse gas emissions by 2040 (vs a 2015 baseline). As at end-December 2022, a reduction of 68% <sup>(2)</sup> had been achieved. By way of illustration, over the course of the year more than 19,000 Group employees received training in eco-friendly digital behaviours and more than 16,000 in issues relating to net-zero emissions.

In the field of **social responsibility**, in 2022 Sopra Steria secured GEEIS (Gender Equality European and International Standard) accreditation <sup>(3)</sup>, which assesses firms' human resources policies from a gender equality perspective. Other areas of progress in the year included signing the Corporate Parenthood Charter in France to promote a working environment and management culture conducive to work-life balance.

More generally, **human resources** is a key issue for Sopra Steria. The annual survey conducted in 2022 found that 78% of employees would recommend Sopra Steria as a great place to work (up 6 points from 2021), making virtually all the Group's entities eligible for Great Place to Work® certification.

1) Target approved by the Science Based Targets initiative (SBTi) and aligned with the aim of limiting the increase in the average global temperature to 1.5°C.

2) Emissions from direct activities (Scopes 1 and 2 and business travel) excluding impact of Covid-19.

3) This accreditation, developed by Arborus and audited by Bureau Veritas Certification, assesses and promotes firms that adopt a proactive approach to gender equality at both parent company and subsidiary level by putting in place effective tools to manage their gender equality policies.



## Targets

In a still uncertain economic environment, Sopra Steria has set itself the following **targets for 2023**:

- Organic revenue growth of between 3% and 5%
- Operating margin on business activity of slightly above 9%
- Free cash flow of at least €300 million

For **2024**, Sopra Steria confirms that it is targeting an operating margin on business activity of around 10%.

## External growth transactions and acquisitions in financial year 2022

During financial year 2022, Sopra Steria announced the following key transactions:

- On 11 July 2022, **Footprint** – a Norwegian consultancy specialising in environmental and sustainability solutions, which employs around twenty consultants – was added to the Group's scope of consolidation.
- On 28 July 2022, Sopra Steria announced its plan to acquire **CS Group** (see the press release related to this transaction). Merger control and foreign investment approvals could be obtained by the end of February 2023, which should pave the way for the acquisition of controlling interests and the filing of a simplified public tender offer before the end of the first quarter of 2023. The company was added to the Group's scope of consolidation since 1 March 2023.
- The proposed acquisition of **Tobania** was announced on 17 November 2022 (see the press release related to this transaction). The company was added to the Group's scope of consolidation since 1 March 2023.

## Infrastructure and technical facilities

A total of €55.3 million was invested in 2022 in infrastructure and technical facilities, as against €42.7 million in 2021.

Investments in facilities comprised the following:

- land and buildings: €0.0m;
- fixtures, fittings and furniture: €35.9m;
- IT: €19.4m.

## Consolidated statement of net income

<i>(in millions of euros)</i>	<i>Notes</i>	<b>Financial year 2022</b>	<b>Financial year 2021</b>
<b>Revenue</b>	4.1	5,101.2	4,682.8
Staff costs	5.1	-3,150.5	-2,911.7
External expenses and purchases	4.2.1	-1,331.3	-1,181.3
Taxes and duties		-42.8	-40.3
Depreciation, amortisation, provisions and impairment		-141.7	-172.5
Other current operating income and expenses	4.2.2	18.3	2.2
<b>Operating profit on business activity</b>		<b>453.1</b>	<b>379.2</b>
<i>as % of revenue</i>		8.9%	8.1%
Expenses related to stock options and related items	5.4	-23.2	-6.7
Amortisation of allocated intangible assets	8.2	-32.3	-33.2
<b>Profit from recurring operations</b>		<b>397.6</b>	<b>339.3</b>
<i>as % of revenue</i>		7.8%	7.2%
Other operating income and expenses	4.2.3	-36.3	-35.8
<b>Operating profit</b>		<b>361.3</b>	<b>303.4</b>
<i>as % of revenue</i>		7.1%	6.5%
Cost of net financial debt	12.1.1	-8.7	-8.7
Other financial income and expenses	12.1.2	-5.7	-9.5
Tax expense	6.1	-83.2	-93.5
Net profit from associates	10.1	-14.7	1.8
<b>Net profit from continuing operations</b>		<b>249.0</b>	<b>193.5</b>
Net profit from discontinued operations		-	-
<b>Consolidated net profit</b>		<b>249.0</b>	<b>193.5</b>
<i>as % of revenue</i>		4.9%	4.1%
Non-controlling interests	14.1.5	1.2	5.9
<b>NET PROFIT ATTRIBUTABLE TO THE GROUP</b>		<b>247.8</b>	<b>187.7</b>
<i>as % of revenue</i>		4.9%	4.0%
<b>EARNINGS PER SHARE (IN EUROS)</b>	<i>Notes</i>		
Basic earnings per share	14.2	12.23	9.27
Diluted earnings per share	14.2	12.13	9.19

## Results by reporting unit

### a. France

<i>(in millions of euros)</i>	Financial year 2022		Financial year 2021	
Revenue	2,039.0		1,824.9	
Operating profit on business activity	204.4	10.0%	156.3	8.6%
Profit from recurring operations	187.0	9.2%	152.9	8.4%
Operating profit	167.9	8.2%	137.8	7.6%

### b. United Kingdom

<i>(in millions of euros)</i>	Financial year 2022		Financial year 2021	
Revenue	890.6		823.1	
Operating profit on business activity	93.8	10.5%	75.1	9.1%
Profit from recurring operations	80.7	9.1%	63.1	7.7%
Operating profit	91.6	10.3%	67.2	8.2%

### c. Other Europe

<i>(in millions of euros)</i>	Financial year 2022		Financial year 2021	
Revenue	1,473.0		1,343.2	
Operating profit on business activity	91.9	6.2%	104.1	7.8%
Profit from recurring operations	85.6	5.8%	95.5	7.1%
Operating profit	72.3	4.9%	76.4	5.7%

### d. Sopra Banking Software

<i>(in millions of euros)</i>	Financial year 2022		Financial year 2021	
Revenue	426.5		434.1	
Operating profit on business activity	27.6	6.5%	17.5	4.0%
Profit from recurring operations	11.1	2.6%	2.8	0.7%
Operating profit	-1.1	-0.3%	-2.1	-0.5%

### e. Other Solutions

<i>(in millions of euros)</i>	Financial year 2022		Financial year 2021	
Revenue	272.1		257.5	
Operating profit on business activity	35.4	13.0%	26.1	10.1%
Profit from recurring operations	33.2	12.2%	24.9	9.7%
Operating profit	30.6	11.3%	24.1	9.4%

### f. Group

<i>(in millions of euros)</i>	Financial year 2022		Financial year 2021	
Revenue	5,101.2		4,682.8	
Operating profit on business activity	453.1	8.9%	379.2	8.1%
Profit from recurring operations	397.6	7.8%	339.3	7.2%
Operating profit	361.3	7.1%	303.4	6.5%

## Consolidated statement of financial position

<b>Assets</b> <i>(in millions of euros)</i>	<b>Notes</b>	<b>31/12/2022</b>	<b>31/12/2021</b>
Goodwill	8.1	1,943.9	1,984.3
Intangible assets	8.2	166.7	177.1
Property, plant and equipment	8.3	141.5	129.6
Right-of-use assets	9.1	359.9	343.1
Equity-accounted investments	10.2	183.5	198.1
Other non-current assets	7.1	114.0	81.9
Retirement benefits and similar obligations	5.3	38.5	20.4
Deferred tax assets	6.3	127.0	151.2
<b>Non-current assets</b>		<b>3,075.1</b>	<b>3,085.8</b>
Trade receivables and related accounts	7.2	1,104.2	1,020.1
Other current assets	7.3	410.6	447.9
Cash and cash equivalents	12.2	355.9	217.2
<b>Current assets</b>		<b>1,870.7</b>	<b>1,685.1</b>
Assets held for sale		-	-
<b>TOTAL ASSETS</b>		<b>4,945.8</b>	<b>4,771.0</b>
<b>Liabilities and equity</b> <i>(in millions of euros)</i>	<b>Notes</b>	<b>31/12/2022</b>	<b>31/12/2021</b>
Share capital		20.5	20.5
Share premium		531.5	531.5
Consolidated reserves and other reserves		1,298.3	1,094.5
<b>Equity attributable to the Group</b>		<b>1,850.3</b>	<b>1,646.5</b>
<b>Non-controlling interests</b>		<b>43.1</b>	<b>49.0</b>
<b>TOTAL EQUITY</b>	<b>14.1</b>	<b>1,893.4</b>	<b>1,695.5</b>
Financial debt – Non-current portion	12.3	320.1	448.4
Lease liabilities – Non-current portion	9.2	312.8	289.2
Deferred tax liabilities	6.3	68.5	51.5
Retirement benefits and similar obligations	5.3	190.3	310.1
Non-current provisions	11.1	51.8	62.9
Other non-current liabilities	7.4	15.5	15.8
<b>Non-current liabilities</b>		<b>959.0</b>	<b>1,178.0</b>
Financial debt – Current portion	12.3	187.7	95.8
Lease liabilities – Current portion	9.2	77.7	75.6
Current provisions	11.1	46.7	43.6
Trade payables and related accounts		318.2	328.9
Other current liabilities	7.5	1,463.0	1,353.6
<b>Current liabilities</b>		<b>2,093.4</b>	<b>1,897.5</b>
Liabilities held for sale		-	-
<b>TOTAL LIABILITIES</b>		<b>3,052.4</b>	<b>3,075.5</b>
<b>TOTAL LIABILITIES AND EQUITY</b>		<b>4,945.8</b>	<b>4,771.0</b>

## Summary for the last five financial years - Parent company financial statements

<i>(in thousands)</i>	2022	2021	2020	2019	2018
<b>Financial position at year-end</b>					
■ 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	-	-	-	-	-
<b>Results of operations for the year</b>					
■ Revenue excluding VAT	1,891,556	1,717,658	1,512,781	1,651,461	1,553,775
■ Profit before tax, depreciation, amortisation and provisions	230,059	174,360	131,796	150,240	127,749
■ Corporate income tax	-16,032	-15,468	-20,835	-14,713	-26,012
■ Profit after tax, depreciation, amortisation and provisions	167,666	156,867	142,276	147,078	124,706
■ Amount of profit distributed as dividends	88,355	65,754	41,095	-	38,013
<b>Earnings per share</b>					
■ Profit after tax but before depreciation, amortisation and provisions	11.98	9.24	7.43	8.03	7.48
■ Profit after tax, depreciation, amortisation and provisions	8.16	7.63	6.92	7.16	6.07
■ Dividend paid per share	4.30	3.20	2.00	-	1.85
<b>Employee data</b>					
■ Number of employees	13,336	13,236	12,997	13,451	13,083
■ Total payroll	684,774	665,161	625,364	635,496	610,196
■ Amount paid in respect of employee benefits (social security, employee discounts, etc.)	317,064	300,241	277,481	288,332	299,928

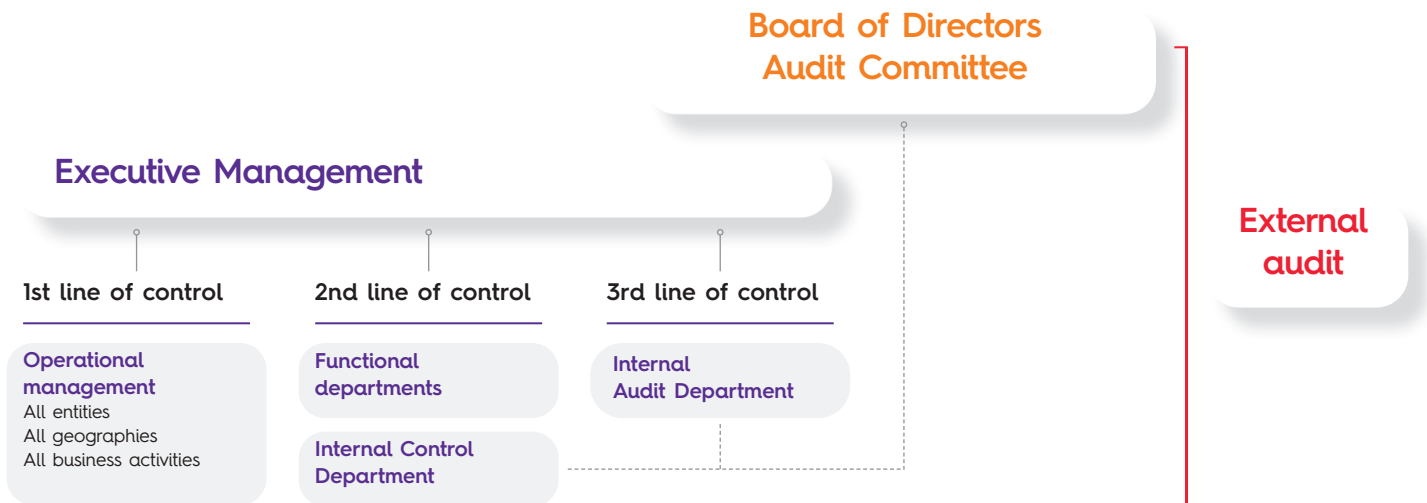
### Alternative performance indicators

- **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.
- **Free cash flow:** Net cash from operating activities; less investments (net of disposals) in property, plant and equipment, and intangible assets; less lease payments; less net interest paid; and less additional contributions to address any deficits in defined-benefit pension plans.
- **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:** 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 foreseeable, 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.
- **Return on capital employed (RoCE):** (Profit from recurring operations after tax + Profit from equity-accounted companies) / (Equity + Net financial debt)
- **Downtime:** Number of days between two contracts (excluding training, sick leave, other leave and pre-sale) divided by the total number of business days.



# 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 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 this document.

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 (●●●).

Risks related to strategy and external factors	Risks related to operational activities	Risks related to human resources	Risks related to regulatory requirements
<ul style="list-style-type: none"> <li>• Appropriate and adapted offerings ●●●</li> <li>• Acquisitions ●●</li> <li>• Loss of business from a major client or vertical ●</li> <li>• Reputational crises ●</li> </ul>	<ul style="list-style-type: none"> <li>• Repercussions of major external crises ●●●</li> <li>• Cybersecurity, protection of systems and data ●●</li> <li>• Marketing and execution of managed/operated projects and services ●●</li> </ul>	<ul style="list-style-type: none"> <li>• Ability to attract and retain employees - SNFP* ●●●</li> <li>• Development of skills and managerial practices - SNFP* ●●</li> </ul>	<ul style="list-style-type: none"> <li>• Risks related to regulatory requirements - SNFP* ●</li> </ul>

**NB:** 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.

**SNFP\*** 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 the Sopra Steria's Universal Registration Document 2022

# 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.

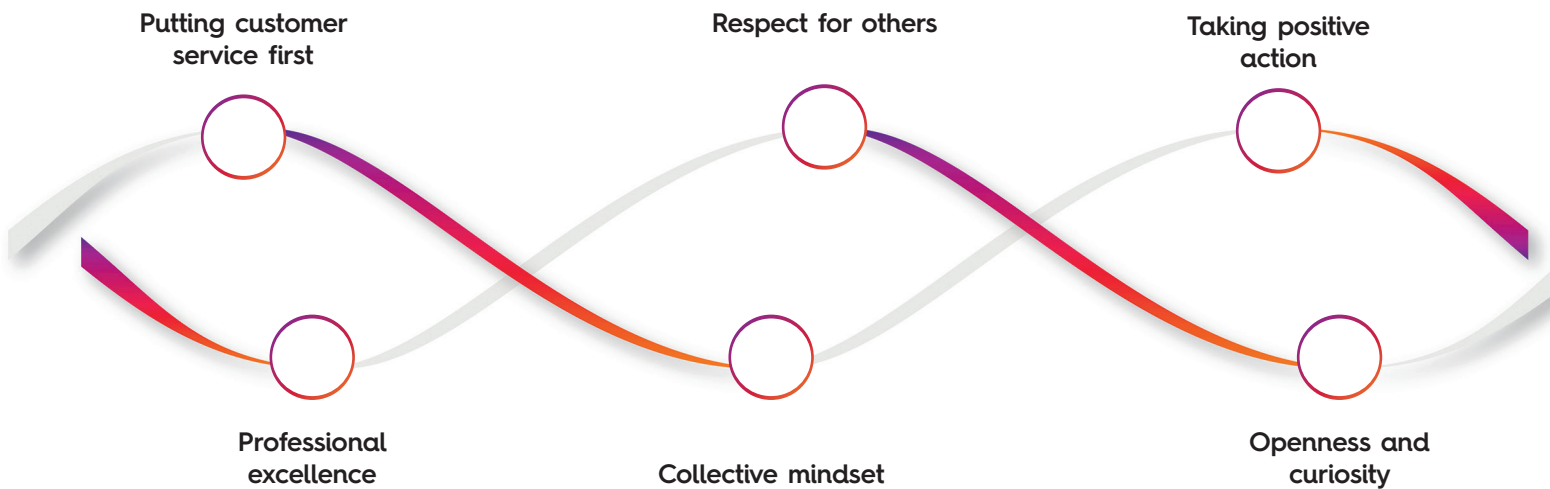
Beyond technology, we set great store by collective intelligence, in the firm belief it can help make the world a better place.

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...

## Key points of the corporate plan

### 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

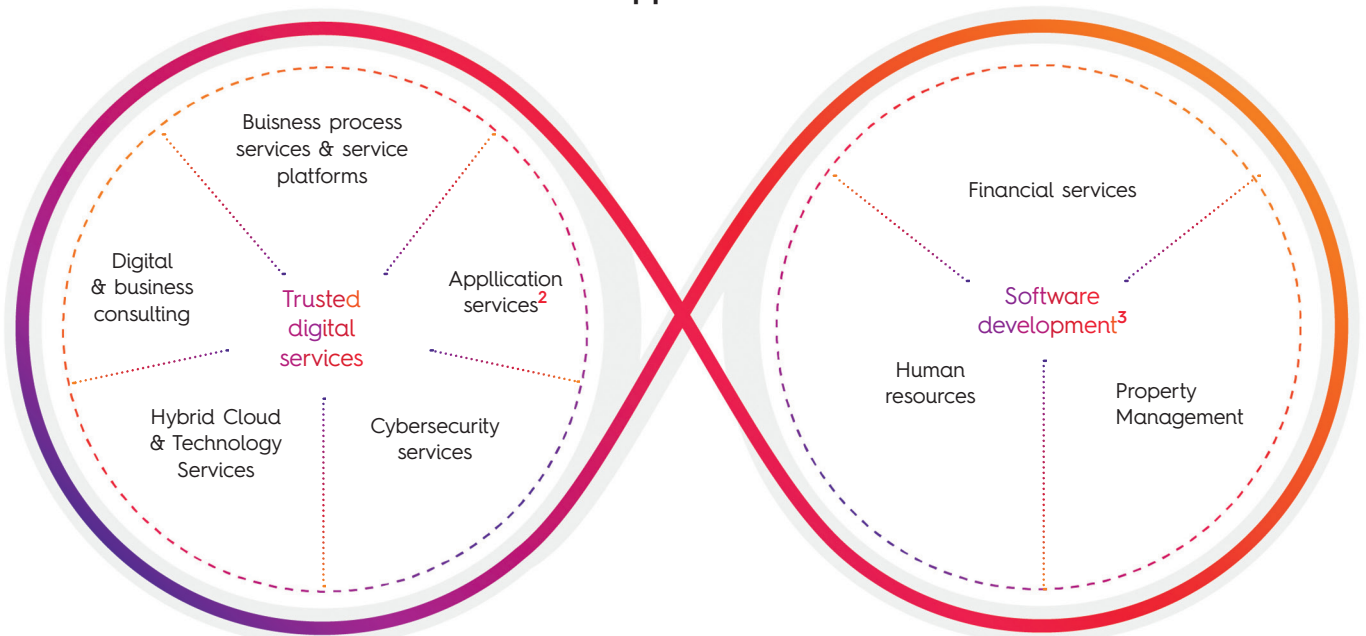
Sopra Steria provides end-to-end solutions to address the core business needs of large companies and organisations, helping them remain competitive and grow, supporting them throughout their digital transformation in Europe and around the world.

### Our market

- Spending on digital services in Western Europe: \$311bn in 2022<sup>1</sup>
- A market that is expected to grow between 7% and 8% per year between 2023 and 2026<sup>1</sup>.
- Sopra Steria ranks among the top 12 digital services companies operating in Europe (excluding captive service providers and purely local players)<sup>1</sup>.

## Our offering

### End-to-end approach



### Extensive range of solutions

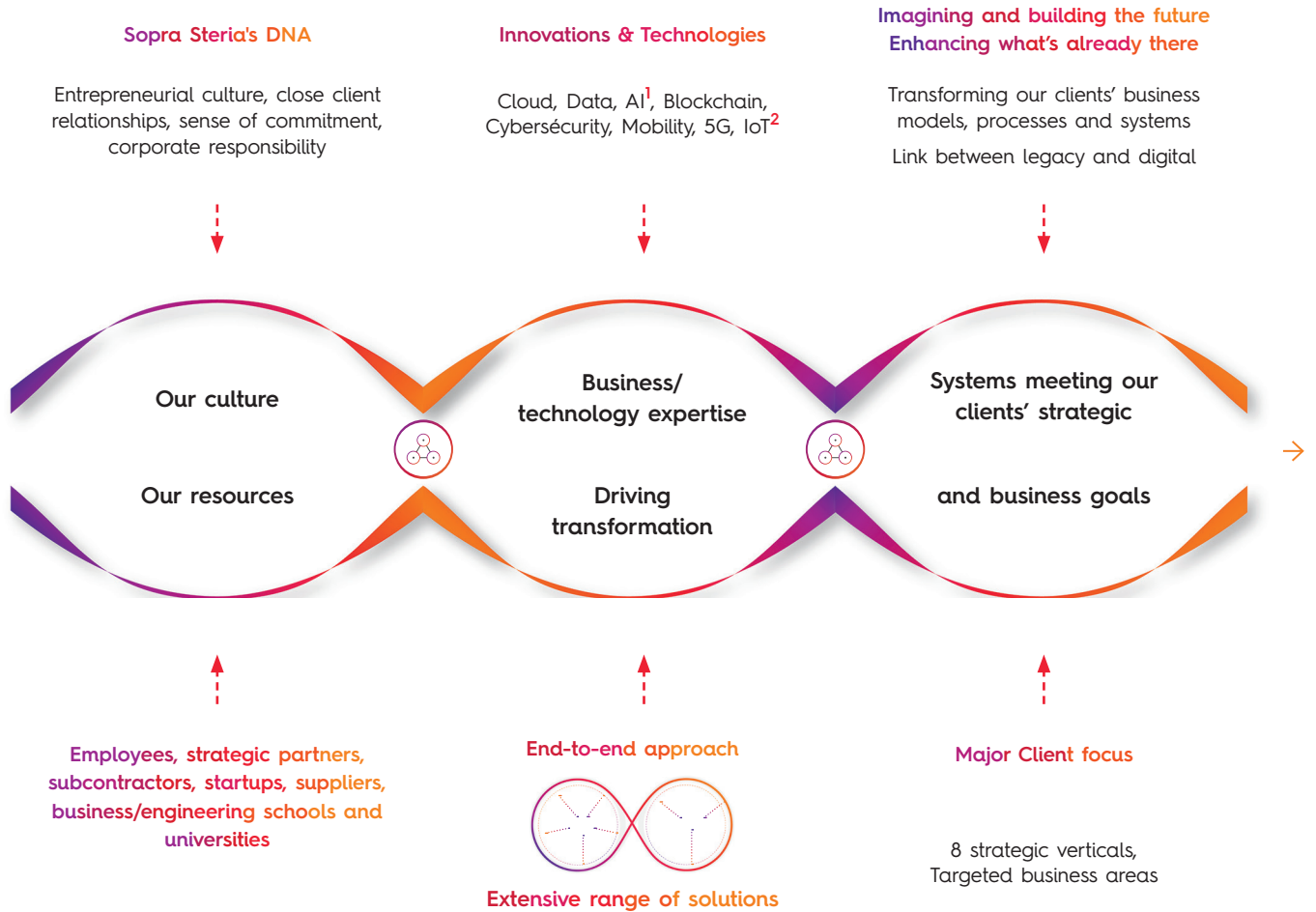
<sup>1</sup> Source: Gartner, Q4 2022, in constant US dollars

<sup>2</sup> Systems integration and third-party application maintenance

<sup>3</sup> Licensing model and SaaS/Cloud model

See **Chapter 1** for more information of the Sopra Steria's Universal Registration Document 2022

# ...The value creation chain



## Sample value creation performance measures in 2022 for our main stakeholders

Employees	Clients	Shareholders	Society
<ul style="list-style-type: none"> <li>78% of employees say Sopra Steria is a great place to work - GPTW survey<sup>3</sup></li> <li>33 hours of training on average per employee</li> <li>100% of employees take part in a training session at least once a year</li> <li>17% attrition rate</li> </ul>	<ul style="list-style-type: none"> <li>80% of 100 strategic clients satisfied according to the Customer Voice survey</li> <li>7.6% organic revenue growth</li> </ul>	<ul style="list-style-type: none"> <li>Share price €141.20 at 30/12/2022</li> <li>€4.30 dividend proposed for financial year 2022</li> <li>Non-financial rating agencies' rating See page 8</li> </ul>	<ul style="list-style-type: none"> <li>-68% reduction in GHG<sup>4</sup> emissions per employee in 2022 (baseline: 2015)</li> <li>A List: CDP ranking</li> <li>Top 1% Platinum: EcoVadis</li> </ul>

1\_ AI: Artificial intelligence  
 2\_ IoT: Internet of things  
 3\_ GPTW: Great Place To Work  
 4\_ GHG: Greenhouse gas

See **Chapter 1 and 4** for more information of Sopra Steria's Universal Registration Document 2022

## Corporate responsibility

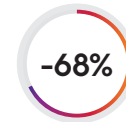
At Sopra Steria, we firmly believe that digital technology can create opportunity and progress for all. When closely linked to humanity, it creates a virtuous circle that benefits society as a whole. Sopra Steria has chosen to be a “contributor” company involved in building a sustainable world in which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

### Three ESG priorities

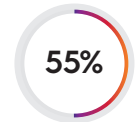
#### Helping combat climate change

**Reduce the carbon footprint of our business activities along our entire value chain**

- Since 2015, greenhouse gas emissions (GHG)<sup>1</sup> related to our direct activities have fallen, in line with the objectives aligned with a 1.5°C trajectory, as certified by SBTi<sup>2</sup>- i.e. 85% less emissions per employee by 2040 relative to 2015.
- Ensure that 90% out of the Group’s suppliers, accounting for at least 70% of Sopra Steria’s supply chain emissions, have set GHG emissions reduction targets (SBTi 4)
- Group’s new targets submitted to the Science Based targets initiative in light of the new SBTi Net-Zero Standard



Reduction in GHG emissions from direct activities per employee in 2022 (baseline: 2015) (vs 50% reduction in 2021)



Of the suppliers accounting for 70% of the supply chain's GHG emissions, 55% have set emissions reduction targets

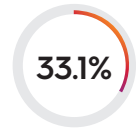
#### Ambitious policy of bringing more women into the management team

**Increase the number of female Group employees**

- The Group’s target is for women to account for 30% of Executive Committee members and 20% of senior management by 2025
- 10,796 participants in the “TogetHER for Greater Balance” awareness campaign vs. 7,684 in 2021
- Securing the Gender Equality European & International Standard (GEEIS) certification which assesses HR policies from a gender equality perspective within the Group



% Women on the Executive Committee in 2022 (vs 17.6% in 2021)



% Women in the Group in 2022 (vs 32.4% in 2021)

#### Embedding digital sustainability into our value proposition

**Promoting digital ethics, environmental sustainability and sovereignty**

- Sopra Steria is one of the 13 leading industrial and academic founding partners of the Confiance.ai programme, which promotes standardised and sovereign AI in Europe.
- Further development of the Exploratoire do tank’s reflection and experimentation process dedicated to the ethical issues raised by digital transformation. The Nicom@que publication raises three digital ethics issues
- As a founding member and member of the Cyber Campus’ Board of Directors, Sopra Steria is actively involved in promoting French excellence in cybersecurity and developing synergies around innovation projects.



Sopra Steria, founding partner



Three themes: the digital divide, technocriticism and ethical innovation

### Recognition of ESG commitments by the leading rating agencies in 2022

Non-financial agencies rating	MSCI ESG	Sustainalytics	S&P Global	ISS ESG	ISS QualityScore Governance	CDP - Climate Change	EcoVadis
Rating scale	AAA à CCC	Negligible risk = 0 to Severe risk = 40+	Percentile out of 280 companies in sector	A+ à D-	1 for best to 10 for worst	A à D-	sur 100
Score > Category	7.6/10 > AA Leader	15.3/100 > Low Risk	88/100	C+ > Prime	6/10	A List	80/100 > Top 1% Platinum

1\_ GHG: Greenhouse gas

2\_ SBTi: Science Based Targets initiative

See Chapter 4 for more information of the Sopra Steria's Universal Registration Document 2022



# 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:

**1** Being a leading employer that attracts the best talent and promotes positive labour relations, diversity and equal opportunity

- 13,073 new hires within the Group
- 33 hours of training on average per employee
- 78% of our workforce reported that they were employed by a Great Place to Work company.



**2** Being a long-lasting partner for our clients, meeting their needs as effectively as possible by providing them with the best technology as part of a responsible and sustainable value-creating approach

- 80% of the 100 strategic customers expressed satisfaction in the Customer Voice survey for the past 3 years.



**3** Achieving net-zero emissions, protecting resources and helping combat climate change

- -68% reduction in GHG1 emissions per employee in 2022 (baseline: 2015 for direct emissions)
- Over 19,000 employees trained in eco-friendly digital behaviours



**4** Working with an expanded ecosystem to collectively address key social issues that affect us all

- Member of the European Alliance for Industrial Data, Edge and Cloud
- In 2022, the Prix Entrepreneurs pour Demain (Entrepreneurship for tomorrow) award was devoted to an environmental theme.



**5** Establishing ongoing constructive and transparent dialogue with our stakeholders.

603 suppliers were awarded positive EcoVadis assessments in 2022, covering more than €737 million of expenditure (more than 85% of target 2022 expenditure).



**6** Conducting our business ethically and with integrity in our day-to-day operations and across all our activities

- 93% of the Group's employees trained in preventing corruption and influence peddling



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

- 201 outreach projects supported by the Group and 679 non-profits and schools supported, of which 157 for high-impact projects
- Over 1,000 volunteers on community outreach programmes



1\_ GHG: Greenhouse gas

See Chapter 4 for more information of the Sopra Steria's Universal Registration Document 2022

## Environmental policy

### SEVEN PRIORITY AREAS OF ACTION:

The Group's environmental strategy is supported by a policy broken down into seven priority areas of action:

1. Rolling out ISO 14001 certification of the Environmental Management System (EMS), which provides a framework for the Group's policy and environmental priorities;
2. Optimising the use of resources – especially energy – in our operations and contributing to the circular economy by extending equipment lifespans and through improved waste management, notably for waste electrical and electronic equipment (WEEE);
3. Increasing the proportion of renewable energies in the electricity we use, with the aim of having at least 95% of electricity use covered by renewables;
4. Reducing direct greenhouse gas emissions from offices, data centres and business travel, as well as indirect emissions;
5. Committing to protect biodiversity, transparently report on the impact of the Group's activities on biodiversity and take the necessary steps to protect biodiversity whenever possible in the course of the Group's business, help raise awareness of this issue, advise public- and private-sector bodies and work with local communities on tangible projects;
6. Ensuring the involvement and contribution of the entire value chain (employees, clients, suppliers, partners, etc.) in the continuous improvement process;
7. Embedding environmental concerns into the value proposition (digital environmental sustainability, sustainable IT, development of solutions and services reducing the impact of business activities on the environment).

To strengthen its policy and the associated continuous improvement process, Sopra Steria has chosen to work with top-tier international organisations whose aim is to involve businesses, states, NGOs and civil society in action to prevent climate change.

# Governance

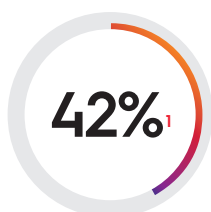
## Board of Directors



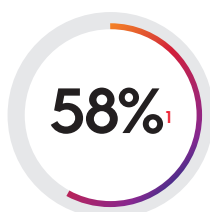
**Pierre Pasquier**  
Chairman

**15** Members

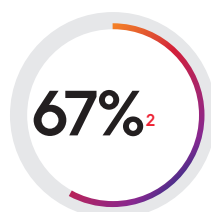
**12 Directors** appointed by shareholders at the General Meeting.  
**3 Directors** representing the employees and employee shareholders.



Female Directors



Male Directors



Independent Directors

**2/3** Committees chaired by women

**98%**  
Attendance rate of Board of Directors

**100%**  
Attendance rate of Audit Committee

**97%**  
Attendance rate of the Compensation Committee

**97%**  
Attendance rate of Nomination, Governance, Ethics and Corporate Responsibility Committee

**63**  
Average age of Directors

**4**  
Nationalities

Composition at **22 February 2023**

**1\_** 5/12 women - 7/12 men

**2\_** 8/12 Board members qualify as independent based on the AFEP-MEDEF Code's requirements

See **Chapter 3** for more information of Sopra Steria's Universal Registration Document 2022

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:

**67%**

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

**47%**

Knowledge of one of the Group's main vertical markets

**53%**

Entrepreneurial experience

**27%**

CEO of a large group

**53%**

Finance, risk management and control

**47%**

CSR - Human resources and labour relations

**53%**

CSR - Environmental and social issues

**60%**

International teams and organisations

**40%**

Knowledge of Axway Software

**47%**

Operational experience within the Sopra Steria Group

## Executive bodies



**Cyril Malargé**  
Chief Executive Officer

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) and the Management Committee.

### Executive Committee

The Executive Committee (ExCom) has 15 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.

**20%**

of Executive Committee members are women

**15** Members

- **Cyril Malargé**  
Chief Executive Officer
- **Laurent Giovachini**  
Deputy Chief Executive Officer,  
Commercial Strategy and External  
Outreach, Defence and Security Vertical
- **Eric Pasquier**  
Software
- **Fabrice Asvazadourian**  
Consulting - Sopra Steria Next
- **Yvane Bernard-Hulin**  
Legal
- **Eric Bierry**  
Sopra Banking Software
- **Pierre-Yves Commanay**  
Continental Europe
- **Perrine Dufros**  
Human Resources Development
- **Dominique Lapère**  
Industrial Approach
- **Fabienne Mathey-Girbig**  
Corporate Responsibility
- **John Neilson**  
United Kingdom
- **Xavier Pecquet**  
Key Accounts and Partnerships,  
Aeroline
- **Mohammed Sijelmassi**  
Technology
- **Etienne du Vignaux**  
Finance
- **Grégory Wintrebort**  
France

### Group Management Committee

The Group Management Committee consists of the Executive Committee members and 42 operational managers and functional managers. 11 of its members are women.

**26%**

of Group Management Committee members are women

See **Chapter 1** for more information of Sopra Steria's Universal Registration Document 2022

# Organisation and operation of governance

## Executive company officers

### SEPARATION OF THE ROLES OF CHAIRMAN OF THE BOARD OF DIRECTORS AND CHIEF EXECUTIVE OFFICER

On 19 June 2012, the 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. 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 strategic priorities.

### 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.

### SUCCESSION PLAN FOR EXECUTIVE COMPANY OFFICERS

The Nomination, Governance, Ethics and Corporate Responsibility Committee conducts an annual review of the succession plan for the Chairman of the Board of Directors and the Chief Executive Officer so any unforeseen vacancies can be dealt with appropriately. As part of this process, it meets with the Chairman of the Board of Directors. It makes sure the plan covers existing requirements and the Group's culture. It assesses the relevance of the proposed changes. It approves the actions laid down in the short- to medium-term plan.

In 2022, the Nomination, Governance, Ethics and Corporate Responsibility Committee conducted its annual review of the succession plan and adapted it to accommodate changes in Group governance.

### OVERVIEW OF THE ACTIVITIES OF THE CHAIRMAN OF THE BOARD OF DIRECTORS IN 2022

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 and other assignments entrusted to him.

The Chairman's 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 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 balance between the Group's various stakeholders: shareholders, employees and the community. He ensures that the social and environmental implications of the Group's business activities are suitably taken into account.

In crisis situations, 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.

The various matters placed under the Chairman's responsibility require a perfect knowledge of operational realities. Close relations with the Chief Executive Officer and the Executive Committee foster 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 CEO is based on:

- the roles defined in the internal rules and regulations of the Board of Directors;
- compliance with the respective prerogative powers of the Chairman and the Chief Executive Officer;
- a trust-based relationship established over the long term;
- a very good fit between the holders of these positions.

### 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. He is 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 this team 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%. Sopra GMT provides both companies with its support and ensures synergies and best practices are implemented.

Sopra GMT's employees carry out their own duties (oversight of acquisitions, corporate secretarial affairs for the Board of Directors and its Committees). They may also assist the Sopra Steria Group's functional divisions. They are also active participants in various steering committees (acquisitions, corporate responsibility, internal control, internal audit, employee share ownership). They may join working groups tackling key issues for the Company. 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 incurred by Sopra GMT (such as specialised advisors' fees). As such, 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. This agreement, approved as a related-party agreement by the General Meeting, is reviewed every 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. The remaining 15% comprises 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, two thirds of the rebilling have concerned Sopra Steria Group.

Sopra Steria Group recorded the following income and expenses under this agreement in 2022:

- expenses: €1,473 thousand;
- income: €163 thousand.

The Board of Directors reviewed the implementation of this agreement at its meeting on 26 January 2023. 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.

## 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. 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.

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 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 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 2022 Universal Registration Document (page 310).

## 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. These services are provided in connection with strategic deals connected with business development among other areas. They are charged at a per diem rate of €2,500 (excluding taxes). 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 gained by Éric Hayat throughout his career. This knowledge extends to its environment and some of its major clients. Éric Hayat was a co-founder of Steria. He also previously chaired the digital sector employers' organisation and subsequently the broader "Fédération Syntec", and is a former member of MEDEF's Executive Committee. His skills and experience are thus particularly well suited to the responsibilities entrusted to him, which mainly relate to major business opportunities.

This means that the number of Directors on the Board that are directly involved in addressing the Group's priorities in terms of strategic and commercial positioning is increased, 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.

Sopra Steria Group recorded expenses under this agreement as follows in 2022:

- expenses: €181 thousand;
- the Board of Directors reviewed the implementation of this agreement at its meeting on 26 January 2023. 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.



## Board of Directors

### MEMBERS OF THE BOARD OF DIRECTORS

On the date at which this 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. 3 Directors represent the employees and employee shareholders.

The renewal of three current terms of office will be proposed at the General Meeting to be held on 24 May 2023 (see the summary of

resolutions, Chapter 3 "Draft resolutions submitted to the Shareholders' Meeting" of this Document. The Directors concerned are Michael Gollner, Sylvie Rémond and Jessica Scale.

Collectively, the members of the Board of Directors and the Chief Executive Officer hold 20% of the Company's share capital.

### SUMMARY PRESENTATION OF THE BOARD OF DIRECTORS

Name	Personal information					Independent Director	Position on the Board			Attendance at meetings in financial year 2022			
	Age	Gender	Nationality	Number of shares	Number of directorships at listed companies (excluding Sopra Steria Group)		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
<b>Pierre Pasquier</b> Chairman of the Board of Directors	87	M	FRA	108,113	1		12/06/2018	AGM 2024	54	100%		100%	
<b>Éric Pasquier</b> Vice-Chairman of the Board of Directors	51	M	FRA	4,366	0		12/06/2018	AGM 2024	8	100%	100%		
<b>Sopra GMT, represented by Kathleen Clark Bracco</b> Chairwoman of the Nomination, Governance, Ethics and Corporate Responsibility Committee	55	F	USA/FRA	4,035,669	1		12/06/2018	AGM 2024	8	100%		100%	
<b>Éric Hayat</b> Vice-Chairman of the Board of Directors	81	M	FRA	37,068	0		12/06/2018	AGM 2024	8	100%		100%	
<b>André Einaudi</b> Director	67	M	FRA	100	0	Yes	09/06/2020	AGM 2026	2	80%			
<b>Michael Gollner</b> Director	64	M	USA/GBR	100	1	Yes	01/06/2022	AGM 2023	4	100%	88%		
<b>Noëlle Lenoir</b> Director	74	F	FRA	101	0	Yes	01/06/2022	AGM 2026	2	90%		80%	
<b>Jean-Luc Placet</b> Chairman of the Compensation Committee	70	M	FRA	100	0	Yes	12/06/2018	AGM 2024	10	100%		100%	
<b>Sylvie Rémond</b> Director	59	F	FRA	152	0	Yes	09/06/2020	AGM 2023	7	100%	100%		
<b>Marie-Hélène Rigal-Drogerys</b> Chairwoman of the Audit Committee	52	F	FRA	100	1	Yes	12/06/2018	AGM 2024	8	100%	100%		
<b>Jessica Scale</b> Director	60	F	FRA/GBR	10	0	Yes	09/06/2020	AGM 2023	6	100%		100%	
<b>Yves de Talhouët</b> Director	64	M	FRA	10	1	Yes	01/06/2022	AGM 2025		100%		N/A	
<b>Astrid Anciaux</b> Director representing employee shareholders	57	F	BEL	1,812	0		26/05/2021	AGM 2025	8	100%			
<b>Hélène Badosa</b> Director representing the employees	64	F	FRA	0	0		23/09/2020	AGM 2024	4	100%		100%	
<b>David Elmalem</b> Director representing the employees	40	M	FRA	0	0		23/09/2020	AGM 2024	2	100%			

\* Number of years as at 31/12/2022, rounded down to the nearest year.

F: Female M: Male.

not applicable.

## DIRECTORS' ATTENDANCE

Financial year 2022	Board of Directors	Audit Committee	Nomination, Governance, Ethics and Corporate Responsibility Committee	Compensation Committee
Number of meetings	10	8	5	5
Attendance rate	98%	97%	97%	100%

## CHANGES IN THE BOARD OF DIRECTORS AND ITS COMMITTEES SINCE THE START OF FINANCIAL YEAR 2022

	Departures	Appointments	Reappointments
<b>Board of Directors</b>	Jean-François Sammarcelli (01/06/2022)	Yves de Talhouët (01/06/2022)	André Einaudi (01/06/2022) Michael Gollner (01/06/2022) Noëlle Lenoir (01/06/2022) Jean-Luc Placet (01/06/2022)
<b>Audit Committee</b>	Jean-François Sammarcelli (01/06/2022)	Sylvie Rémond (28/04/2022)	
<b>Nomination, Governance, Ethics and Corporate Responsibility Committee</b>		Yves de Talhouët (26/01/2023)	
<b>Compensation Committee</b>			

### SELECTION PROCESS FOR MEMBERS OF THE BOARD OF DIRECTORS

The Nomination, Governance, Ethics and Corporate Responsibility Committee plays a central role throughout the four phases of the selection process for Independent Directors. The same process applies to Directors who are not independent as defined by the AFEP-MEDEF Code from Phase 3 as set out below.

**Phase 1.** This is the needs analysis phase. The Committee identifies the end dates of Directors' terms of office and explores the possibility of renewing them. It takes into account the objectives of the diversity policy and the skills required. It accommodates imperatives arising from compliance with the law and with the Code of Corporate Governance. This analysis is undertaken for the Board of Directors itself and its committees. It focuses on the needs due to arise first and makes projections for the years ahead.

**Phase 2.** 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,
  - 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.

**Phase 3.** 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 fits the Company's needs. What they would bring to the Board from a diversity perspective and their motivation are also considered. Lastly, the Committee checks their availability, whether they have any conflicts of interest, and whether they meet the independence criteria in the Code of Corporate Governance. Additional actions are agreed upon as necessary to complete the list of candidates.

**Phase 4.** 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.

## DIVERSITY POLICY APPLICABLE TO THE BOARD OF DIRECTORS

The goal of the Board of Directors' diversity policy is to bring together the perspective, skills and experience required for effective collective decision-making. It aims to meet the needs and reflect the characteristics of the Group while assembling a reasonably sized team. Each of its members must 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 Directors is considered every time a proposal is made to appoint Directors. The Nomination, Governance, Ethics and Corporate Responsibility Committee plays a key role in this regard.

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. Each gender should account for at least 40% of the Directors. 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 increasing the proportion of women in senior management positions are presented in Section 2.7.1, "Gender equality policy" of Chapter 4, "Corporate responsibility" of the 2022 Universal Registration Document (pages 123 to 125). 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 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 31/12/2022). 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.

## 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, software vendor 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. It may also be acquired through 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 a large 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 or that employed more than 25,000 people;
- **finance, control and risk management:** This expertise requires professional experience gained in finance, audit or internal control or while holding a corporate office;
- **CSR – 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;
- **CSR– Environmental and social issues:** This expertise presupposes familiarity with institutions, industry bodies, trade unions or public benefit or humanitarian organisations, or expertise in handling climate-related and environmental issues from a business perspective;
- **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;
- **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 Software;
- **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. A corporate office of at least 4 years in a company recently acquired by the Group may also be taken into consideration.

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 a large group	Finance, risk management and control	CSR – Human resources and labour relations	CSR – Environmental and social priorities	International teams and organisations	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	✓				✓		✓		✓	
Jessica Scale	✓	✓	✓				✓	✓		
Yves de Talhouët	✓		✓						✓	

In addition to these ten key areas of expertise and experience, and given Sopra Steria 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.

#### DIRECTORS REPRESENTING EMPLOYEES AND REPRESENTATION OF EMPLOYEE SHAREHOLDERS

- Two Directors representing 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.

#### 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.

A procedure has been laid down for selecting independent directors. See Section "Selection process for members of the Board of Directors" of this chapter.

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 10 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 12<sup>th</sup> anniversary date of their appointment.

**Requirement 7: Non-executive company officer**

A non-executive company officer may not be considered independent if they receive their 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 <sup>(1)</sup>	André Einaudi	Michael Gollner	Noëlle Lenoir	Jean-Luc Placet	Sylvie Rémond	Marie-Hélène Rigal-Drogerys	Jessica Scale	Yves de Talhouët
Requirement 1: <i>Employee or executive company officer in the past five years</i>	✓	✗	✓	✓	✓	✗	✓	✗
Requirement 2: <i>Cross-directorships</i>	✓	✓	✓	✓	✓	✓	✓	✓
Requirement 3: <i>Material business relationships</i>	✓	✓	✓	✓	✓	✓	✓	✓
Requirement 4: <i>Family ties</i>	✓	✓	✓	✓	✓	✓	✓	✓
Requirement 5: <i>Statutory Auditor</i>	✓	✓	✓	✓	✓	✓	✓	✓
Requirement 6: <i>Term of office of over 12 years</i>	✓	✓	✓	✓	✓	✓	✓	✓
Requirement 7: <i>Non-executive company officer</i>	✓	✓	✓	✓	✓	✓	✓	✓
Requirement 8: <i>Major shareholder</i>	✓	✓	✓	✓	✓	✓	✓	✓

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. The Nomination, Governance, Ethics and Corporate Responsibility Committee considers that a current term of office on Axway Software's Board of Directors does not call into question the status of Independent Director:

- Sopra Steria Group's Board of Directors is regularly informed of Axway Software's operational and financial position. However, it does not discuss Axway'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.

The Directors in question are Marie-Hélène Rigal-Drogerys, Michael Gollner and Yves de Talhouët. Sopra Steria Group's Board of Directors came to similar conclusions as the Nomination, Governance, Ethics and Corporate Responsibility Committee.

### Requirement 3

Members of the Board of Directors may hold an office or have an interest in companies that have potential business relationships with the Sopra Steria Group or its core shareholder. The Board of Directors shall assess whether the nature, purpose and significance of this affiliation may affect their standing as Independent Directors. It will draw, in particular, 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.

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.


## SENIOR INDEPENDENT DIRECTOR

The roles of Chairman of the Board of Directors and Chief Executive Officer have been separated. The Chairman of the Board of Directors is not regarded as independent under the AFEP-MEDEF Code. A change to the Board of Directors' internal rules and regulations was proposed to appoint a Senior Independent Director responsible for handling conflicts of interest. The independent members of the Nomination, Governance, Ethics and Corporate Responsibility Committee unanimously voted against the Company's proposal. They adopted this position on the grounds that conflicts of interest rarely arise within the Board of Directors. They also found that there have been no difficulties in managing any such conflicts. That said, the Committee has reserved the option of reviewing this proposal again in the future, in particular if the situation changes. The Board of Directors has endorsed its recommendation.


The Chairman of the Board of Directors is responsible for the Board's shareholder relations.



## DETAILED PRESENTATION OF THE MEMBERS OF THE BOARD OF DIRECTORS

<b>PIERRE PASQUIER</b>		Number of shares in the Company owned personally: <b>108 113<sup>(1)</sup></b>	
<b>Chairman of the Board of Directors</b>			
	<ul style="list-style-type: none"> <li>Member of the Nomination, Governance, Ethics and Corporate Responsibility Committee</li> </ul>	<b>Date of first appointment:</b> 1968 (date Sopra was founded) <b>Date term of office ends:</b> General Meeting to approve the financial statements for the year ended 31/12/2023	
	<b>Business address:</b> Sopra Steria Group 6 avenue Kléber 75116 Paris – France	<b>Nationality:</b> French <b>Age:</b> 87	
		<b>Appointments</b>	
<b>Main positions and appointments currently held</b>		<b>Outside the Group</b>	<b>Listed company</b>
<ul style="list-style-type: none"> <li>Chairman of the Board of Directors of Sopra Steria Group</li> </ul>			✓
<ul style="list-style-type: none"> <li>Chairman of the Board of Directors of Axway Software</li> </ul>		✓	✓
<ul style="list-style-type: none"> <li>Chairman and CEO of Sopra GMT</li> </ul>		✓	
<ul style="list-style-type: none"> <li>Executive company officer, Director or permanent representative of Sopra GMT at Sopra Steria Group subsidiaries (direct and indirect)</li> </ul>			
<ul style="list-style-type: none"> <li>Company officer of direct and indirect subsidiaries of Axway Software</li> </ul>			
<b>Other directorships and offices held during the last five years</b>			
<ul style="list-style-type: none"> <li>Not applicable</li> </ul>			

(1) The Pasquier family group holds 68.5% 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 297 of the 2022 Universal Registration Document.

<b>ÉRIC PASQUIER</b>		Number of shares in the Company owned personally: <b>4,366<sup>(1)</sup></b>	
<b>Vice-Chairman of the Board of Directors</b>			
	<ul style="list-style-type: none"> <li>Member of the Audit Committee</li> </ul>	<b>Date of first appointment:</b> 27/06/2014 <b>Date term of office ends:</b> General Meeting to approve the financial statements for the year ended 31/12/2023	
	<b>Business address:</b> Sopra Banking Software 6 avenue Kléber 75116 Paris – France	<b>Nationality:</b> French <b>Age:</b> 51	
		<b>Appointments</b>	
<b>Main positions and appointments currently held</b>		<b>Outside the Group</b>	<b>Listed company</b>
<ul style="list-style-type: none"> <li>Director with responsibility for Software, Sopra Steria Group</li> </ul>			
<ul style="list-style-type: none"> <li>Managing Director and member of the Board of Directors of Sopra GMT</li> </ul>		✓	
<ul style="list-style-type: none"> <li>Chairman of the Board of Directors of Sopra Banking Software</li> </ul>			
<ul style="list-style-type: none"> <li>Company officer of direct and indirect subsidiaries of Sopra Steria Group</li> </ul>			
<b>Other directorships and offices held during the last five years</b>			
<ul style="list-style-type: none"> <li>Not applicable</li> </ul>			

(1) The Pasquier family group holds 68.5% 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 297 of the 2022 Universal Registration Document.

**SOPRA GMT****KATHLEEN CLARK BRACCO**Number of shares in the Company held by Sopra GMT:  
**4,035,669****Permanent representative of Sopra GMT**

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

**Business address:**

Sopra Steria Group  
6 avenue Kléber  
75116 Paris – France

**Nationality:** American and French **Age:** 55

**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

<b>Main positions and appointments currently held</b>	<b>Appointments</b>		
	<b>Outside the Group</b>	<b>Outside France</b>	<b>Listed company</b>
■ 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)			
<b>Other directorships and offices held during the last five years</b>			
■ Not applicable			

**ÉRIC HAYAT****Vice-Chairman of the Board of Directors**Number of shares in the Company owned personally:  
**37,068**

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

**Business address:**

Sopra Steria Group  
6 avenue Kléber  
75116 Paris – France

**Nationality:** French **Age:** 81

**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

<b>Main positions and appointments currently held</b>	<b>Appointments</b>		
	<b>Outside the Group</b>	<b>Outside France</b>	<b>Listed company</b>
■ President of Éric Hayat Conseil	✓		
■ Chairman of the public interest group <i>Modernisation des Déclarations Sociales (MDS GIP)</i>	✓		
<b>Other directorships and offices held during the last five years</b>			
■ Not applicable			

**ANDRÉ EINAUDI**Number of shares in the Company owned personally:  
**100****Independent Director****Business address:**  
c/o Ortec Expansion  
550, rue Pierre Berthier  
Parc de Pichaury  
13100 Aix-en-Provence – France**Nationality:** French**Age:** 67**Date of first appointment:** 09/06/2020  
**Date term of office ends:** General Meeting to approve the financial statements for the year ended 31/12/2025

Main positions and appointments currently held	Appointments		
	Outside the Group	Outside France	Listed company
■ 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	✓		
<b>Other directorships and offices held during the last five years</b>			
■ Not applicable			

**MICHAEL GOLLNER**Number of shares in the Company owned personally:  
**100****Independent Director**

■ Member of the Audit Committee

**Business address:**  
Operating Capital Partners  
6075 Laurel St  
New Orleans, Louisiana – USA**Nationality:**  
American and British**Age:** 64**Date of first appointment:** 12/06/2018  
**Date term of office ends:** General Meeting to approve the financial statements for the year ended 31/12/2022  
Term of office proposed for renewal for 4 years

Main positions and appointments currently held	Appointments		
	Outside the Group	Outside France	Listed company
■ Director of Axway Software	✓		✓
■ Managing Partner of Operating Capital Partners	✓		
<b>Other directorships and offices held during the last five years</b>			
■ Executive Chairman of Madison Sports Group	✓		
■ Director of Levelset	✓		

**NOËLLE LENOIR**Number of shares in the Company owned personally:  
**101****Independent Director**

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

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

**Nationality:** French**Age:** 74

**Date of first appointment:** 09/06/2020  
**Date term of office ends:** General Meeting to approve the financial statements for the year ended 31/12/2025

Main positions and appointments currently held	Appointments		
	Outside the Group	Outside France	Listed company
<ul style="list-style-type: none"> <li>Attorney-at-law, Noëlle Lenoir Avocats</li> <li>Vice-Chairwoman of the International Chamber of Commerce (French delegation)</li> <li>Chairwoman of the Legal Commission of "Grand Paris/Ile de France"</li> <li>Member of the Académie Française des Technologies</li> <li>Director of Cluster Maritime de France</li> <li>Director of HEC</li> </ul>			
<b>Other directorships and offices held during the last five years</b>			
<ul style="list-style-type: none"> <li>Director of Valéo and Compagnie des Alpes</li> <li>Chairwoman of the Science and Ethics Committee of Parcoursup</li> <li>Chairwoman of the Ethics Committee of Radio-France</li> </ul>	✓		✓

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

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

**Business address:**  
Bret Consulting  
5 rue Malar  
75007 Paris – France

**Nationality:** French**Age:** 70

**Date of first appointment:** 09/06/2021  
**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"> <li>Chairman of Bret Consulting</li> <li>Chairman of IDRH SA</li> </ul>	✓		
<b>Other directorships and offices held during the last five years</b>			
<ul style="list-style-type: none"> <li>Member of the Conseil Économique, Social et Environnemental</li> <li>Chairman of Fédération Syntec</li> <li>Member of the Statutory Committee of MEDEF</li> <li>Chairman of EPIDE</li> </ul>			

**SYLVIE RÉMOND**Number of shares in the Company owned personally:  
**152****Independent Director**

- Member of the Compensation Committee

**Business address:**

Sopra Steria Group  
6 avenue Kléber  
75116 Paris – France

**Nationality:** French**Age:** 59**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**Term of office proposed for renewal for 4 years**

Main positions and appointments currently held	Appointments		
	Outside the Group	Outside France	Listed company
■ Director of Boursorama (Société Générale Group)	✓		
■ Director of Sogecap (Société Générale Group)	✓		
■ Director of Banque Degroof Petercam, Belgium	✓	✓	
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)	✓		✓

**MARIE-HÉLÈNE RIGAL-DROGERYS**Number of shares in the Company owned personally:  
**100****Independent Director**

- Chairwoman of the Audit Committee

**Business address:**

Sopra Steria Group  
6 avenue Kléber  
75116 Paris – France

**Nationality:** French**Age:** 52**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
■ Director of Axway Software	✓		✓
■ 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			
■ Adviser to the President, École Normale Supérieure de Lyon			

**JESSICA SCALE**Number of shares in the Company owned personally: **10****Independent Director**

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

**Business address:**

Sopra Steria Group  
6 avenue Kléber  
75116 Paris – France

**Nationality:** French**Age:** 60**Date of first appointment:** 22/06/2014**Date term of office ends:** General Meeting to approve the financial statements for the year ended 31/12/2022**Term of office proposed for renewal for 4 years****Appointments****Main positions and appointments currently held**

- Chairwoman of digitfit
- Independent consultant specialising in the challenges posed by the digital transformation

**Outside the Group**

✓

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

- Not applicable

**YVES DE TALHOUËT**Number of shares in the Company owned personally: **10****Independent Director**

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

**Business address:**

TABAG  
39, rue Boileau  
75016 Paris – France

**Nationality:** French**Age:** 64**Date of first appointment:** 01/06/2022**Date term of office began:** 01/06/2022**Date term of office ends:** General Meeting to approve the financial statements for the financial year ended 31/12/2024**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 Faienceries de Gien
- Director of Cartan SAS

**Outside the Group**

✓

**Outside France****Listed company**

✓

✓

✓

✓

✓

✓


✓

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

- Director of Devoteam




**ASTRID ANCIAUX**Number of shares in the Company owned personally:  
**1,812****Director representing employee shareholders**

	<b>Business address:</b> Sopra Steria Benelux Le Triomphe Avenue Arnaud Fraiteur 15/23 1050 Brussels – Belgium	<b>Date of first appointment:</b> 27/06/2014 <b>Date term of office ends:</b> General Meeting to approve the financial statements for the financial year ended 31/12/2024
	<b>Nationality:</b> Belgian	<b>Age:</b> 57

Main positions and appointments currently held	Appointments		
	Outside the Group	Outside France	Listed company
■ 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)			
Other directorships and offices held during the last five years			
■ Director of Sopra Steria Group			✓
■ Director of Soderi			

**HÉLÈNE BADOSA**Number of shares in the Company owned personally:  
**None****Director representing the employees**

	■ Member of the Compensation Committee	<b>Date of first appointment:</b> Works Council meetings on 27-28/09/2018 <b>Date term of office began:</b> 23/09/2020 <b>Date term of office ends:</b> General Meeting to approve the financial statements for the year ended 31/12/2023
	<b>Business address:</b> Sopra Steria Group 6 avenue Kléber 75116 Paris – France	
<b>Nationality:</b> French	<b>Age:</b> 64	

Main positions and appointments currently held	Appointments		
	Outside the Group	Outside France	Listed company
■ Sopra Steria Group Lead Engineer			
■ Member of the Board of Directors of the Traid-Union trade union	✓		
■ Manager of SCIs (Property Investment Companies)	✓		
Other directorships and offices held during the last five years			
■ Member of the Regional Economic Commission – SSG Auvergne-Rhône-Alpes			
■ SSG – Lyon's employee representative affiliated with the Traid Union trade union			
■ Union representative with the Lyon and Aix-en-Provence CHSCT (Health, safety and working conditions commission)			

**DAVID ELMALEM**Number of shares in the Company owned personally:  
**None****Director representing the employees**

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

**Nationality:** French**Age:** 40

**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 year ended 31/12/2023

**Appointments****Main positions and appointments currently held**

- Project leader, Sopra Steria Group

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

- Not applicable

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 their 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.

## 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-2022, overseen by the Nomination, Governance, Ethics and Corporate Responsibility Committee. The previous such assessment took place in 2019.

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, any conflicts of interest, 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;

- check 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-assessments undertaken by the Compensation Committee and the Audit Committee. It reported on its work to the Board of Directors at the Board meeting of 26 January 2023.

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, and consideration of CSR (Corporate Social Responsibility) by the Board of Directors and its committees. 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 26 January 2023.

# Compensation policy

## General principles

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, takes into account its social and environmental priorities;
- 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 Code of Corporate Governance 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; 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 their 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 compensation 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.

The Board of Directors has not, to date, fixed the number of shares that must be held and registered in the name of the Chairman of the Board of Directors who co-founded of the Company. 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.

On the recommendation of the Compensation Committee, the Board of Directors set a requirement for the Chief Executive Officer to retain 50% of the performance shares actually awarded during his term of office. It also set a target for him to hold 50% of his compensation in the Company's shares by the end of 2026.

When the Board of Directors reviews the budget for the current financial year, the company's quantitative targets are a known quantity. The Compensation Committee takes them into account when determining the Chief Executive Officer's quantitative 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.

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 quantitative targets, the Board of Directors may, after consulting the Compensation Committee, authorise the integration of targets being exceeded, 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.

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. The targets are 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, such as 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 (severance pay, non-compete payment, supplementary pension plan), though any such items would be subject to approval at the following General Meeting.

## 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 22 February 2023.

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.

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

#### Compensation policy of the Chairman of the Board of Directors subject to approval at the General Meeting

#### ITEMS OF COMPENSATION FOR 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

#### Decisions made in 2023

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.

## COMPENSATION OF THE CHIEF EXECUTIVE OFFICER

### Compensation policy of the of the Chief Executive Officer subject to approval at the General Meeting

These principles shall also be applicable for any Deputy Chief Executive Officers.

#### COMPENSATION ITEMS FOR THE CHIEF EXECUTIVE OFFICER

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"> <li>■ 60% of annual fixed compensation if targets are met;</li> <li>■ capped at 100% of annual fixed compensation;</li> <li>■ criteria: <ul style="list-style-type: none"> <li>● minimum of 70% based on one or more quantifiable targets,</li> <li>● maximum of 30% 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;</li> </ul> </li> <li>■ payment subject to shareholder approval of all items of compensation at an Ordinary General Meeting.</li> </ul>
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	<p>Applicable, by decision of the Board of Directors, in case of very specific circumstances (spin-off and listing of a subsidiary, merger, etc.)</p> <p>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</p>
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)</p> <p>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</p> <p>Vesting period of at least three years</p> <p>Obligation to hold 50% of the shares that will vest under these plans for the entire duration of the recipient's term of office</p> <p>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

#### Decisions made in 2023

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 €500,000, starting on 1 January 2023, which is equivalent to that of his predecessor, following his successful assumption of 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.



At its meeting on 15 March 2023, the Board of Directors approved the following targets related to the annual variable compensation of the Chief Executive Officer, Cyril Malargé, in respect of financial year 2023:

Criterion	Type	Potential amount as % of AVC <sup>[1]</sup>	Potential amount as % of AFC <sup>[2]</sup>	Potential amount in €	Threshold	Target
Consolidated operating margin on business activity	Quantifiable	50.0%	30.0%	€150,000	N/A	N/A
Consolidated revenue growth	Quantifiable	10.0%	6.0%	€30,000	N/A	N/A
Reduction in direct GHG emissions per employee (SBTi III) (tCO <sub>2</sub> e)	Quantifiable	5.0%	3.0%	€15,000	0.74	0.69
Proportion of women in senior management positions at the Group (% women in the two highest echelons of the organisation)	Quantifiable	5.0%	3.0%	€15,000	19.0%	20.0%
Qualitative target related to the requirements of the strategic plan and operational organisation	Qualitative	30.0%	18.0%	€90,000		
<b>TOTAL</b>		<b>100.0%</b>	<b>60.0%</b>	<b>€300,000</b>		

(1) AVC: Annual variable compensation

(2) AFC: Annual fixed compensation

The targets based on quantifiable criteria were set in line with the targets announced or confirmed to the market in the presentation of full-year results. The quantifiable criteria (70% of AVC) are aimed at continuing to improve profitability and taking into account the social and environmental priorities of the Group's business activities. The specific amounts of financial quantifiable targets are not made

public for confidentiality reasons and so as not to interfere with financial communications.

The qualitative criterion (30% of AVC) relates to how operational management intersects with the strategic plan, and to the strengthening of the Group's organization.

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

Criteria	Type	% of AVC*	% of AFC*
One or more targets	Quantifiable	70% min.	42% min.
One or more targets	Qualitative	30% max.	18% max.
<b>TOTAL</b>		<b>100%</b>	<b>60%</b>

\* AVC: annual variable compensation; AFC: annual fixed compensation.

Quantifiable targets may, in particular, relate to the operating margin on business activity, organic revenue growth or free cash flow. The portion linked exclusively to the achievement of qualitative targets reflects a desire to take into account medium-term targets (relating to the Group's organisation and the social implications of its business activities) and long-term targets (environmental implications of its business activities). The qualitative targets CSR targets set serve to confirm every year that the Group remains on

course to meet its goals. Although these are medium- and long-term objectives, progress towards them can be tracked at the end of each year.

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.

## Other company officers

### COMPENSATION OF DIRECTORS OF THE PARENT COMPANY

#### Compensation policy submitted for approval at the General Meeting

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 and are not French tax residents at meetings of the Board and its committees. However, this extra weighting does not apply to Directors who are employees of a Group company.

The compensation policy for members of the Board of Directors is attendance-based. It 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.

## COMPENSATION OF DIRECTORS OF SUBSIDIARIES

Directorships held at Company subsidiaries are not compensated.

## Standardised presentation of compensation paid to company officers

### 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, DECEMBER 2022)

	2021	2022
Compensation awarded in respect of the financial year	€532,892	€532,591
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	-	-
<b>TOTAL</b>	<b>€532,892</b>	<b>€532,591</b>

#### STATEMENT SUMMARISING THE COMPENSATION OF PIERRE PASQUIER, CHAIRMAN OF THE BOARD OF DIRECTORS (TABLE 2 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, DECEMBER 2022)

	2021		2022	
	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)	€27,192	€27,944	€26,891	€27,192
Benefits in kind	€5,700	€5,700	€5,700	€5,700
<b>TOTAL</b>	<b>€532,892</b>	<b>€533,644</b>	<b>€532,591</b>	<b>€532,892</b>

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 2022. In addition, he received compensation under Article L. 225-45 of the French Commercial Code in the amount of €14,400 in respect of financial year 2022. This compensation was paid by Sopra GMT and was not rebilled to Sopra Steria Group (see Section "Overview of the

activities of the Chairman of the Board of Directors in 2022" of this chapter).

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 €19,518.

**OVERVIEW OF COMPENSATION, OPTIONS AND SHARES GRANTED TO VINCENT PARIS, CHIEF EXECUTIVE OFFICER UNTIL 28 FEBRUARY 2022 (TABLE 1 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, DECEMBER 2022)**

	2021	2022
Compensation awarded in respect of the financial year	€811,274	€134,068
Value of stock options granted during the financial year	-	-
Value of performance shares granted during the financial year	€408,180	-
Value of other long-term compensation plans	-	-
<b>TOTAL</b>	<b>€1,219,454</b>	<b>€134,068</b>

**STATEMENT SUMMARISING THE COMPENSATION OF VINCENT PARIS, CHIEF EXECUTIVE OFFICER UNTIL 28 FEBRUARY 2022 (TABLE 2 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, DECEMBER 2022)**

	2021		2022	
	Amount awarded	Amount paid	Amount awarded	Amount paid
Fixed compensation	€500,000	€500,000	€82,988	€82,988
Annual variable compensation	€300,000	€97,500	€50,000	€300,000
Exceptional compensation	-	-	-	-
Compensation allotted in respect of directorship (L. 22-10-14)	-	-	-	-
Benefits in kind	€11,274	€11,274	€1,080	€1,080
<b>TOTAL</b>	<b>€811,274</b>	<b>€609,021</b>	<b>€134,068</b>	<b>€384,068</b>

On the recommendation of the Compensation Committee, the Board of Directors proposed to the General Meeting of Shareholders of 1 June 2022 a temporary amendment to the compensation policy, specifically in connection with the end of Vincent Paris' term of office, and not to set any conditions on the payment of his variable compensation in respect of 2022 (amount at issue: €50k). This proposal was based on the quality of the handover between Vincent Paris and Cyril Malargé and the impossibility of determining meaningful quantitative or qualitative targets over a period of a month and a half. Payment of Vincent Paris' variable compensation for 2022 remains subject to approval at the General Meeting of Shareholders to be held in 2023.

Additional information concerning the situation following the end of Vincent Paris' appointment as Chief Executive Officer

After his appointment ended, Vincent Paris' employment contract came back into force. It had been suspended following his appointment as a company officer. During the following months, efforts to find him a permanent position within the organisation

failed to reach an outcome satisfactory to both parties, and so they agreed on an amicable parting of ways through termination of his employment contract.

Vincent Paris left Sopra Steria Group effective 31 July 2022. A statutory payment of €621,864 was made upon termination of his employment contract, without any compensation being paid.

In addition, the Board of Directors decided, in a departure from normal practice and on an entirely exceptional basis, to remove the condition of continued employment applicable to the grant of 3,000 rights to free shares he was awarded on May 26, 2021. For information about the factors leading to this decision and an assessment of the benefit granted, please refer to Section see Section 5 "Additional information about resolutions passed with a majority of less than 80% at the General Meeting of 1 June 2022" of Section "Additional information about resolutions passed with a majority of less than 80% at the General Meeting of 1 June 2022" of this chapter.

**OVERVIEW OF COMPENSATION, OPTIONS AND SHARES GRANTED TO CYRIL MALARGÉ, CHIEF EXECUTIVE OFFICER SINCE 1 MARCH 2022 (TABLE 1 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, DECEMBER 2022)**

	2021	2022
Compensation awarded in respect of the financial year	-	€705,000
Value of stock options granted during the financial year	-	-
Value of performance shares granted during the financial year	-	€435,150
Value of other long-term compensation plans	-	-
<b>TOTAL</b>	<b>-</b>	<b>€1,140,150</b>

## STATEMENT SUMMARISING THE COMPENSATION OF CYRIL MALARGÉ, CHIEF EXECUTIVE OFFICER SINCE 1 MARCH 2022 (TABLE 2 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, DECEMBER 2022)

(in millions of euros)	2021		2022	
	Amount awarded	Amount paid	Amount awarded	Amount paid
Fixed compensation	-	-	€450,000	€377,080
Annual variable compensation	-	-	€245,700	-
Exceptional compensation	-	-	-	-
Compensation allotted in respect of directorship (L. 22-10-14)	-	-	-	-
Benefits in kind	-	-	€9,300	€9,300
<b>TOTAL</b>	-	-	<b>€705,000</b>	<b>€386,380</b>

Cyril Malargé was appointed Chief Executive Officer with effect from 1 March 2022.

The relative proportions of fixed and variable compensation in the annual compensation awarded to the Chief Executive Officer (excluding benefits in kind) were 65% and 35%, respectively.

## CALCULATION OF 2022 ANNUAL VARIABLE COMPENSATION

Criteria	Type	Potential amount as % of AVC <sup>(1)</sup>	Potential amount in €	Threshold	Target	Ceiling	Achieved	Amount awarded in €
Consolidated operating margin	Quantifiable	45.0%	€121,500	8.5%	9.0%	N/D <sup>(2)</sup>	8.9%	€97,200
Consolidated revenue growth	Quantifiable	30.0%	€81,000	4.0%	6.0%	N/D <sup>(2)</sup>	7.6%	€81,000
Qualitative targets related to the assumption of duties as Chief Executive Officer	Qualitative	15.0%	€40,500	N/A <sup>(3)</sup>	N/A <sup>(3)</sup>	N/D <sup>(2)</sup>	Target 100% achieved	€40,500
Progress towards meeting the 2025 target for the proportion of women in senior management positions	Qualitative	5%	€13,500	N/A <sup>(3)</sup>	N/A <sup>(3)</sup>	N/D <sup>(2)</sup>	Target 100% achieved	€13,500
Progress towards meeting the target for reducing direct GHG <sup>(4)</sup> emissions per employee (SBTi III) <sup>(5)</sup>	Qualitative	5%	€13,500	N/A <sup>(3)</sup>	N/A <sup>(3)</sup>	N/D <sup>(2)</sup>	Target 100% achieved	€13,500
<b>TOTAL</b>		<b>100%</b>	<b>€270,000</b>					<b>€245,700</b>

(1) AVC: Annual variable compensation.

(2) N/D: Not defined.

(3) N/A: Not applicable.

(4) Greenhouse gas.

(5) Science Based Targets initiative.

Performance criteria were applied as anticipated at the time they were determined on 23 February 2022. 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 2022 Universal Registration Document, pages 137 to 142) and the proportion of women in senior management positions (see Section 2.7.1, "Gender equality policy" of Chapter 4, "Corporate responsibility" of the 2022 Universal Registration Document (pages 123 to 125); it thus considered the corresponding qualitative targets to have been 100% achieved. After hearing a presentation of the results and the recommendation by the Chairman of the Board of Directors, the Committee also considered the target related to the appointment of Cyril Malargé to have been 100% achieved.

## STATEMENT OF COMPENSATION RECEIVED BY NON-EXECUTIVE COMPANY OFFICERS (TABLE 3 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, DECEMBER 2022)

	2021		2022	
	Amount awarded	Amount paid	Amount awarded	Amount paid
<i>(amounts rounded to the nearest euro)</i>				
<b>Astrid Anciaux</b> (appointed by the shareholders at the General Meeting of 26 May 2021)				
Compensation allotted in respect of directorship	€8,876	€13,867	€20,134	€8,876
Other compensation	-	-	-	-
<b>Hélène Badosa</b>				
Compensation allotted in respect of directorship (reversion to a trade union)	€26,266	€23,809	€27,277	€26,266
Other compensation	-	-	-	-
<b>André Einaudi</b>				
Compensation allotted in respect of directorship	€20,710	€4,622	€16,107	€20,710
Other compensation	-	-	-	-
<b>David Elmalem</b>				
Compensation allotted in respect of directorship	€20,710	€4,623	€20,134	€20,710
Other compensation	-	-	-	-
<b>Michael Gollner</b>				
Compensation allotted in respect of directorship	€48,581	€49,380	€44,953	€48,581
Other compensation	-	-	-	-
<b>Éric Hayat</b>				
Compensation allotted in respect of directorship	€34,599	€36,455	€34,034	€34,599
Other compensation	-	-	-	-
<b>Noëlle Lenoir</b>				
Compensation allotted in respect of directorship	€25,340	€6,934	€23,526	€25,340
Other compensation	-	-	-	-
<b>Éric Pasquier</b>				
Compensation allotted in respect of directorship	€37,659	€38,243	€39,936	€37,659
Other compensation	-	-	-	-
<b>Jean-Luc Placet</b>				
Compensation allotted in respect of directorship	€42,006	€42,838	€41,177	€42,006
Other compensation	-	-	-	-
<b>Sylvie Rémond</b>				
Compensation allotted in respect of directorship	€28,117	€25,057	€37,178	€28,117
Other compensation	-	-	-	-
<b>Marie-Hélène Rigal-Drogerys</b>				
Compensation allotted in respect of directorship	€60,258	€61,499	€59,738	€60,258
Other compensation	-	-	-	-
<b>Jean-François Sammarcelli</b> (term of office ended at the close of the General Meeting on Wednesday, 1 June 2022)				
Compensation allotted in respect of directorship	€44,007	€45,386	€28,049	€44,007
Other compensation	-	-	-	-
<b>Jessica Scale</b>				
Compensation allotted in respect of directorship	€34,599	€36,455	€34,034	€34,599
Other compensation	-	-	-	-
<b>Sopra GMT</b>				
Compensation allotted in respect of directorship	€41,080	€43,598	€40,791	€41,080
Other compensation	-	-	-	-
<b>Yves de Talhouët</b> (appointed at the General Meeting on Wednesday 1 June 2022)				
Compensation allotted in respect of directorship	-	-	€6,041	-
Other compensation	-	-	-	-
<b>Other terms of office ended before 2022</b>				
Compensation allotted in respect of directorship	-	€39,290	-	-
Other compensation	-	-	-	-
<b>TOTAL</b>	<b>472,808</b>	<b>€472,056</b>	<b>€473,109</b>	<b>€472,808</b>

## SOPRA STERIA GROUP'S PRESENTATION

### Compensation policy

The difference between the total amount of compensation stated in Article L. 225-45 of the French Commercial Code to be allocated for 2021 and 2022 (€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 (€27,192 in 2021 and €26,891 in 2022). These amounts are shown in Table 2, "AFEP-MEDEF Code of Corporate Governance for Listed Companies, December 2022".

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 €1,309,924 excluding VAT (see Section "Agreement with Sopra

GMT, the holding company that manages and controls Sopra Steria Group" of this chapter and the Statutory Auditors' special report on related-party agreements provided at the end of Chapter 6 - "2022 parent company financial statements" of the 2022 Universal Registration Document (pages 292 to 293);

- Éric Hayat Conseil, a company controlled by Éric Hayat, provided consulting services for business development in strategic operations, billed in the amount of €181,000 excluding VAT under an agreement renewed in October 2018 (see Section "Agreement with ÉRIC HAYAT CONSEIL" of this chapter and the Statutory Auditors' special report on related-party agreements provided at the end of Chapter 6 - "2022 parent company financial statements" of the 2022 Universal Registration Document (pages 292 to 293).

### 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, DECEMBER 2022)

None.

### 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, DECEMBER 2022)

None.

### PERFORMANCE SHARES AWARDED TO EACH EXECUTIVE COMPANY OFFICER DURING THE FINANCIAL YEAR (TABLE 6 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, DECEMBER 2022)

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
Cyril Malargé	01/06/2022	3,000	€435,150	01/07/2025	01/07/2025	1) Sopra Steria Group's consolidated revenue growth in financial years 2022, 2023 and 2024 2) Consolidated operating profit on business activity as a percentage of the Sopra Steria Group's revenue in financial years 2022, 2023 and 2024 3) Sopra Steria Group's consolidated free cash flow for financial years 2022, 2023 and 2024 4) Proportion of women in senior management positions
<b>TOTAL</b>	-	<b>3,000</b>	<b>€435,150</b>	-	-	-

The performance share plan put in place by the Group in 2022 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 3% of departures under previous plans);
- the performance condition is based on three criteria, equally weighted at 30% each: organic consolidated revenue growth, consolidated operating profit on business activity (expressed as a percentage of revenue) 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 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 20% by 31 December 2025.



The Chief Executive Officer, Cyril Malargé, was subject to the same rules as all the other recipients under the 2022 plan. He was also required to retain at least 50% of the shares acquired under this

plan throughout his entire term of office. Cyril Malargé undertook not to hedge his performance shares until the holding period had expired.

**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, DECEMBER 2022)**

None.

**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, DECEMBER 2022)**

None.

**OVERVIEW OF PERFORMANCE SHARE GRANTS – INFORMATION ON PERFORMANCE SHARES (TABLE 9 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, DECEMBER 2022)**

See Section 5.4 "Share-based payments" of Chapter 5, "2022 Consolidated Financial Statements" and Section 4.2.2 "Staff costs and employee benefits" of Chapter 6, "2022 Parent Company Financial Statements" of the 2022 Universal Registration Document (on pages 212 to 214 and 265 to 266, respectively).

**STATEMENT SUMMARISING THE MULTI-YEAR VARIABLE COMPENSATION OF EACH EXECUTIVE COMPANY OFFICER (TABLE 10 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, DECEMBER 2022)**

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, DECEMBER 2022)**

	Employment contract		Supplementary pension plan		Allowances or benefits due or likely to fall 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
<b>Executive company officers</b>								
Pierre Pasquier Chairman Term of office began: 2018 Term of office ends: 2024		✓		✓		✓		✓
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 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 (contractual termination pay). 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)		Supplementary pension plan		Allowances or benefits due or likely to fall due as a result of the cessation of duties or a change in duties		Allowances for a non-compete clause		Amount paid in 2022
	Yes	Company	Yes	No	Yes	No	Yes	No	
Astrid Anciaux	✓	Sopra Steria Benelux		✓		✓		✓	€132,602
Hélène Badosa	✓	Sopra Steria Group SA		✓		✓		✓	€48,498
David Elmalem	✓	Sopra Steria Group SA		✓		✓		✓	€62,476
Éric Pasquier	✓	Sopra Banking Software		✓		✓		✓	€579,236

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.

## Pay ratios

### 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 of 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 87% of the workforce in France over the period).

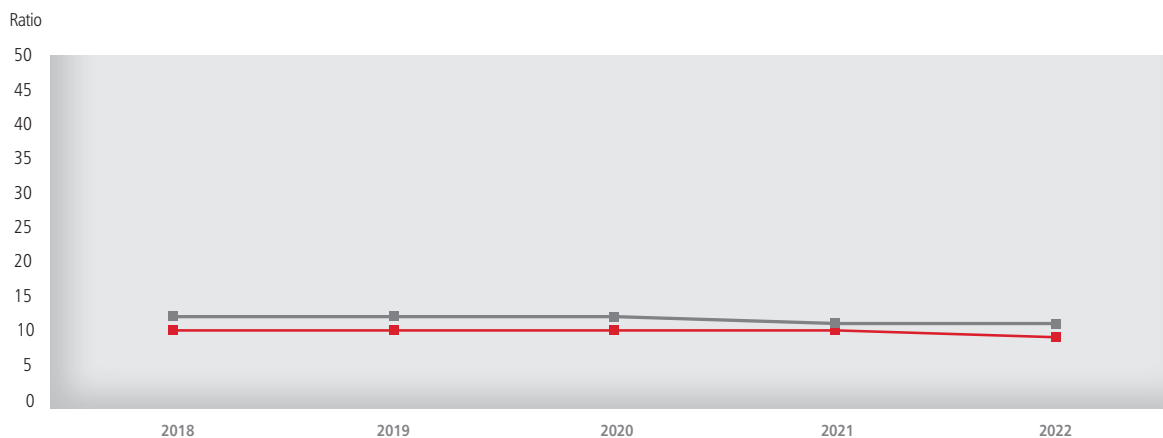
### CHAIRMAN – PAY RATIO

Ratio based on average compensation =

Chairman's compensation  
Average compensation

Ratio based on median compensation =

Chairman's compensation  
Median compensation



— Pay ratio: Chairman's compensation / Median compensation    — Pay ratio: Chairman's compensation / Average compensation

### CHIEF EXECUTIVE OFFICER

The position of Chief Executive Officer was held by Vincent Paris for the financial years 2018 to 2021 and then by Cyril Malargé as of 1 March 2022.

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.

The Board of Directors decided on three performance share plans in 2016, 2017 and 2018 based on the authorisation given at the General Meeting of 22 June 2016. Vincent Paris was awarded 9,000 of the 325,500 rights allocated to all other recipients of these plans. These 9,000 rights resulted in the allocation of 5,794 shares. The vesting periods for the three plans were extended over about five years, 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 to Vincent Paris and 2,500 to Cyril Malargé (out of a total of 219,200 such rights). The rules

governing this plan state that the shares are to be delivered on 1 July 2024.

On 12 January 2022, the Board of Directors decided to appoint Cyril Malargé as Chief Executive Officer of the Sopra Steria Group effective 1 March 2022. Cyril Malargé's fixed annual compensation for this appointment was set at €450,000 as part of his taking office.

On 1 June 2022, the Board of Directors decided, under the authorisation given at the General Meeting of 26 May 2021, to allot 3,000 rights to performance shares (out of a total of 200,950 such rights) to Cyril Malargé. The rules governing this plan state that the shares are to be delivered on 1 July 2025.

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:

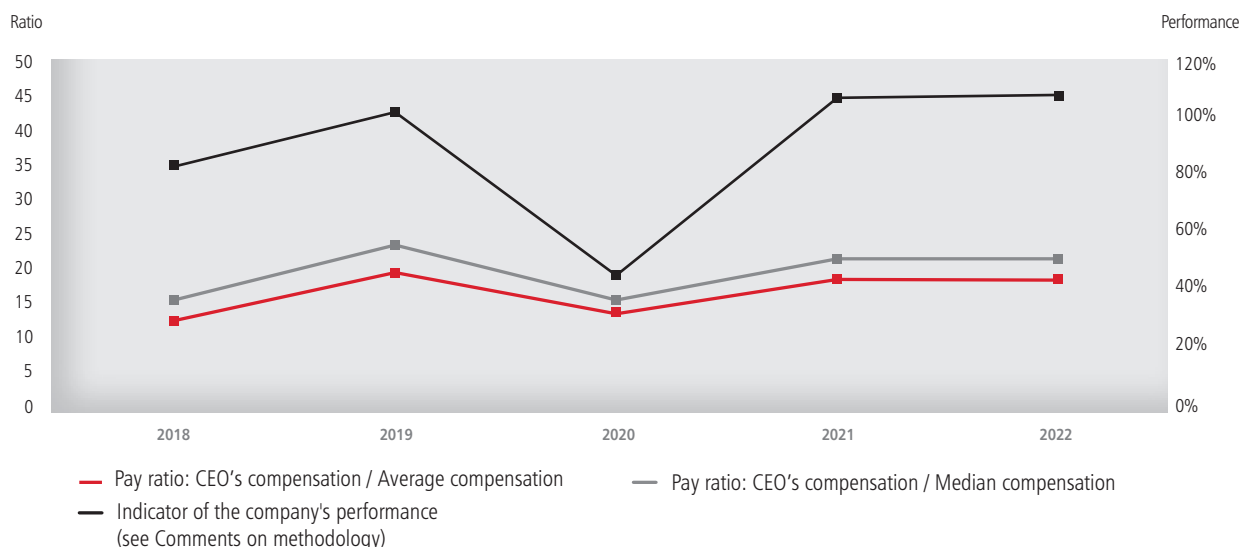
- the change in the Company's performance, with the extent to which the quantifiable targets used to determine the Chief Executive Officer's variable compensation (financial performance of the Company) have been met serving as a proxy for the Company's performance;
- the change in the amount and composition of the Chief Executive Officer's total compensation;
- ratios calculated relative to the average and median compensation of employees across the extended scope (average 87% of the workforce in France over the period).

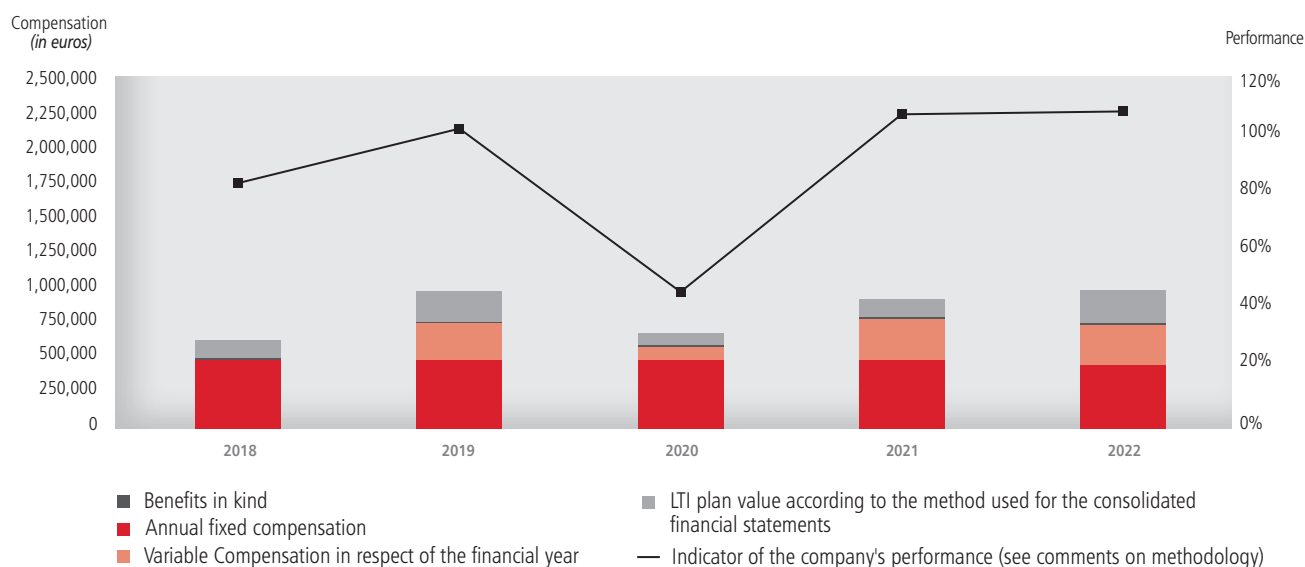
### CHIEF EXECUTIVE OFFICER – PAY RATIO

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

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

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





The apparent change in performance in 2020 was partly due to a methodology bias. One of the two quantitative 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.

## PAY RATIO TABLE

	2018	2019	2020	2021	2022
Chairman's compensation	€531,818	€535,880	€533,644	€532,892	€532,591
Compensation of the Chief Executive Officer	€646,847	€1,004,548	€692,946	€947,335	€1,009,075
<b>Extended scope</b>	<b>2018</b>	<b>2019</b>	<b>2020</b>	<b>2021</b>	<b>2022</b>
<b>Average annual compensation</b>	<b>€48,314</b>	<b>€49,833</b>	<b>€50,388</b>	<b>€50,287</b>	<b>€53,460</b>
Pay ratio: Chairman's compensation/Average compensation	11	11	11	11	10
Pay ratio: Chief Executive Officer's compensation/Average compensation	13	20	14	19	19
<b>Median annual compensation</b>	<b>€40,873</b>	<b>€42,595</b>	<b>€42,611</b>	<b>€43,285</b>	<b>€45,872</b>
Pay ratio: Chairman's compensation/Median compensation	13	13	13	12	12
Pay ratio: Chief Executive Officer's compensation/Median compensation	16	24	16	22	22
<b>Sopra Steria Group SA</b>	<b>2018</b>	<b>2019</b>	<b>2020</b>	<b>2021</b>	<b>2022</b>
<b>Average annual compensation</b>	<b>€47,642</b>	<b>€49,063</b>	<b>€49,719</b>	<b>€49,477</b>	<b>€52,448</b>
Pay ratio: Chairman's compensation/Average compensation	11	11	11	11	10
Pay ratio: Chief Executive Officer's compensation / Average compensation	14	20	14	19	19
<b>Median annual compensation</b>	<b>€40,357</b>	<b>€42,017</b>	<b>€42,072</b>	<b>€42,622</b>	<b>€45,025</b>
Pay ratio: Chairman's compensation/Median compensation	13	13	13	13	12
Pay ratio: Chief Executive Officer's compensation/Median compensation	16	24	16	22	22
<b>Company performance</b>	<b>2018</b>	<b>2019</b>	<b>2020</b>	<b>2021</b>	<b>2022</b>
<b>Level of quantifiable targets achieved by the CEO</b>	<b>85%</b>	<b>104%</b>	<b>47%</b>	<b>109%</b>	<b>110%</b>
Consolidated operating margin	7.5%	8.0%	7.0%	8.1%	8.9%
Organic consolidated revenue growth	4.9%	6.5%	-4.8%	6.4%	7.6%
Free cash flow	€173.1m	€229.3m	€203.5m	€266.4m	€287.2m

**Comments on methodology:*****Numerators of ratios***

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

Vincent Paris' term of office as Chief Executive Officer ended on 28 February 2022. Cyril Malargé succeeded with effect from 1 March 2022. The Chief Executive Officer's compensation corresponds to the amounts allotted as shown in the AFEP-MEDEF tables (compensation of Vincent Paris until 2021, combined compensation of Vincent Paris and Cyril Malargé in 2022). 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. For 2022, 94% of the rights attributable to the financial year in the outstanding plans were therefore counted at fair value at the time of the allocation. The rights taken into account were those allocated to Vincent Paris until 2021 and to Cyril Malargé from 2022.

***Denominators of ratios***

Average and median annual compensation paid to employees has been calculated on the basis of a population representing on average 87% 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. 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 does not include performance share plans or matching employer contribution shares in connection with employee share ownership plans.

***Company performance***

The extent to which the quantitative 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.

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. Section 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 2022 Universal Registration Document (on pages 123 to 125 and 137 to 142, 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.

## Additional information about resolutions passed with a majority of less than 80% at the General Meeting of 1 June 2022

Resolution	Ordinary General Meeting	For		Against		Abstain
		Votes	%	Votes	%	Votes
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	14,233,147	65.16%	7,609,357	34.83%	2,148
16	Renewal of the appointment of ACA Nexia as Principal Statutory Auditor	16,983,303	77.74%	4,860,527	22.25%	816

### Comments on Resolution 6 – General Meeting of 1 June 2022

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

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” – was passed with 65.1% of votes in favour. As a reminder, the ex-ante vote on the compensation policy for the Chief Executive Officer at the previous General Meeting was 95.25% in favour.

This voting result reflects at least to some degree reservations on the decision to maintain the rights to performance shares awarded on 26 May 2021 to Vincent Paris, beyond the prorated proportion over the vesting period elapsed until the end of his term of office as Chief Executive Officer.

These rights remain subject to the conditions applicable to performance in 2021, 2022 and 2023, which have been set at demanding levels for all recipients under the plan. The benefit granted to Vincent Paris is thus proportionate in consideration for his commitment, his achievements and his desire to continue to support the Group's future development in every possible way. It should be noted that after graduating from the École Polytechnique in 1987, Vincent Paris spent his entire career with Sopra Steria Group and companies having merged with Sopra Steria Group.

Under the plan rules, the continued employment condition is met provided the recipient is an employee or executive company officer of a Group company. The following table assesses the benefit awarded to Vincent Paris on that basis, taking into account the average performance level for plans that have matured to date (namely the 2016, 2017 and 2018 plans).

Rights	Maximum number	Estimate based on the fair value upon award	Estimate after applying the average performance level for LTI plans*	% of 2021 compensation
Initial award	3,000	€408,180	€262,745	32%
Prorated vesting period	1,144	€155,653	€100,194	12%
Prorated performance measurement period	1,580	€214,975	€138,379	17%
Decision to maintain rights	3,000	€408,180	€262,745	32%

\* The average performance level of LTI plans maturing in 2016, 2017 and 2018 was 64.37%.

The Board of Directors took into account the fact that this exceptional decision to maintain rights was not accompanied by any benefit awarded in respect of Vincent Paris resignation from corporate office. Vincent Paris was not covered by any guarantees, any non-compete clause paying compensation or any supplementary pension plan.

In addition, the statutory payment to Vincent Paris, for termination of his employment contract could have been brought forward to the date of his appointment as Chief Executive Officer, in accordance with Recommendation 23.1 of the AFEP-MEDEF Code (“When an employee becomes an executive company officer, it is recommended to terminate his or her employment contract with the company or with a group company, whether through contractual termination or resignation”).



**Comments on Resolution 16 – General Meeting of 1 June 2022**

The Board of Directors unanimously proposed that ACA Nexia be reappointed as Principal Statutory Auditor. This resolution was passed with 77.74% of votes in favour – a smaller majority than in 2018, when the Company's other Statutory Auditor was reappointed under very similar conditions, with 99.66% of votes in favour.

The Board of Directors thus notes the principled stance expressed by some shareholders in favour of shortening the Statutory Auditors' cumulative terms of office relative to the term authorised by law.

The Audit Committee's recommendation to the Board of Directors to renew the appointment was based on the quality of the services provided by ACA Nexia and the very satisfactory collaboration in place between ACA Nexia and the Company's other Statutory Auditor. It also took into account the imminent arrival of a new Statutory Auditor.

The Committee felt that replacing both Statutory Auditors within two years (in 2022 and 2024) would not be optimally conducive to the transfer of experience and knowledge from the current Statutory Auditors. The decision to instead replace them over four years (in 2024 and 2028) will also assist the Finance Department in its handling of other key priorities over the period. The Board of Directors remains convinced of the relevance of these considerations.

Before issuing its recommendation, the Audit Committee took into account the position of H3C (the French audit industry's supervisory authority) confirming the possibility of ACA Nexia serving one final term. It had also enquired as to the findings of a periodic inspection of ACA Nexia by H3C relating in part to ACA Nexia's handling of its audit responsibilities in respect of Sopra Steria Group. It had found the conclusions of this inspection very satisfactory.

Neither of the two current Statutory Auditors will be eligible for reappointment when their current term of office expires. The process of selecting a successor to Mazars with effect from financial

year 2024 is set out in Section 1.3.3.a, "Audit Committee" of Chapter 3, "Corporate governance", on pages 78 to 80 of the 2022 Universal Registration Document.

NB: The outcome of the vote on resolutions 6 and 16 was subject to discussions with a number of shareholders, in particular immediately after the 2022 Shareholders' meeting during roadshows in June and August 2022, but also as part of investor relations activities throughout the year.

As a reminder, in 2022 the following investor relations activities were conducted:

**Meetings with investors in 2022**

The Investor Relations Department builds a dialogue with the investor community throughout the year. It endeavours to meet with all shareholders, investors and financial analysts in the world's main financial marketplaces during roadshows or conferences, as well as on the occasion of annual and interim financial reports and presentations to the General Shareholders' Meeting.

**175** Institutions met

**177** Meetings

**11** Countries covered

**17** Cities covered

**25** Roadshows

**11** Conferences

## Financial delegations in progress

### Authorisations to issue securities granted to the Board of Directors at the Combined General Meeting of 1 June 2022

#### 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)	1 June 2022 Resolution 19	26 months (August 2024)	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 19	1 June 2022 Resolution 23	26 months (August 2024)	15% of the amount of the capital increase under Resolution 19, up to a maximum of €2 billion	15% of the amount of the capital increase under Resolution 19, 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	1 June 2022 Resolution 26	26 months (August 2024)	Amount of discretionary reserves	Amount of discretionary reserves	None

#### 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)	1 June 2022 Resolution 20	26 months (August 2024)	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	1 June 2022 Resolution 21	26 months (August 2024)	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 20 or 21	1 June 2022 Resolution 23	26 months (August 2024)	15% of the amount of the capital increase under Resolution 20 or 21, up to a maximum of €2 billion	15% of the amount of the capital increase under Resolution 20 or 21, 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	1 June 2022 Resolution 24	26 months (August 2024)	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	1 June 2022 Resolution 25	26 months (August 2024)	10% of the share capital, up to a maximum of €2 billion	10% of the share capital	None

#### 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	1 June 2022 Resolution 27	38 months (August 2025)	1.1% <sup>(1)</sup>	0.055%	None
Capital increase for employees enrolled in a company savings plan	1 June 2022 Resolution 28	26 months (July 2024)	2% <sup>(1)</sup>		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.

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# Summary of resolutions

## Ordinary General Meeting

### APPROVAL OF THE PARENT COMPANY AND CONSOLIDATED FINANCIAL STATEMENTS OF SOPRA STERIA GROUP AND APPROPRIATION OF EARNINGS (RESOLUTIONS 1 TO 3)

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 2022, showing net profit of €167,666,165.65;
- the consolidated financial statements (Resolution 2) of Sopra Steria Group for the year ended 31 December 2022, showing profit attributable to the Group of €247,823,146;
- the list of non-deductible expenses totalling €756,421 and the corresponding tax charge (Resolution 3). These expenses consist of rental or lease payments and depreciation in respect of the Company's vehicle fleet.

The Statutory Auditors' report 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 2022. The Statutory Auditors' report 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 2022.

Sopra Steria Group SA generated net profit of €167,666,165.65 for the year ended 31 December 2022, giving consolidated net profit attributable to the Group of €247,823,146.

The Board of Directors proposes that a dividend per share of €4.30 be distributed, i.e. a total amount of €88,355,114.30, 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 libérateur*"), 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<sup>o</sup> of the French General Tax Code), and the deduction of a portion of the CSG (6.8%). The ex-dividend date would be 29 May 2023, before the market opens. The dividend will be payable as from 31 May 2023.

### COMPENSATION OF COMPANY OFFICERS (RESOLUTIONS 4 TO 11)

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 3 of the Company's Universal Registration Document for the financial year ended 31 December 2022.

a) **Under Resolution 4** and in accordance with the provisions of Article L. 22-10-34 I of the French Commercial Code, you are asked to approve the disclosures relating to the compensation of company officers mentioned in Article L. 22-10-9 I of the French Commercial Code.

b) **Under Resolutions 5, 6 and 7** 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 financial year ended 31 December 2022 or allotted in respect of that period to the executive company officers, namely Pierre Pasquier, in his capacity as Chairman of the Board of Directors; Vincent Paris, in his capacity as Chief Executive Officer for the period from 1 January to 28 February 2022; and Cyril Malargé, in his capacity as Chief Executive Officer for the period from 1 March to 31 December 2022. 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 shareholders at the Combined General Meeting on 1 June 2022.

Pursuant to Article L. 22-10-34 II of the French Commercial Code, the payment to Vincent Paris and Cyril Malargé of the variable components of their compensation is contingent upon shareholder approval at the General Meeting of the items of compensation attributable to them in respect of the 2022 financial year.

c) **Under Resolutions 8, 9 and 10** 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 8), the Chief Executive Officer (Resolution 9) and the members of the Board of Directors (Resolution 10). The compensation policy defined for the Chief Executive Officer would be applicable in the event of the appointment of a Deputy CEO.

d) **Under Resolution 11**, after noting that this amount has remained unchanged since 2015 and after reviewing the average compensation of directors at companies of a comparable market capitalisation or operating in the Company's business sector, you are asked to set the total annual amount of compensation awarded to Directors for their service, as referred to in Article L. 225-45 of the French Commercial Code, at €700,000.

The shareholders at the General Meeting are asked to approve the proposed increase in this amount in order to take into account the change in the number of members of the Board of Directors. If the resolutions relating to the appointments of the three new Directors are approved by the shareholders at the General Meeting, the total number of Directors will increase from 15 to 18. This increase in the Board's membership is also warranted by the increased workload and responsibilities incumbent upon Board members. It is agreed that 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 Section "Compensation policy" of Chapter 2 of this Document.

**MEMBERS OF THE BOARD OF DIRECTORS (RESOLUTIONS 12 TO 17)****1) Renewal of Directors' terms of office (Resolutions 12 to 14)**

Three Directors' terms of office are due to expire at the close of the General Meeting of 24 May 2023. The Directors concerned are Sylvie Rémond, Jessica Scale and Michael Gollner. On the recommendation of the Nomination, Governance, Ethics and Corporate Responsibility Committee, the Board of Directors proposes that:

- Sylvie Rémond be reappointed as a Director for a term of office of four years (Resolution 12);
- Jessica Scale be reappointed as a Director for a term of office of four years (Resolution 13);
- Michael Gollner be reappointed as a Director for a term of office of four years (Resolution 14).

**2) Appointment of new Directors (Resolutions 15 to 17)**

Subsequent to the process used to select candidates for positions as Directors, which involved four potential candidates who were initially identified, 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:

- appointment of Sonia Criseo as a new Director for the statutory term of office of two years (Resolution 15);
- appointment of Pascal Daloz as a new Director for the statutory term of office of three years (Resolution 16);
- appointment of Rémy Weber as a new Director for the statutory term of office of two years (Resolution 17).

In accordance with the provisions of Article 14 of the Company's Articles of Association, Directors may be appointed 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.

The process used to select candidates for positions as Directors is described in Section "Selection process for members of the Board of Directors" of Chapter 2, of this Document.

The biographies of Sylvie Rémond, Jessica Scale, Michael Gollner, Sonia Criseo, Pascal Daloz and Rémy Weber are presented below.

**MICHAEL GOLLNER**Number of shares in the Company owned personally:  
**100****Independent Director**

- Member of the Audit Committee

**Business address:**

Operating Capital Partners  
6075 Laurel St  
New Orleans, Louisiana – USA

**Nationality:**

American and British

**Age:** 64**Date of first appointment:** 12/06/2018**Date term of office ends:** General Meeting to approve the financial statements for the year ended 31/12/2022**Term of office proposed for renewal for 4 years****Appointments****Main positions and appointments currently held**

	Outside the Group	Outside France	Listed company
■ 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. He worked 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. He has extensive experience with 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.



**SYLVIE RÉMOND**Number of shares in the Company owned personally:  
**152****Independent Director**

- Member of the Compensation Committee

**Business address:**

Sopra Steria Group  
6 avenue Kléber  
75116 Paris – France

**Nationality:** French**Age:** 59**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**Term of office proposed for renewal for 4 years**

Main positions and appointments currently held	Appointments		
	Outside the Group	Outside France	Listed company
<ul style="list-style-type: none"> <li>Director of Boursorama (Société Générale Group)</li> </ul>	✓		
<ul style="list-style-type: none"> <li>Director of Sogecap (Société Générale Group)</li> </ul>	✓		
<ul style="list-style-type: none"> <li>Director of Banque Degroof Petercam, Belgium</li> </ul>	✓	✓	
Other directorships and offices held during the last five years			
<ul style="list-style-type: none"> <li>Group Chief Risk Officer, Société Générale Group</li> </ul>			
<ul style="list-style-type: none"> <li>Director of SGBT, Luxembourg (Société Générale group)</li> </ul>	✓	✓	✓
<ul style="list-style-type: none"> <li>Director of Rosbank, Russia (Société Générale group)</li> </ul>	✓	✓	
<ul style="list-style-type: none"> <li>Director of KB Financial Group, Czech Republic (Société Générale group)</li> </ul>	✓	✓	
<ul style="list-style-type: none"> <li>Director of ALD SA, France (subsidiary of the Société Générale group)</li> </ul>	✓		✓

**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 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.

Since 2022, Sylvie Rémond has served as a Director for Banque Degroof Petercam in Belgium.

The proposed for renewal of Sylvie Rémond addresses the need for Sopra Steria Group's Board of Directors to have members with a thorough understanding of the banking sector and its needs. Sopra Steria Group generates a significant proportion of its revenue – across all business lines and locations – in the financial sector, notably through its subsidiary Sopra Banking Software, a strategic technology partner to financial institutions. Furthermore, her experience in internal control and risk management is useful for the Audit Committee.

**JESSICA SCALE**Number of shares in the Company owned personally: **10****Independent Director**

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

**Business address:**

Sopra Steria Group  
6 avenue Kléber  
75116 Paris – France

**Nationality:** French**Age:** 60**Date of first appointment:** 22/06/2014**Date term of office ends:** General Meeting to approve the financial statements for the year ended 31/12/2022**Term of office proposed for renewal for 4 years****Appointments****Main positions and appointments currently held**

- Chairwoman of digitfit
- Independent consultant specialising in the challenges posed by the digital transformation

**Outside the Group**

✓

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

- 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. She 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.

<b>SONIA CRISEO</b>		Number of shares in the Company owned personally: <b>None</b>	
<b>New appointment</b>			
	<b>Business address:</b> Allianz Trade France 1 place des Saisons 92048 Paris La Défense Cedex France	<b>Date of first appointment:</b> 24/05/2023 <b>Date term of office began:</b> 24/05/2023 <b>Date term of office ends:</b> AGM 2025	
	<b>Nationality:</b> Irish	<b>Age:</b> 51	
<b>Main positions and appointments currently held</b>		<b>Appointments</b>	
		<b>Outside the Group</b>	<b>Outside France</b> <b>Listed company</b>
■ Commercial Director at Allianz Trade for Multinationals (formerly Euler Hermes)			
<b>Other directorships and offices held during the last five years</b>			
■ Director of CS Group			✓
<b>Biography</b>			
<p>After training as a bilingual assistant, Sonia Criseo started her career at law firm Linklaters &amp; Paines. She then joined the US firm Baker McKenzie, where she was assistant to the firm's then Chair Christine Lagarde. In 2005, she became Christine Lagarde's personal assistant at the French Ministry of Foreign Trade. In 2007, she continued to work for Christine Lagarde as her Deputy Chief of Staff at the French Ministry for the Economy, Finance and Industry, with responsibility for special affairs. In 2012, she was appointed Chief of Staff to the Chairman of Moët Hennessy. In 2013, she joined credit insurer Euler Hermes France (which in 2022 became Allianz Trade) in the newly created post of Head of International Development. She has served as Commercial Director at Allianz Trade for Multinationals since 2017.</p>			

Sonia Criseo's proposed appointment to the Board of Directors addresses the desire to have a Board member with in-depth knowledge of CS Group, recently acquired by the Company, to facilitate its integration. Her knowledge of the public sector and her experience in the credit insurance sector will be valuable assets to Sopra Steria Group, which generates a significant proportion of its revenue – across all product lines and locations – in the public sector and the banking and insurance sectors. Lastly, by virtue of her roots, Sonia Criseo will also bring a helpful dimension to the Group in relation to its aim of expanding internationally in continental Europe and the United Kingdom.

Under the strict application of the independence criteria set out in the AFEP-MEDEF Code, the Board of Directors does not consider Sonia Criseo independent due to her directorship at CS Group until March 2023.

**PASCAL DALOZ**Number of shares in the Company owned personally: **None****Appointment as Independent Director**

**Business address:**  
Dassault Systèmes  
10 rue Marcel Dassault  
78140 Vélizy-Villacoublay – France

**Nationality:** French**Age:** 54**Date of first appointment:** 24/05/2023**Date term of office began:** 24/05/2023**Date term of office ends:** AGM 2026

Main positions and appointments currently held	Appointments		
	Outside the Group	Outside France	Listed company
■ Deputy CEO, Dassault Systèmes	✓		✓
■ Company officer of direct and indirect subsidiaries of Dassault Systèmes	✓		
■ Director of Fondation Mines-Télécom			
■ Director of the PSL Foundation			
■ Honorary Co-Chair of Alliance Industrie du Futur			
<b>Other directorships and offices held during the last five years</b>			
■ Company officer of direct and indirect subsidiaries of Dassault Systèmes	✓		
■ Director of the Nantes Institute for Advanced Studies			

**Biography**

After gaining experience in strategy and technology innovation management with investment banks and consultancy firms, Pascal Daloz joined Dassault Systèmes in 2001 as Vice President R&D in charge of sales development. He became Vice President, Strategy and Business Development in 2003, then Executive Vice President, Strategy and Marketing in 2007. He was put in charge of all the group's brands in 2010 as Executive Vice President, Corporate Strategy and Market Development, and then Executive Vice President, Brands and Corporate Development in 2014. In 2018, Pascal Daloz became Head of Corporate Finance and Strategy. In 2020, he became Chief Operating Officer and Head of the Operations Executive Committee of Dassault Systèmes. He continued to serve as Chief Financial Officer until the end of 2021. As Chief Operating Officer, he orchestrated the transformation of the company's strategic functions with the aim of making it a market leader in three key areas of the economy: manufacturing industries, life sciences and healthcare, and infrastructure and urban development.

Pascal Daloz has served as a Director of Dassault Systèmes since 2020. He is Chairman of Medidata, a Dassault Systèmes brand that is a global leader in clinical trials, and 3DS Outscale, a cloud services company founded by Dassault Systèmes. He is also Co-Chair of Alliance Industrie du Futur, established on the initiative of the French government.

Pascal Daloz is a graduate of the École des Mines de Paris engineering school.

The proposed appointment of Pascal Daloz addresses the desire to strengthen industry expertise on the Company's Board of Directors. His financial expertise and the experience he has gained in senior operational roles mean that his perspective on issues of concern to the Group will add value to the Board's discussions. The Board of Directors has also taken into account Pascal Daloz's in-depth understanding of family-owned businesses. The Board of Directors considers Pascal Daloz independent under the independence criteria set out in the AFEP-MEDEF Code.

**RÉMY WEBER**Number of shares in the Company  
owned personally: **None****Appointment as Independent Director**

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

**Date of first appointment:** 24/05/2023  
**Date term of office began:** 24/05/2023  
**Date term of office ends:** AGM 2025

**Nationality:** French**Age:** 65

Main positions and appointments currently held	Appointments		
	Outside the Group	Outside France	Listed company
■ CEO of Suka Conseil	✓		
■ Chairman of the Supervisory Board of Kereis group	✓		
■ Chairman of the Supervisory Board of Empruntis group	✓		
■ Director of Vicat	✓		✓
■ Member of the Supervisory Board of CDC Habitat	✓		
■ Member of the Supervisory Board of Primonial group	✓		
■ Chairman of the Board of Directors of the Opéra de Lyon	✓		
<b>Other directorships and offices held during the last five years</b>			
■ Chairman of the Executive Board of La Banque Postale	✓		
■ Company officer of direct and indirect subsidiaries of La Banque Postale	✓		

**Biography**

Rémy Weber began his career at the Large Corporates Department of Banque Française du Commerce Extérieur before joining the French Treasury as a project manager in the International Affairs Department.

He joins Financière BFCE in 1990 as Deputy Director with responsibility for investment operations, mergers and acquisitions.

In 1993, Rémy Weber joined the CIC Crédit Mutuel group. After holding various management positions, he became Chairman and CEO of CIC Lyonnaise de Banque, a position he held from 2002 to 2013. During this period, he was also a member of the CIC group's Executive Board and then of its Executive Committee.

In 2013, Rémy Weber became Chairman of the Executive Board of La Banque Postale, and Deputy CEO and Head of Financial Services at La Poste.

CEO of Suka Conseil since 2020, Rémy Weber joined the Board of Directors of Vicat in 2021. He chairs the Audit Committee and sits on the Remuneration Committee. He is also Chairman of the Supervisory Board of Kereis group (a European leader in omnichannel insurance brokerage) since November 2021 and Chairman of the Supervisory Board of Empruntis group since May 2022.

As a member of the Supervisory Board of CDC Habitat, he also sits on the Strategy Committee and the Audit Committee.

Finally, Rémy Weber has joined the Supervisory Committee of Primonial group since December 2022.

Rémy Weber is a graduate of Sciences Po Aix and the HEC business school.

The proposed appointment of Rémy Weber addresses the need for Sopra Steria Group's Board of Directors to have members with a thorough understanding of the banking sector and its needs. Sopra Steria Group generates a significant proportion of its revenue – across all business lines and locations – in the financial sector, notably through its subsidiary Sopra Banking Software, a strategic technology partner to financial institutions. Furthermore, his executive management experience will be useful to the Board in its discussions. The Board of Directors considers Rémy Weber independent under the independence criteria set out in the AFEP-MEDEF Code.

## DRAFT RESOLUTIONS SUBMITTED TO THE SHAREHOLDERS' MEETING

## Summary of resolutions

Subject to shareholder approval at the General Meeting of the resolutions concerning the appointments of Sonia Criseo, Pascal Daloz and Rémy Weber, the composition of the Company's Board of Directors will change as follows:

	Number of members	Female Directors*	Independent Directors*	Nationalities	Average age
As of 31 December 2022	15	5, i.e. 42%	8, i.e. 67%	4	63
After the General Meeting of 24 May 2023	18	6, i.e. 40%	10, i.e. 67%	5	62

\* Out of 12 and subsequently 15 members, excluding Directors representing the employees and employee shareholders.

The following table summarises the key areas of expertise and experience that the proposed appointees would add to the Board of Directors:

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 large group	Finance, risk management and control	CSR – Human resources and labour relations	CSR – Environmental and social issues	International teams and organisations	Knowledge of Axway Software	Operational experience within the Sopra Steria Group
Sonia Criseo		✓						✓		✓*
Pascal Daloz	✓			✓	✓			✓		
Rémy Weber		✓		✓	✓	✓				

\* Knowledge of CS Group, in the process of being merged into Sopra Steria Group.

### BUYBACK BY SOPRA STERIA GROUP OF ITS OWN SHARES (RESOLUTION 18)

You are asked to renew the authorisation granted to the Board of Directors at the General Meeting of 1 June 2022 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 €275; 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 option plans and/or free share plans (or similar plan) as well as any allotments of shares under a company or Group savings plan (or similar plan) in connection with a profit-sharing mechanism, and/or any 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 approved at the General Meeting of 1 June 2022;
- 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 authorisation and decide on the arrangements, under the conditions and within the limits set by law.

This authorisation would supersede the previous authorisation given at the General Meeting of 1 June 2022 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 financial year ended 31 December 2022.



## Extraordinary General Meeting

### SOPRA STERIA GROUP SHARE OWNERSHIP PROGRAMMES FOR EMPLOYEES AND COMPANY OFFICERS (RESOLUTIONS 19 AND 20)

In order to continue to share the benefits of Sopra Steria's growth and success with employees and company officers of the Company and the Group, the Board of Directors is therefore submitting the following proposals to the shareholders at the General Meeting for their approval:

- Resolution 19 to enable the Board of Directors to allot existing or new free shares;
- Resolution 20 to enable the Board of Directors to undertake one or more increases in the share capital reserved for employees belonging to one of the Group's company savings plans (in accordance with Article L. 225-180 of the French Commercial Code).

#### 1) Allotment of free shares to employees and company officers (Resolution 19)

Since the tie-up between Sopra and Steria, the Group has put in place performance share plans whenever its financial performance has allowed.

The characteristics of the latest such plan, set up on 1 June 2022, are as follows:

- 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 3% 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 level of achievement of targets will determine the number of free shares to which recipients 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 2022 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 1 June 2022 be renewed

and the limit retained at 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-term 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, taking into account the recommendations 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 allotted to the Company's Chief Executive Officer would be limited to 5% of the maximum total 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 being subject to any performance conditions, up to a maximum of 10% of the maximum total number of free shares that may be awarded, i.e. approximately 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.

#### 2) Capital increase reserved for employees enrolled in a company savings plan (Resolution 20)

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, without pre-emptive subscription rights.

This delegation of authority would be subject to an overall limit of 2% of the share capital and would be granted for a period of twenty-six months. It would supersede any unused portion of any previous delegation of powers having the same purpose.

## Ordinary General Meeting

### POWERS GRANTED TO CARRY OUT FORMALITIES (RESOLUTION 21)

This resolution grants all powers to the bearer of an original or copy of the minutes of this General Meeting to carry out all customary filing and publication 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 2022

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' report, approve the parent company financial statements for the year ended 31 December 2022 as they were presented, which show a net profit of €167,666,165.65.

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, item 4 of the French General Tax Code, which amounted to €756,421, and the corresponding tax expense of €189,105.

#### Resolution 2

##### Approval of the consolidated financial statements for financial year 2022

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' report, approve the consolidated financial statements for the year ended 31 December 2022, which show a consolidated net profit (attributable to the Group) of €247,823,146, as well as the transactions reflected in these consolidated financial statements and/or summarised in the reports.

#### Resolution 3

##### Appropriation of earnings for financial year 2022 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' report, note that the net profit available for distribution, determined as follows, stands at:

<b>Profit for the year</b>	<b>€167,666,165.65</b>
Transfer to the legal reserve	-
Prior unappropriated retained earnings	€64,681.60
<b>DISTRIBUTABLE PROFIT</b>	<b>€167,730,847.25</b>

and resolve, after acknowledging the consolidated net profit attributable to the Group amounting to €247,823,146, to appropriate this profit as follows:

<b>Dividends (based on a dividend per share of €4.30)</b>	<b>€88,355,114.30</b>
Discretionary reserves	€79,375,732.95
Retained earnings	-
<b>TOTAL</b>	<b>€167,730,847.25</b>

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:

	2019	2020	2021
Dividend per share	-	€2.00	€3.20
Number of dividend-bearing shares	-	20,539,743	20,527,488
Dividends paid *	-	€41,079,486.00	€65,687,961.60

\* 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 disclosures relating to the compensation of company officers 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**

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 during financial year 2022 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, 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 financial year ended 31 December 2022 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 during financial year 2022 or allotted in respect of that period to Vincent Paris, Chief Executive Officer (from 1 January to 28 February 2022)**

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 financial year ended 31 December 2022 or allotted in respect of that period to Vincent Paris, Chief Executive Officer for the period from 1 January to 28 February 2022, and as presented in the report.

**Resolution 7**

**Approval of the fixed, variable and exceptional items of compensation making up the total compensation and benefits of any kind paid during financial year 2022 or allotted in respect of that period to Cyril Malargé, Chief Executive Officer (from 1 March to 31 December 2022)**

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 financial year ended 31 December 2022 or allotted in respect of that period to Cyril Malargé, Chief Executive Officer for the period from 1 March to 31 December 2022, and as presented in the report.

**Resolution 8**

**Approval of the compensation policy for 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 9**

**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 10**

**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 11**

**Decision setting the total annual amount of compensation awarded to Directors for their service at €700,000**

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 annual amount of compensation awarded to Directors for their service, to be allocated by the Board, at €700,000.

**Resolution 12**

**Reappointment of Sylvie Rémond as a Director 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 Sylvie Rémond 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 financial year ending 31 December 2026.

**Resolution 13**

**Reappointment of Jessica Scale as a Director 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 Jessica Scale 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 financial year ending 31 December 2026.

**Resolution 14****Reappointment of Michael Gollner as a Director 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 Michael Gollner 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 financial year ending 31 December 2026.

**Resolution 15****Appointment of Sonia Criseo as a Director 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, decide, on the recommendation of the Board of Directors, and as provided for in Article 14 of the Company's Articles of Association, to appoint Sonia Criseo as a new Director 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 financial year ending 31 December 2024.

**Resolution 16****Appointment of Pascal Daloz as a 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 Pascal Daloz 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 financial year ending 31 December 2025.

**Resolution 17****Appointment of Rémy Weber as a Director 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, 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 Rémy Weber as a new Director 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 financial year ending 31 December 2024.

**Resolution 18****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, in accordance with the provisions 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 buybacks may not exceed, for guidance purposes and based on the share capital at 31 December 2022, €565,061,750, 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:
  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 option plans and/or free share plans (or similar plan) as well as any allotments of shares under a company or Group savings plan (or similar plan) in connection with a profit-sharing mechanism, and/or any 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 approved at the General Meeting of 1 June 2022,
    - 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,
  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 €275, 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 19

**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 affiliated 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 and company officers (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:
  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. 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 authorisation:
  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,
  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 recipient 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:
    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,
    2. and this authorisation shall automatically entail the waiver by shareholders, in favour of the recipients of the aforementioned shares, of their pre-emptive subscription 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:
  1. determine the identity of the recipients of shares to be allotted and the number of shares to be allotted to each,
  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,
  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,
  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,
  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. 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,

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 20

**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 an affiliated 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 authority 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 issued by the Company, reserved for members of a company savings plan offered by the Company or by any French or foreign company or group affiliated with the Company, within the meaning of 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 authority 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 authority),
  - 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; in the event that the Board makes use of this delegation of authority:
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 delegation, 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 21

**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 2022

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.

### Allotment of free shares in financial year 2022

You are reminded that Resolution 13 of the Combined General Meeting of 26 May 2021 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:** Eligible employees and/or 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 affiliated 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 1% of the share capital at the date of the allotment decision, with a sub-limit of 5% of that 1% limit for allotments to executive company officers of the Company;
- **Validity of the authorisation:** 38 months, i.e. until 26 July 2024.

Under this authorisation, at its meeting of 1 June 2022, the Board of Directors allotted 200,950 rights to free performance shares to certain employees and company officers of the Company and affiliated 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 2022, 2023 and 2024. The CSR condition, counting for 10% of the plan and whose attainment will be measured at 31 December 2024, 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 (Cyril Malargé, Chief Executive Officer).

The Board of Directors





# Request for documents and information



## COMBINED GENERAL MEETING OF SHAREHOLDERS

**WEDNESDAY 24<sup>th</sup> MAY 2023 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 24<sup>th</sup> MAY 2023 AT 2:30 P.M.**

Ms  M

LAST NAME: .....

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

Full address: .....

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

Shareholders<sup>(1)</sup> :

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: .....2023

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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