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Sopra Steria Group

A French Société Anonyme (limited company)

with share capital of €20,547,701

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

FR-74940 ANNECY

Head office: 6 avenue Kleber FR-75116 Paris

326 820 065 RCS Annecy -

FR0000050809 Code ISIN

MINUTES OF THE COMBINED GENERAL MEETING OF 24TH MAY 2023

In the year two thousand and twenty three, on the twenty four of May, at two thirty in the afternoon, the Company's shareholders met in a Combined General Meeting at the Pavillon Dauphine, Place du Maréchal de Lattre de Tassigny, FR-75116 Paris, as duly convened by the Board of Directors, in accordance with legal and regulatory provisions.

The said notice of meeting was given by the Board of Directors by (i) a notice of meeting inserted in the Bulletin des *Annonces Légales Obligatoires* ("BALO") No. 37 of March 27, 2023, by (ii) a notice of meeting inserted in the BALO No. 54 on May 05, 2023, by a notice of meeting inserted in the *Journal d'annonces légales Eco Savoie Mont Blanc* No. 18 dated May 05, 2023 and (iv) by letter sent to all directors holding registered shares dated May 05, 2023.

An attendance sheet was drawn up and signed upon entering the meeting by all the shareholders present and by the proxies of the represented shareholders, and to which the powers of attorney of the represented shareholders were attached.

The General Meeting proceeds to form its bureau.

Mr Pierre PASQUIER chairs the meeting in his capacity as Chairman of the Board of Directors.

Mr. Eric PASQUIER representing Sopra-GMT and Mrs. Astrid ANCIAUX representing the Sopra Steria Actions Corporate Mutual Fund (FCPE) are the two shareholders with the highest number of votes. In this respect, they have been appointed as scrutineers.

Mr. Christophe BASTELICA, Secretary of the Board of Directors of the Company, was appointed by the bureau as Secretary.

The attendance sheet, certified as true and fair by the members of the bureau, shows that the shareholders present, represented or having voted by mail held 16,999,960 shares, carrying 22,267,729 voting rights, out of a total of 20,511,261 shares with voting rights.

The Statutory Auditors, Mazars, represented by Mr. Alain CHAVANCE and ACA Nexia, represented by Mrs. Sandrine GIMAT, were duly convened and are present.

Also present is Mr. Cyril MALARGE, in his capacity as Chief Executive Officer.

The quorum (i.e. more than one quarter of the total number of shares with voting rights) was met; as such, the Meeting was duly constituted and could validly conduct business.

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

- The attendance sheet for the General Meeting,
- The list of registered shareholders,
- The powers of attorney of the shareholders represented by proxies as well as the forms for voting by post,
- A copy of the notice of meeting sent to the Statutory Auditors and the representative of the Social and Economic Committee,
- The documents sent to shareholders at their request or made available to them before the General Meeting,
- The notice of meeting and the notice of convocation inserted and published respectively in the BALO n°37 of March 27, 2023 and n°54 of May 05, 2023,
- A copy of the notice of meeting inserted in the *Journal d'annonces légales Eco Savoie Mont Blanc* n° 18 dated May 05, 2023,
- The annual and consolidated financial statements for the year ended December 31, 2022 and the other documents required by law,
- The table of financial results for the last five years,
- The reports of the Board of Directors to the General Meeting,
- The reports of the Statutory Auditors,
- The Company's updated Articles of Association,
- The text of the resolutions proposed to the vote of the General Meeting.

Next, the Chairman informed the Meeting that this Meeting had been convened in accordance with the provisions of the French Commercial Code and that the annual and consolidated financial statements, the reports of the Board of Directors, the reports of the Statutory Auditors, the list of shareholders, the text of the proposed resolutions, as well as all other documents and information provided for by the law and regulations, had been made available to the shareholders at the company's registered office from the time the Meeting was convened.

The Chairman then informs the General Meeting that the Company has not received any requests for the inclusion of items on the agenda or draft resolutions or any written questions.

He reminded the meeting that the General Meeting was called to deliberate 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;

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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.

The reports of the Board of Directors are then read out.

Cyril Malarge, Chief Executive Officer of Sopra Steria, was given the floor to conduct this review.

The Statutory Auditors' reports are then read out.

It is recalled that extraordinary resolutions require a quorum of one-quarter of the total voting shares and a two-thirds majority of the votes of the shareholders present or represented. The

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resolutions on the agenda of the Ordinary General Meeting require a quorum of one-fifth of the total voting shares and a majority of the votes of the shareholders present or represented.

The Chairman opens the discussion and answers questions from the shareholders.

As no one requested the floor, the following resolutions were put to the vote in succession:

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.

This resolution was adopted by 21,743,760 votes FOR, 306,076 votes AGAINST and 217,171 ABSTENTIONS.

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.

This resolution was adopted by 21,744,051 votes FOR, 306,504 votes AGAINST and 216,452 ABSTENTIONS.

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:

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

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

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

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.

This resolution was adopted by 22,262,705 votes FOR, 44 votes AGAINST and 4,258 ABSTENTIONS.

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.

This resolution was adopted by 20,806,829 votes FOR, 953,518 votes AGAINST and 506,660 ABSTENTIONS.

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

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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.

This resolution was adopted by 21,236,044 votes FOR, 1,020,544 votes AGAINST and 10,419 ABSTENTIONS.

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 1st January to 28th 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 1st January to 28th February 2022, and as presented in the report.

This resolution was adopted by 14,432,301 votes FOR, 7,148,897 votes AGAINST and 685,809 ABSTENTIONS.

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 1st 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 1st March to 31 December 2022, and as presented in the report.

This resolution was adopted by 20,486,294 votes FOR, 1,274,815 votes AGAINST and 505,898 ABSTENTIONS.

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.

This resolution was adopted by 20,728,288 votes FOR, 1,031,270 votes AGAINST and 507,449 ABSTENTIONS.

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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.

This resolution was adopted by 20,134,416 votes FOR, 2,128,353 votes AGAINST and 4,238 ABSTENTIONS.

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.

This resolution was adopted by 22,254,855 votes FOR, 4,137 votes AGAINST and 8,015 ABSTENTIONS.

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.

This resolution was adopted by 22,248,400 votes FOR, 8,567 votes AGAINST and 10,040 ABSTENTIONS.

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.

This resolution was adopted by 20,376,444 votes FOR, 1,886,265 votes AGAINST and 4,298 ABSTENTIONS.

Resolution 13

(Reappointment of Jessica Scale as a Director for a term of office of four years)

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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.

This resolution was adopted by 20,138,530 votes FOR, 2,124,425 votes AGAINST and 4,052 ABSTENTIONS.

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.

This resolution was adopted by 22,169,521 votes FOR, 93,391 votes AGAINST and 4,095 ABSTENTIONS.

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.

This resolution was adopted by 22,175,162 votes FOR, 86,653 votes AGAINST and 5,192 ABSTENTIONS.

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.

This resolution was adopted by 22,194,501 votes FOR, 66,521 votes AGAINST and 5,985 ABSTENTIONS.

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.

This resolution was adopted by 22,256,686 votes FOR, 4,425 votes AGAINST and 5,896 ABSTENTIONS.

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,

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- 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.

This resolution was adopted by 22,154,726 votes FOR, 80,154 votes AGAINST and 32,127 ABSTENTIONS.

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

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- 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,

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- 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.

This resolution was adopted by 19,996,677 votes FOR, 2,265,664 votes AGAINST and 5,388 ABSTENTIONS.

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

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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,

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- 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.

This resolution was adopted by 21,877,703 votes FOR, 387,924 votes AGAINST and 2,102 ABSTENTIONS.

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.

This resolution was adopted by 22,264,293 votes FOR, 613 votes AGAINST and 2,101 ABSTENTIONS.

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As we have covered all items on the agenda and there are no further requests to speak, the Chairman hereby declares this meeting closed.

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

Chairman
Pierre PASQUIER

Scrutineers

Sopra-GMT,
represented by
Eric PASQUIER

Sopra Steria Actions Corporate
Mutual Fund (FCPE),
represented by
Astrid ANCIAUX

Secretary
Christophe BASTELICA