

Corporate Governance Roadshow

March 2024



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01

Sopra Steria in 2023

Sopra Steria: A European leader in digital transformation

Position in 2023

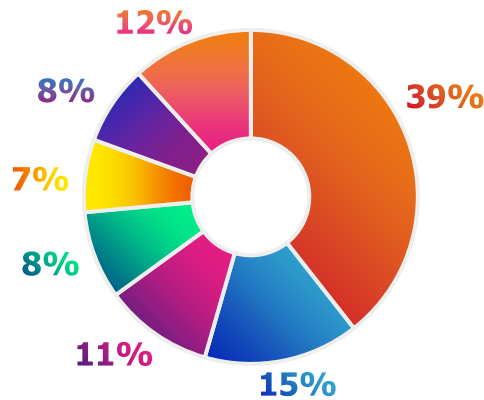
Become a compelling European alternative to global providers for major clients

Pro forma revenue
€6.2bn

56,000
employees

Operations in
30 countries

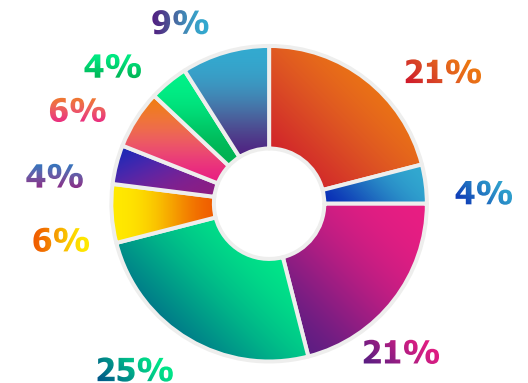
End-to-end
approach



- France
- United Kingdom
- Benelux
- Scandinavia
- Germany
- Other Europe
- Software & Solutions

- #10 in Europe⁽¹⁾
- #3 in France (not including CS Group)
- #4 in Norway
- #1 in the French public sector⁽²⁾
- #2 in French banking and insurance⁽²⁾
- #2 in the Norwegian public sector⁽²⁾

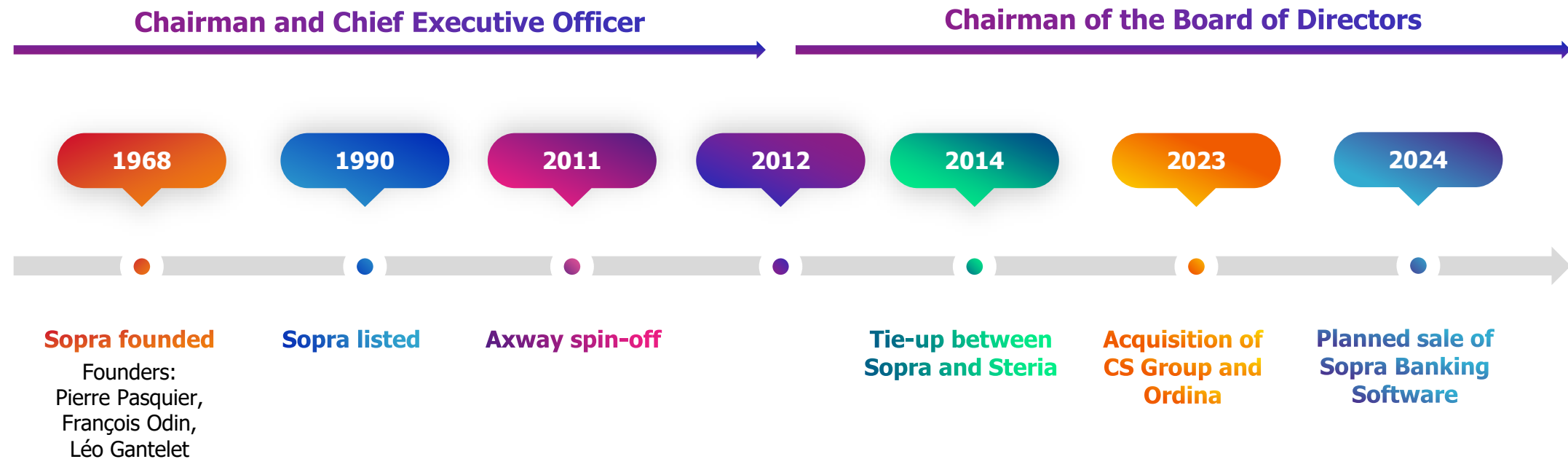
(1) PAC - IT Services - Preliminary Vendor Rankings Calendar Year 2023 - EMEA
 (2) PAC - July 2023 survey - IT services vendor rankings
 Note: Breakdown excluding Ordina for verticals



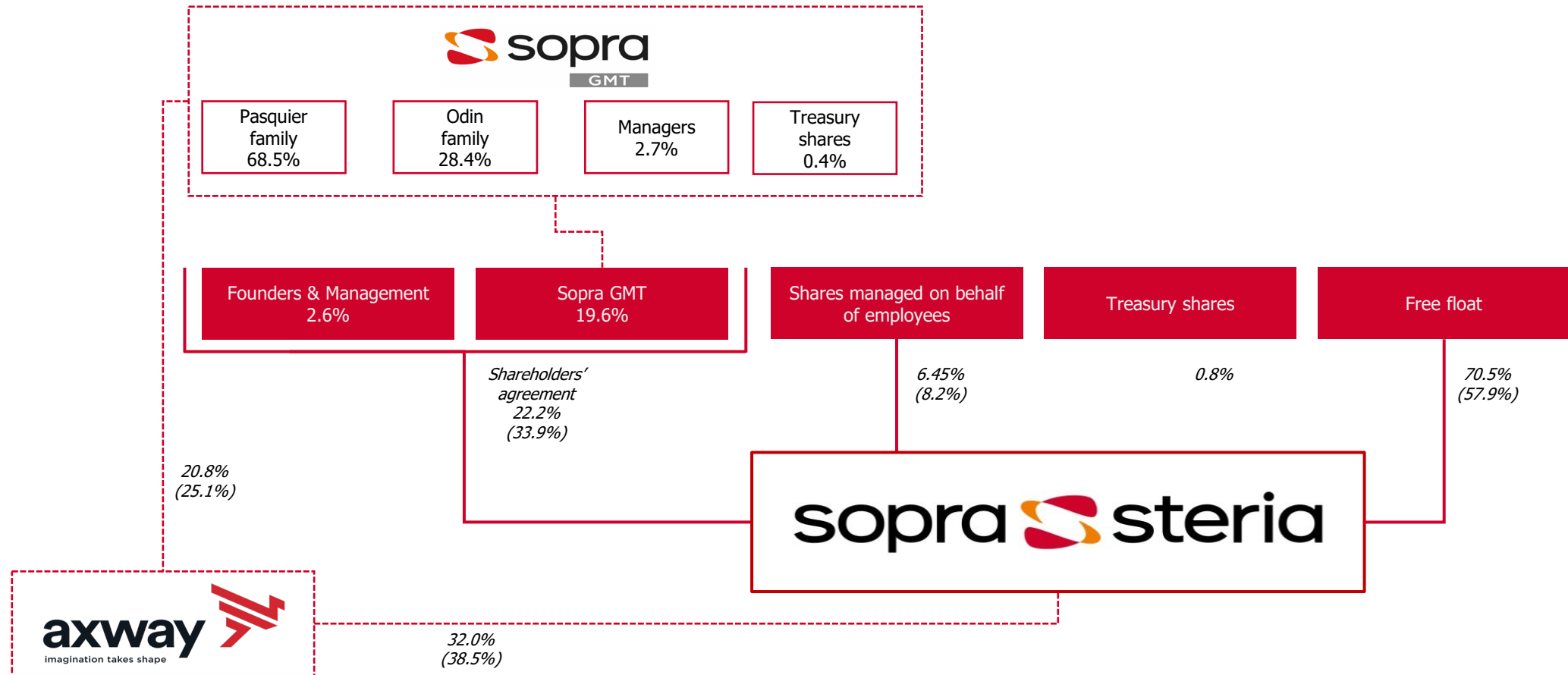
- Financial Services
- Insurance
- Public Sector
- Aeronautics, Space, Defence & Security
- Energy & Utilities
- Telecoms, Media & Entertainment
- Transport
- Retail
- Other

More than 50 years of growth and transformations

Pierre Pasquier, a pioneer in France's digital services sector, founded Sopra in 1968



A core shareholder backing the corporate strategy & aligned with minority interests



XX.X% = Percentage of share capital held
(XX.X%) = Percentage of voting rights held

20,547,701 listed shares at 31 December 2023
26,529,583 theoretical voting rights at 31 December 2023

Strong growth since stock exchange listing - solid financial position



Historical performance 1990 - 2023

2023 consolidated revenue: €5.8bn

x70 since 1990

Average organic growth over past 20 years: c. 6% a year

Operating margin on business activity for 2023: €548m

x88 since 1990

Operating margin: 7.6% -> 9.4%

Net profit attributable to the Group for 2023: €184m

x55 since 1990

Adjusted 2023 Group net profit €273m (x84 since 1990)



Overview at 31/12/2023

Net financial debt for 2023 €946m

Free cash flow for 2023 €390m

Dividends in respect of
financial year 2023 €96m

EBITDA leverage for 2023 1.50x

Gearing for 2023 49%

Strong shareholder returns

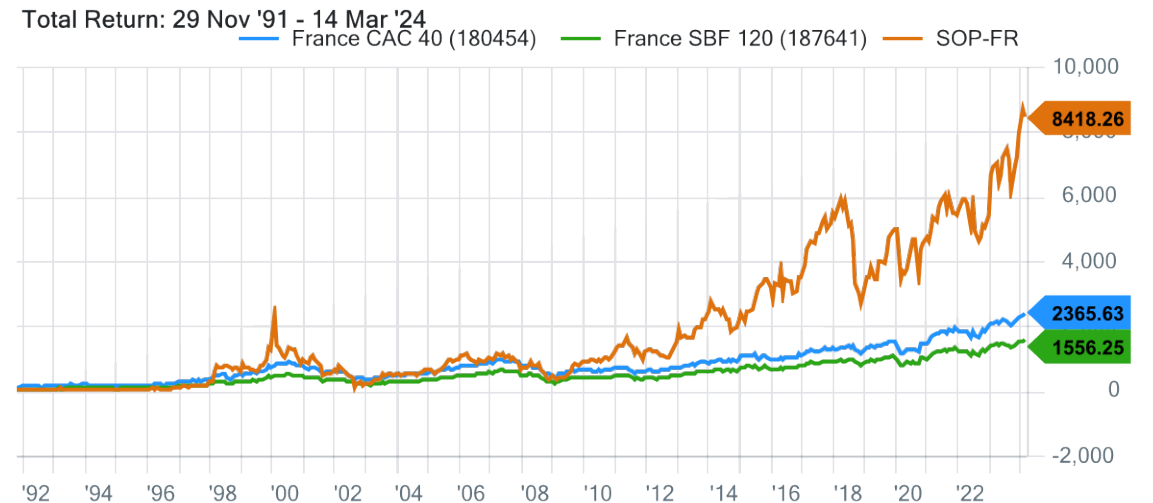
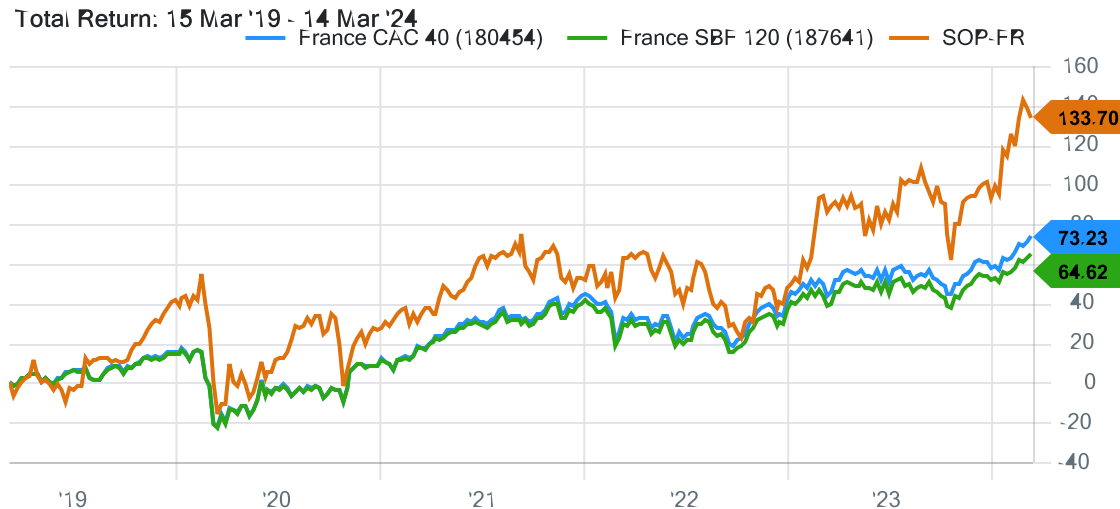
Share price listing at €4.62 in 1990



Dividend

Payout ratio
Averages c. 30% over past 20 years

TSR over the past 5 years and since 1991



Corporate Governance: Sopra Steria attentive to shareholder interests and aligned with best practices

- Directors' terms of office reduced to four years (since 2020)
- "Bons Breton" warrants withdrawn (2020)
- ESG criteria factored into compensation (2018)
- Proportion of independent directors on the Board of Directors >50% (since 2018)
- Directors' terms of office staggered (since 2018)
- Individual directors' board and committee attendance rates published (since 2018)
- Professional development of the Board of Directors (since 2018)
- Non-Voting director role (aka "censor") discontinued (2018)
- Proportion of gender diversity on the Board of Directors >40% (since 2016)
- Separation of the roles of Chairman and CEO (since 2012)

02

Board of Directors

Chairman and CEO roles separated since 2012

Strategy oversight

Chairman
Pierre Pasquier

- Guides the Group's strategy and all related matters, including mergers and acquisitions
- Assists Executive Management with the Group's transformation
- Oversees investor relations and manages the Board's relations with shareholders

Operational management

Chief Executive Officer
Cyril Malargé

- Works with the Chairman to formulate strategy
- Supervises the implementation of decisions adopted
- Ensures the operational management of all Group entities

Constructive working relationship between Chair & CEO

Board of Directors

Structure as of 31/12/2023

Chairman: Pierre Pasquier

18 members

15 Directors appointed by shareholders at the General Meeting

3 Directors representing the employees and employee shareholders

40%

Female Directors

60%

Male Directors

67%

Independent Directors

2/3

Committees
chaired by women

63

Average age of
Directors

4

Nationalities

Board self-assessment

- Annual discussion and search for ways to improve how the Board operates
- Formal assessment at least every 3 years
 - 35-point questionnaire

It is a top priority for the Board of Directors to have a diverse range of skills. Ten key competencies were identified by members of the Board of Directors.

61%

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

50%

Knowledge of one of the Group's main vertical markets

44%

Entrepreneurial experience

33%

CEO of a major group

56%

Finance, risk management and control

44%

CSR – Human resources and labour relations

39%

CSR – Environmental and social issues

61%

International teams and organisations

33%

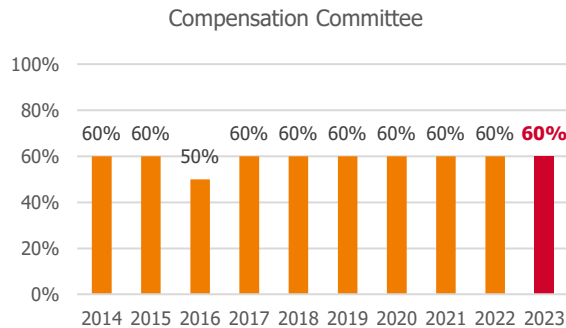
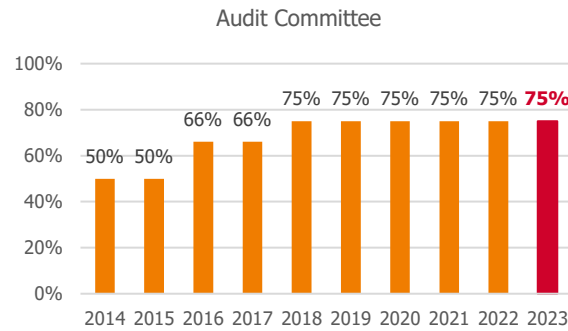
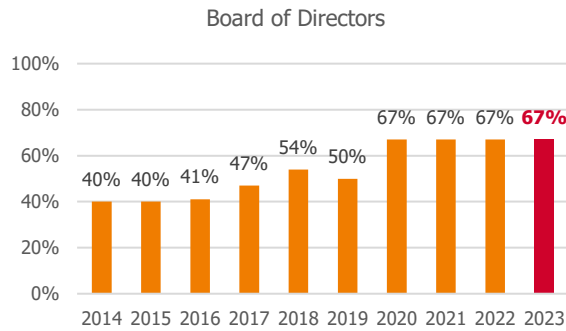
Knowledge of Axway Software

44%

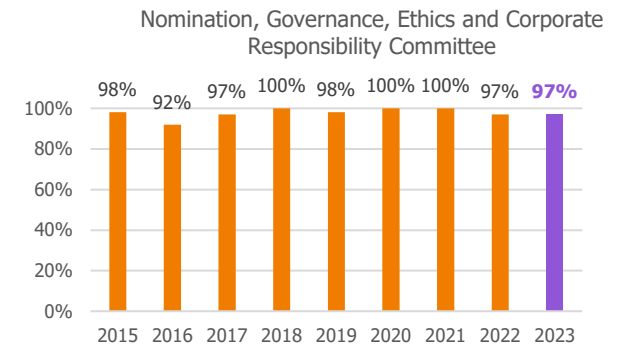
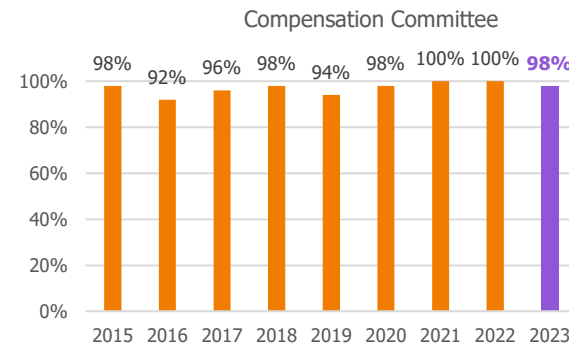
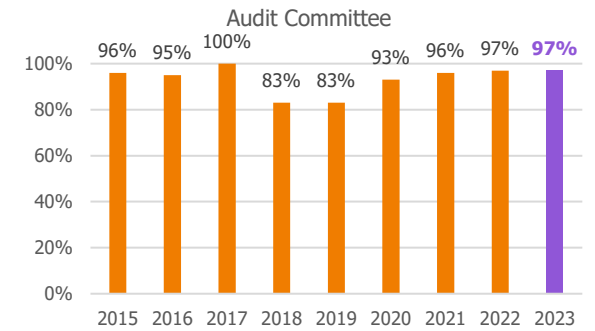
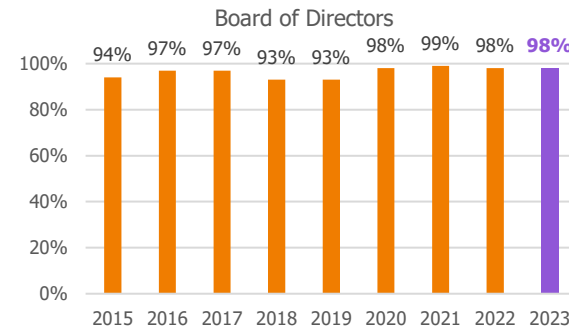
Operational experience within Sopra Steria Group

Independent directors and attendance rate within the Board of Directors and its committees

Independent directors (%)



Attendance rate



Main focus of the works of the Board of Directors in 2023

— Strategy and investment

- └ External growth transactions
- └ Human resources policy in line with strategy

— Accounting and financial information

- └ Approval of the financial statements
- └ Selection of Statutory Auditors
- └ Funding policy

— Control and prior authorisations

- └ Monitoring of routine agreements
- └ Continuation of previously authorised agreements
- └ Authorisation to guarantee commitments by subsidiaries controlled by the Group

— ESG/CSR

- └ Multi-year CSR priorities
- └ Policy on workplace and pay equality and targets for bringing more women into Group management positions

— Corporate governance

- └ Composition and operation of the Board of Directors
- └ Compensation of company officers, including targets for the Chief Executive Officer
- └ Decisions regarding share ownership programmes for employees and company officers – “We Share 2023” and LTI plans

Results from the Board of Directors' last 3 self-assessments

— 2022 formal assessment

- └ Identified opportunities for improvement, notably relating to its composition, and consideration of CSR by the Board of Directors and its committees

— 2019 formal assessment

- └ Identified opportunities for improvement, notably relating to information provided to members of the Board of Directors, particularly between meetings, minutes of the committees' work, and more in-depth work on key environmental issues by the committee tasked with overseeing corporate responsibility

— 2016 formal assessment

- └ A need was identified in response to which it was decided that the members of the Board of Directors should attend the start-of-year kick-off meeting with the Group's broader management community and that a meeting should be held with the members of the Executive Committee
- └ The self-assessment also allowed for specific requests to be expressed concerning the annual schedule of work and the provision of preparatory materials
- └ Implementation of a dedicated electronic platform for Directors

03

Sopra GMT (Holding company)

Sopra GMT's resources and role

Competent and experienced team assisting the Chairman to perform those duties entrusted to him by the Board of Directors

Resources

- Four executives outside the Pasquier family, three of whom are former Sopra Steria and Axway executives who have not served as officers of either company
- In-depth knowledge of the Group, its organisational structure and its business lines – hard to find among outside providers
- Able to provide the Chairman and the Board of Directors with an outside perspective that is independent of Sopra Steria

Role

- Strategy and acquisitions
- Corporate secretarial affairs for the Board and its committees
- Providing support for functional departments
- Participating in various steering committees: acquisitions, corporate responsibility, internal control and audit, employee share ownership, etc.
- The last change to the agreement was approved at the 2013 AGM with a majority of over 95%; reviewed annually by the Board
- Rebilling to Sopra Steria: €1.7m net in 2023, i.e. 0.03% of revenue

05

Proposed resolutions

Agenda (1/2)

Ordinary General Meeting

- **Approval of the financial statements**
 - └ **Resolutions 1 and 3:** Parent company and consolidated financial statements for financial year 2023
 - └ **Resolution 2** – Final discharge to the Board of Directors
- **Appropriation of earnings**
 - └ **Resolution 3** – Proposed dividend: €4.65 per share
- **Compensation of company officers**
 - └ **Resolution 5** – Approval of the report on the compensation of company officers
 - └ **Resolutions 6 and 7** – Approval of the fixed and variable components of compensation paid or allotted in respect of financial year 2023 to the executive company officers Pierre Pasquier and Cyril Malargé
- **Resolution 8 and 9** – Compensation policy for the Chairman of the Board of Directors and the Chief Executive Officer
- **Decision setting the amount of compensation awarded to Directors**
 - └ **Resolution 10** – Decision setting the amount of compensation awarded to Directors for their service

- **Reappointment of 5 Directors**
 - └ **Resolutions 12 to 16** –
 - └ Pierre Pasquier, Chairman
 - └ Éric Pasquier, Vice-Chairman
 - └ Sopra GMT, represented by Kathleen Clark, Chairwoman of the Nomination, Governance, Ethics and Corporate Responsibility Committee
 - └ Éric Hayat, Vice-Chairman
 - └ Marie-Hélène Rigal-Drogerys, Chairwoman of the Audit Committee
- **Appointment of Statutory Auditors**
 - └ **Resolution 17** – Appointment of KPMG as one of the Company's two Principal Statutory Auditors
 - └ **Resolutions 18 and 19** – Appointment of ACA Nexia and Cabinet de Saint Front as Joint Sustainability Auditors
- **Authorisation for the Company to buy back its own shares**
 - └ **Resolution 20** – Buyback by the Company of its own shares

Agenda (2/2)

Extraordinary General Meeting

- **Authorisation for the potential retirement of treasury shares**
 - └ **Resolution 21** – Potential retirement of treasury shares
- **Financial delegations granted to the Board of Directors**
 - └ **Resolutions 22 to 26** – Financial delegations granted to the Board of Directors to carry out share capital increases other than as consideration for in-kind contributions
 - └ **Resolutions 27 and 28** – Financial delegations granted to the Board of Directors to carry out share capital increases as consideration for in-kind contributions
 - └ **Resolution 29** – Capital increase through the capitalisation of reserves

- **Financial delegations aimed at giving employees and/or company officers a stake in the share capital**
 - └ **Resolution 30** – Allotment of free shares to employees and company officers
 - └ **Resolution 31** – Capital increase reserved for employees enrolled in a group savings plan
- **Amendments to the Articles of Association**
 - └ **Resolution 32** – Amendment to Article 14 of the Articles of Association concerning the method of appointing Directors representing the employees
 - └ **Resolution 33** – Amendment to Article 15 of the Articles of Association concerning the age limit for the Chairman of the Board of Directors

Articles of Association Chairman age limit

Requires a two-thirds majority vote at the EGM

Raising the Chairman age limit from 89 to 95

Pierre Pasquier

- Pioneer in France's digital services sector, behind the establishment of Sogeti and then of Sopra in 1968
- Unrivalled experience and recognised strategic vision
- Interests naturally aligned with those of all shareholders
- CEO until 2012, Chairman of the Board of Directors since 2012
- Key role in the disposal of most of Sopra Banking Software's activities (c. €340m in revenue) to ensure transaction completed under good conditions

Framework

- Term of office of 4 years as a Director and 2 years as Chairman
- Continued active preparation for the transition of the Chairman of the Board of Directors
- Annual review of the succession plan for unforeseen vacancy in the positions of Chairman and Chief Executive Officer

Experience and leadership considered necessary following the recent decision to divest a Group activity, and this divestment is in line with minority shareholder expectations

Reappointment of Directors

Reappointment for a 4-year term

Pierre Pasquier, Chairman of the Board of Directors



- Member of the Nomination, Governance, Ethics and Corporate Responsibility Committee
- Age: 88
- Nationality: French
- Date of first appointment: 1968 (date Sopra was founded)
- Number of shares in the Company owned personally: 108,113

Main positions and appointments currently held

- Chairman of the Board of Directors of Sopra Steria Group
- Chairman of the Board of Directors of Axway Software
- Chairman and CEO of Sopra GMT
- Executive company officer, Director or permanent representative of Sopra GMT at Sopra Steria Group subsidiaries (direct and indirect)
- Company officer of direct and indirect subsidiaries of Axway Software

Individual attendance rate

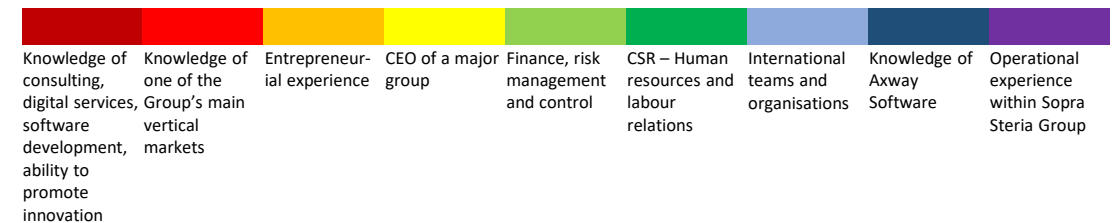


Average attendance rate of the Board of Directors since 2018



Average attendance rate of the Nomination, Governance, Ethics and Corporate Responsibility Committee since 2018

Key competencies



Reappointment of Directors

Reappointment for a 4-year term

Éric Pasquier, Vice-Chairman of the Board of Directors



- Member of the Audit Committee
- Age: 52
- Nationality: French
- Date of first appointment: 27/06/2014
- Number of shares in the Company owned personally: 4,366

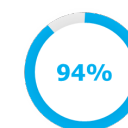
Main positions and appointments currently held

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

Individual attendance rate

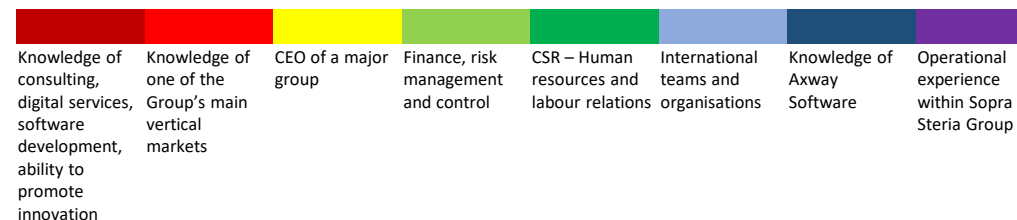


Average attendance rate of the Board of Directors since 2018



Average attendance rate of the Audit Committee since 2018

Key competencies



Reappointment of Directors

Reappointment for a 4-year term

Sopra GMT, represented by Kathleen Clark in this capacity



- Chairwoman of the Nomination, Governance, Ethics and Corporate Responsibility Committee
- Member of the Compensation Committee
- Age: 56
- Nationality: American and French
- Date of first appointment: 27/06/2014
- Number of shares in the Company held by Sopra GMT: 4,035,669

Main positions and appointments currently held

- 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)

Individual attendance rate



Average attendance rate of the Board of Directors since 2018

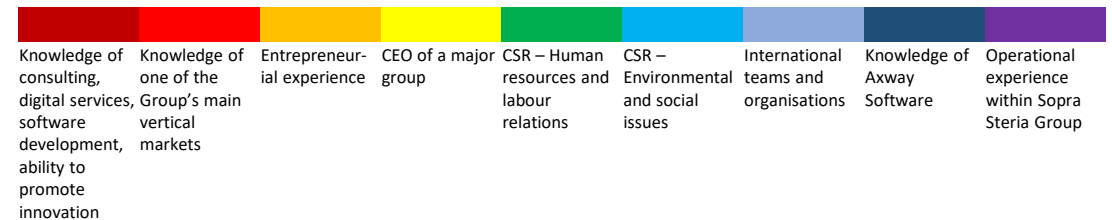


Average attendance rate of the Compensation Committee since 2018



Average attendance rate of the Nomination, Governance, Ethics and Corporate Responsibility Committee since 2018

Key competencies



Reappointment of Directors

Reappointment for a 4-year term

Éric Hayat, Vice-Chairman of the Board of Directors



- Member of the Compensation Committee
- Member of the Nomination, Governance, Ethics and Corporate Responsibility Committee
- Age: 82
- Nationality: French
- Date of first appointment: 27/06/2014
- Number of shares in the Company owned personally: 37,068

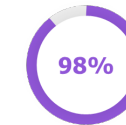
Main positions and appointments currently held

- President of Éric Hayat Conseil
- Chairman of the public interest group Modernisation des Déclarations Sociales (MDS GIP)

Individual attendance rate



Average attendance rate of the Board of Directors since 2018



Average attendance rate of the Compensation Committee since 2018



Average attendance rate of the Nomination, Governance, Ethics and Corporate Responsibility Committee since 2018

Key competencies



Reappointment of Directors

Reappointment for a 2-year term

Marie-Hélène Rigal-Drogerys, Independent Director



- Chairwoman of the Audit Committee
- Age: 53
- Nationality: French
- Date of first appointment: 27/06/2014
- Number of shares in the Company owned personally: 100

Main positions and appointments currently held

- Director of Axway Software
- Member of the Board of Directors of Chapter Zero France

Other directorships and offices held during the last five years

- Expert member of the Advisory Board, Institut Mines-Télécom (IMT) Albi-Carmaux
- Adviser to the President, École Normale Supérieure de Lyon

Individual attendance rate

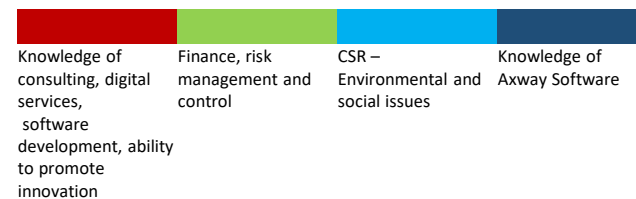


Average attendance rate of the Board of Directors since 2018



Average attendance rate of the Audit Committee since 2018

Key competencies



06

Annexes

Compensation of the Chief Executive Officer 1/3

In respect of financial year 2023 (decision of the Board on 21 February 2024)

— Fixed compensation: €500,000

— Calculation of annual variable compensation

| Criteria | Type | Potential amount as % of AVC ⁽¹⁾ | Potential amount | Threshold | Target | Achieved | Amount awarded |
|---|--------------|---|------------------|-------------------------|-------------------------|----------------------------|-----------------|
| Consolidated operating margin on business activity | Quantifiable | 50.0% | €150,000 | 8.9% | 9.3% | 9.4% | €150,000 |
| Consolidated revenue growth | Quantifiable | 10.0% | €30,000 | 3.0% | 6.0% | 6.6% | €30,000 |
| Increasing the proportion of women in the Group's management positions (% women in the two highest echelons of the organisation, levels 5 and 6) | Quantifiable | 5.0% | €15,000 | 19.0% | 20.0% | >20.0% | €15,000 |
| Reduction in direct GHG ² emissions per employee (SBTi III) ³ (tCO ₂ e) | Quantifiable | 5.0% | €15,000 | 0.74 tCO ₂ e | 0.69 tCO ₂ e | <0.69 tCO ₂ e | €15,000 |
| Qualitative target related to the requirements of the strategic plan and operational organisation | Qualitative | 30.0% | €90,000 | | | Target around 90% achieved | €80,000 |
| Total | | 100.0% | €300,000 | | | | €290,000 |

[1] AVC: Annual variable compensation

[2] GHG: Greenhouse gas

[3] Science Based Targets initiative

Compensation of the Chief Executive Officer 2/3

Performance share award plan of 24 May 2023

— Rights to shares granted in 2023: 3,000

- └ 3 performance criteria, allocated the same weighting, with a total of 90%
 - └ Organic revenue growth, operating profit on business activity, free cash flow
- └ 1 corporate responsibility criterion, with a weighting of 10%
 - └ Proportion of women in the Group's senior management positions

| 2023–2025 | | | Weighting over 3 years |
|---|--|------------------|------------------------|
| Sopra Steria Group performance targets and criteria | | | 90% |
| | | Weighting | |
| | Organic revenue growth | 30% | |
| | Operating profit on business activity <i>as % of revenue</i> | 30% | |
| | Free cash flow | 30% | |
| 2023–2025 | | | Weighting over 3 years |
| | | Target | 10% |
| | | Threshold | |
| | Proportion of women in senior management positions | 22% in 2025 | >19.5% |

Compensation of the Chief Executive Officer 3/3

In respect of financial year 2024

— No changes were made to annual fixed compensation or the compensation policy

└ Fixed compensation: €500,000

| Criterion | Type | Potential amount as % of AVC ^[1] | Potential amount as % of AFC ^[2] | Potential amount in € |
|--|--------------|---|---|-----------------------|
| Consolidated operating margin on business activity | quantifiable | 40.0% | 24.0% | €120,000 |
| Consolidated revenue growth | quantifiable | 20.0% | 12.0% | €60,000 |
| Environmental criteria | quantifiable | 5.0% | 3.0% | €15,000 |
| Criterion of proportion of women in senior management positions at the Group | quantifiable | 5.0% | 3.0% | €15,000 |
| Qualitative targets consistent with the Group's strategy and organisation and/or the assessment of the company officer's performance | qualitative | 30.0% | 18.0% | €90,000 |
| TOTAL | | 100.0% | 60.0% | €300,000 |

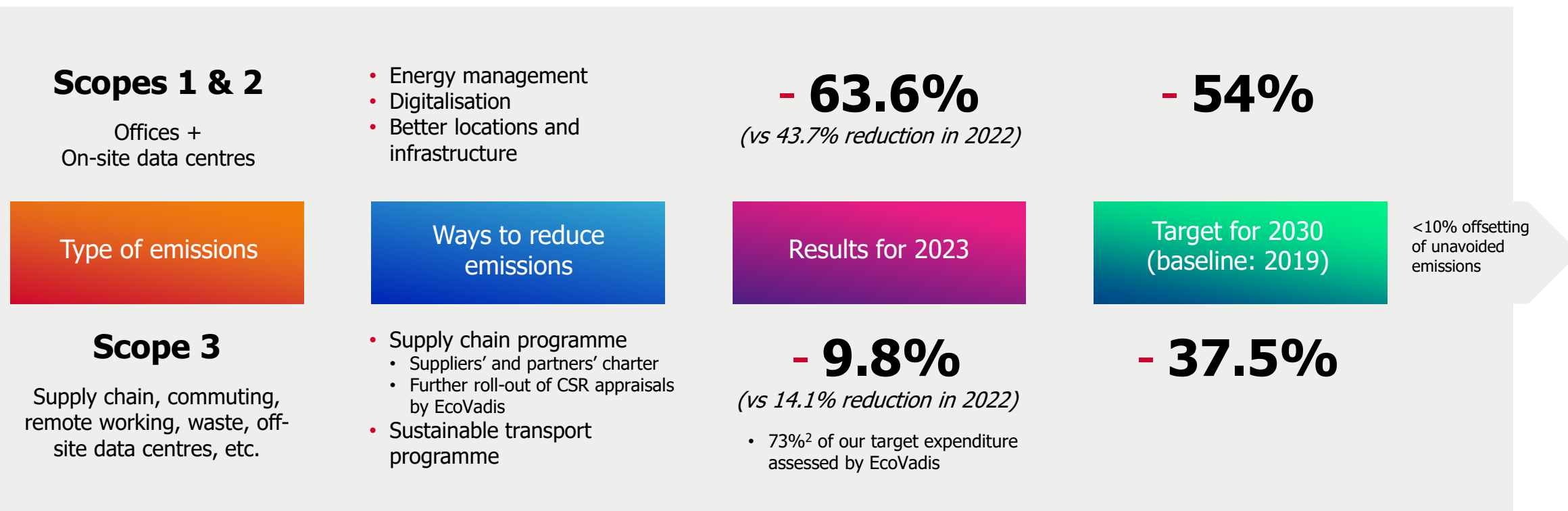
(1) AVC: Annual variable compensation

(2) AFC: Annual fixed compensation

└ Once the schedule for completing the planned disposal of most of Sopra Banking Software's activities to Axway Software is confirmed, the Board of Directors will set specific targets in accordance with the criterion set forth above.

Helping combat climate change

New SBTi¹ targets covering our entire value chain by 2030

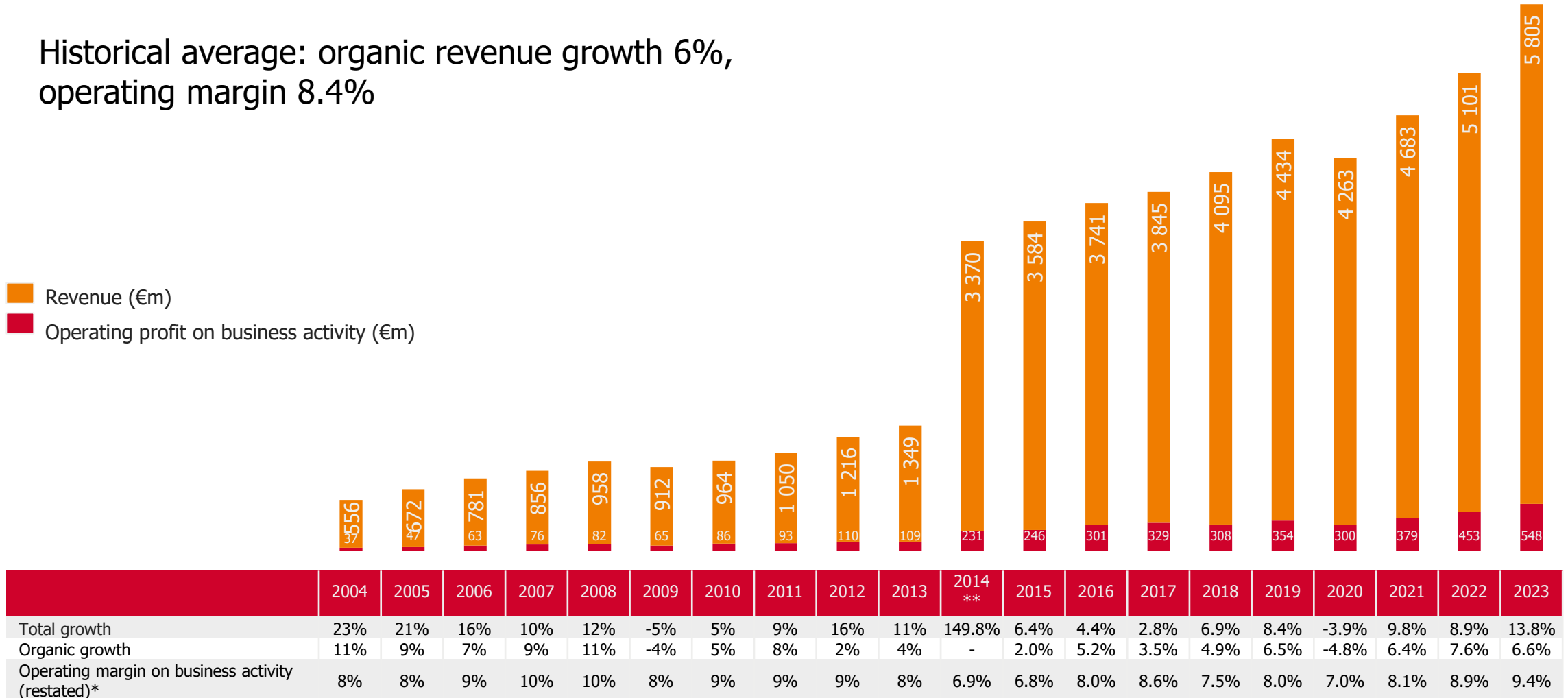


(1) Validated by the Science Based Targets initiative (SBTi)

(2) Total target expenditure in 2023 of €1,164m (vs. €868m in 2022) with our target suppliers (>26 employees, annual expenditure >€150k)

Historical operating performance

Historical average: organic revenue growth 6%,
operating margin 8.4%

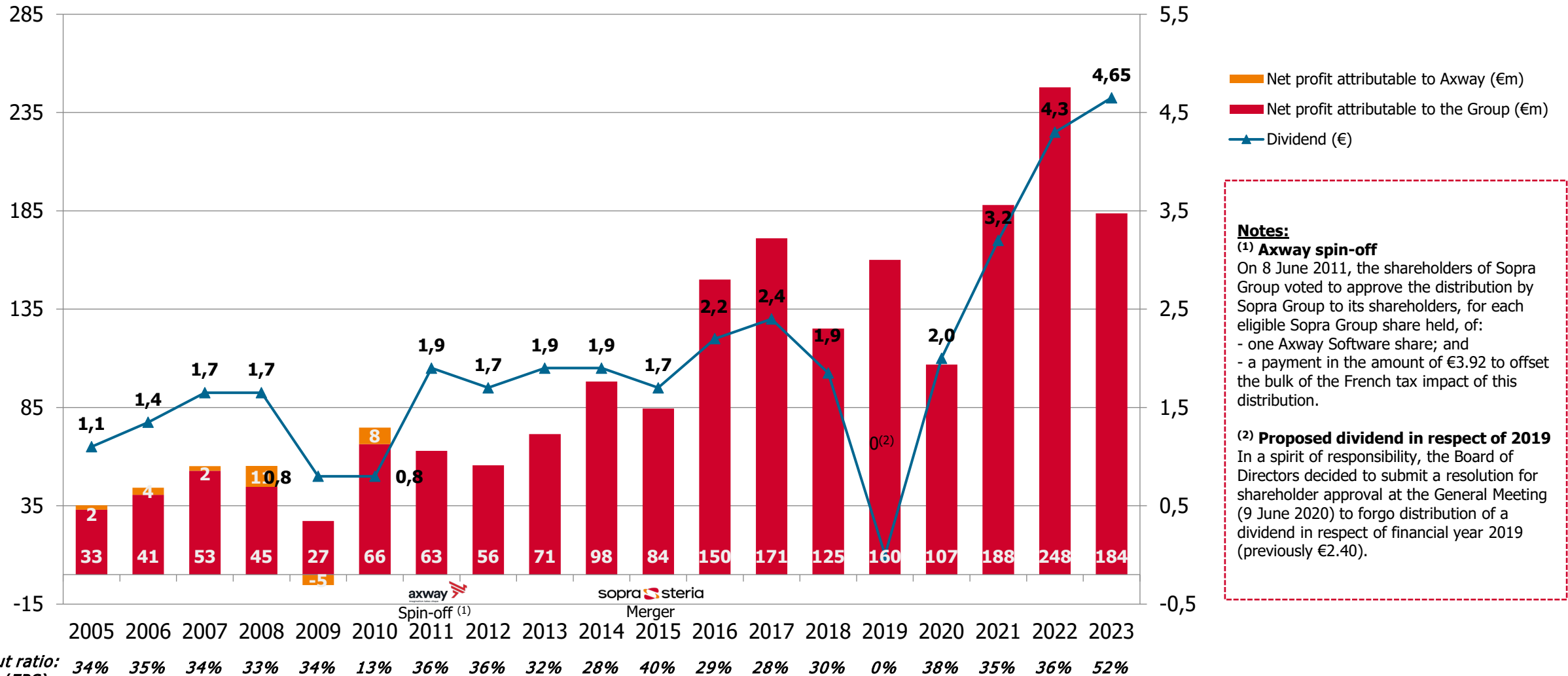


* Restated according to equivalent tax laws for the financial years up to and including 2009 and at constant scope (excluding Axway)

** Pro forma basis of comparison adjusted for the Sopra Steria merger

Net profit and dividends

Historical average DPS/EPS: c. 30%



Notes:
⁽¹⁾ **Axway spin-off**
 On 8 June 2011, the shareholders of Sopra Group voted to approve the distribution by Sopra Group to its shareholders, for each eligible Sopra Group share held, of:
 - one Axway Software share; and
 - a payment in the amount of €3.92 to offset the bulk of the French tax impact of this distribution.
⁽²⁾ **Proposed dividend in respect of 2019**
 In a spirit of responsibility, the Board of Directors decided to submit a resolution for shareholder approval at the General Meeting (9 June 2020) to forgo distribution of a dividend in respect of financial year 2019 (previously €2.40).

Payout ratio: (Div/EPS)