

## NOTICES OF MEETING

### MEETINGS OF SHAREHOLDERS AND UNITHOLDERS

#### SOPRA STERIA GROUP

*Société Anonyme* with share capital of €9,574,712  
Registered office: PAE les Glaisins, F-74940 Annecy-le-Vieux  
Head office: 9 bis, rue de Presbourg F-75116 Paris  
326 820 065 R.C.S. Annecy

#### Notice of Meeting

All shareholders are hereby informed that an Extraordinary General Meeting will be held on Friday, 19 December 2014 at 11:00 a.m. at Hôtel Le Meurice, 228, rue de Rivoli, 75001 Paris, France, to discuss and vote on the items of business listed in the agenda given below:

##### Agenda:

- Report of the Board of Directors;
- Reports of the merger auditors;
- Reports of the spinoff auditors;
- Merger-absorption of Groupe Steria by Sopra Steria Group;
- Partial transfer of assets by Sopra Steria Group to Sopra HR Software corresponding to its complete and standalone branch of activity focusing on the development and distribution of Human Resources software solutions, known under the name “Pléiades”, covering the entire lifecycle of client projects from consulting to operations, including integration, application management and other managed services; approval of the transfer and consideration offered in exchange for it;
- Merger-absorption of Steria by Sopra Steria Group;
- Powers required to carry out formalities.

#### Text of the proposed resolutions

**First resolution** (*Merger-absorption of Groupe Steria by Sopra Steria Group*). — The General Meeting, having fulfilled the quorum and majority requirements for extraordinary general meetings, and having reviewed:

- the report of the Board of Directors to the General Meeting;
- the reports on the terms of the merger and on the value of the assets to be transferred, in accordance with Article L. 236-10 of the French Commercial Code, by Messrs Olivier Péronnet and Olivier Grivillers, merger auditors appointed by order of the Presiding Judge of the Annecy Commercial Court dated 26 September 2014;
- the opinion of the local works council dated 17 October 2014;
- the opinion of the central works council dated 20 October 2014;
- the proposed agreement for the merger by absorption of Groupe Steria into the Company, drawn up by private writing dated 5 November 2014 (“**Merger Agreement No. 1**”) between the Company and Groupe Steria, a French public limited company (*Société Anonyme*) with share capital of €33,186,499, having its registered office at 43-45, quai du Président Roosevelt, 92130 Issy les Moulineaux, registered in the Nanterre Trade and Companies Registry under number 344 110 655 (“**Groupe Steria**”);
- **approves** Merger Agreement No. 1, in all its provisions, under which Groupe Steria transfers to the Company, by way of merger-absorption, the whole of its undertaking, including all assets, property, rights and securities held by Groupe Steria as well as all liabilities and obligations of Groupe Steria, providing in particular for:
  - the valuation of the assets transferred and liabilities assumed as well as the resulting net asset value transferred, this value amounting to six hundred thirty million sixty-eight thousand one hundred eight euros (€30,068,108);
  - the consideration for the transfers made within the scope of the merger-absorption on the basis of an exchange ratio of one (1) Sopra Steria Group share for every four (4) Groupe Steria shares;
  - an effective date for the merger-absorption of Groupe Steria by the Company (“**Merger No. 1**”), set retroactively for accounting and tax purposes at 1 January 2014;
  - a completion date for Merger No. 1 of 31 December 2014, the closing balance sheet date for the current financial year (the “**Completion Date**”), immediately preceding the completion of the partial asset transfer transactions carried out by the Company and Steria and the completion of Merger No. 2 (as this term is defined in the third resolution);
- consequently **approves** Merger No. 1 under the terms provided in Merger Agreement No. 1, the complete transfer of the undertaking of Groupe Steria to the Company and the winding up without liquidation of Groupe Steria, completed at the Completion Date;
- consequently **decides**, subject to the fulfilment of the conditions precedent provided in Article 9.1 of Merger Agreement No. 1:
  - to increase the share capital, at the Completion Date, by a nominal amount of seven hundred eighty-six thousand four hundred eighty-nine euros (€786,489), in order to raise it from nineteen million five hundred seventy-four thousand seven hundred twelve euros (€19,574,712) to twenty million three hundred sixty-one thousand two hundred one euros (€20,361,201), through the issue of seven hundred eighty-six thousand four hundred eighty-nine (786,489) new shares of the Company, each with a par value of one (1) euro, allocated to the shareholders of Groupe Steria other than the Company in a ratio of one (1) Sopra Steria Group share for every four (4) Groupe Steria shares; it being specified that (i) the definitive number of shares of the Company to be issued as consideration for Merger No. 1 and accordingly the definitive nominal amount of the increase in the Company’s share capital will be adjusted depending on the exact number of Groupe Steria shares for which consideration is to be presented in Merger No. 1, and that (ii) the definitive amount of the Company’s share capital after the completion of Merger No. 1 may vary due to the potential exercise of share subscription options granted by the Company, up until the Completion Date;
  - that there will be no cause to exchange shares of the Company for the Groupe Steria shares held by the Company as provided by Article L. 236-3 of the French Commercial Code;
  - that the new shares issued by the Company as consideration for Merger No. 1 will, upon their issue, be fully equivalent to with the existing shares of the Company and carry the same rights and obligations, all of them being tradable as soon as the Company’s share capital increase has been definitively completed as provided by Article L. 228-10 of the French Commercial Code, and their admission for trading will be requested on Compartment B of NYSE Euronext Paris under the same identification reference (ISIN code FR0000050809) at the earliest opportunity;

- that the difference between the amount of the portion of the net asset value transferred corresponding to the Groupe Steria shares not held by the Company and the nominal amount of the Company's share capital increase as consideration for Merger No. 1 (fifty-eight million nine hundred forty-one thousand six hundred eleven euros and forty-two cents, €58,941,611.42) will constitute the amount of the merger premium that will be recorded in a special equity account by the Company, consistent with applicable accounting regulations ("**Merger Premium No. 1**"), to which the rights of all Company shareholders will apply; it being specified that the amount of Merger Premium No. 1 will be adjusted, where applicable, in the event of a change in the number of Company shares to be issued as consideration for Merger No. 1 and the definitive amount of the resulting share capital increase;
- to authorise the Board of Directors of the Company, having the capacity to subdelegate within the conditions provided by applicable law, regulations and the Company's Articles of Association, to (i) offset against Merger Premium No. 1 all costs, duties and fees occasioned by Merger No. 1, as well as all sums necessary for the assumption of Groupe Steria's commitments by the Company, (ii) deduct from Merger Premium No. 1 the sums necessary to reconstitute, within the Company's equity and liabilities, the regulatory reserves and provisions shown in Groupe Steria's balance sheet, (iii) deduct from Merger Premium No. 1 the sum necessary to bring the legal reserve to one-tenth of the Company's new share capital after the completion of Merger No. 1, and (iv) deduct from Merger Premium No. 1 any overlooked or undisclosed liabilities relating to the property transferred;
- that the difference between the amount of the portion of the actual net asset value transferred by Groupe Steria corresponding to the Groupe Steria shares held by the Company and the cost price of the Groupe Steria shares held by the Company (twenty-one million two hundred seventy-four thousand five hundred ninety-two euros and eighty cents (€21,274,592.80) will constitute the amount of the merger deficit ("**Merger Deficit No. 1**"), which will be recorded in the Company's accounts in accordance with applicable accounting regulations, it being specified that the amount of Merger Deficit No. 1 will be adjusted, where applicable, in the event of a change in the number of Company shares to be issued as consideration for Merger No. 1 and the definitive amount of the resulting share capital increase;
- that the vested Groupe Steria free performance shares still within their holding period at the Completion Date will be exchanged for newly issued shares of the Company in accordance with the exchange ratio for Merger No. 1, it being specified that the new shares issued by the Company as consideration for said Groupe Steria free performance shares will be subject, as provided by Article L. 225-197-1 III of the French Commercial Code, to the remainder of the holding period for each of the plans involved, as indicated in Annex 11 to Merger Agreement No. 1;
- that the rights of the beneficiaries of Groupe Steria free performance shares not yet vested will be transferred to shares of the Company according to the exchange ratio for Merger No. 1, as provided by Article L. 225-197-1 III of the French Commercial Code.
- Consequently, the number of Company shares to which each Groupe Steria free performance share grantee will be entitled under Groupe Steria's free performance share allotment plans will correspond to the number of Groupe Steria shares which he or she could have claimed under those plans, multiplied by the exchange ratio, it being specified that (i) the number of shares thus obtained will be rounded up to the nearest whole number, and (ii) the other terms of the free performance share allotment plans will remain unchanged, with the exception of the performance conditions governing the definitive allotment of said shares, which will be adjusted if necessary;
- as provided by Articles L. 228-6-1 and R. 228-13 of the French Commercial Code, a general sale of the unallocated new Company shares corresponding to fractional rights will be held at the end of a period of thirty (30) days starting from the latest of the dates on which the whole number of allocated Company shares is registered in the account of the rightholders; the sale of the Company shares corresponding to fractional rights will be held on the NYSE Euronext Paris market via a centralising bank; this bank, designated to facilitate the transfer and settlement of the net proceeds of the sale of the unallocated new Company shares corresponding to fractional rights, will (i) sell the new unallocated Company shares issued in connection with Merger No. 1 and corresponding to fractional rights, and (ii) distribute the net proceeds of the sale among the fractional rightholders in proportion to their rights;
- **takes note** that, as provided by Article L. 225-124 of the French Commercial Code, the new Company shares issued as consideration for Merger No. 1 and held in registered form will carry double voting rights if the Groupe Steria shareholder had such rights in respect of the Groupe Steria shares tendered in exchange in connection with Merger No. 1; otherwise, the time period for which the Groupe Steria shares tendered in exchange in connection with Merger No. 1 have been registered in the name of the same shareholder will be used to determine qualification for the two (2) year period required for double voting rights to attach to new shares of the Company issued as consideration for Merger No. 1;
- **takes note** that Merger No. 1, the associated share capital increase by the Company and the winding up without liquidation of Groupe Steria will be completed subject to, and by sole virtue of, the fulfilment of the conditions precedent mentioned in Article 9.1 of Merger Agreement No. 1, at the Completion Date;
- **grants** all powers to the Board of Directors of the Company, including the capacity to subdelegate within the conditions provided by applicable law, regulations and the Articles of Association, in order to:
  - record the definitive fulfilment of all conditions precedent mentioned in Article 9.1 of Merger Agreement No. 1, and thus the definitive completion of Merger No. 1;
  - record the definitive number of shares of the Company to be issued as consideration for Merger No. 1, and accordingly the definitive amount of the resulting share capital increase by the Company, as well as the definitive amounts of Merger Premium No. 1 and Merger Deficit No. 1;
  - amend the Company's Articles of Association accordingly;
  - proceed with any formalities required with a view to the admission of the new shares of the Company to trading on Compartment B of NYSE Euronext Paris;
  - proceed, where applicable, with the sale of the unallocated new shares of the Company corresponding to fractional rights; and
  - more generally, establish any records, make any disclosures and proceed with any formalities that may prove necessary in order to complete Merger No. 1.

**Second resolution** (*Partial transfer of assets by the Company to Sopra HR Software corresponding to its complete and standalone branch of activity focusing on the development and distribution of Human Resources software solutions, known under the name "Pléiades", covering the entire lifecycle of client projects from consulting to operations, including integration, application management and other managed services; approval of the transfer and consideration offered in exchange for it*). — The General Meeting, having reviewed:

- the report of the Board of Directors;
- the reports of the spinoff auditors appointed by order of the Presiding Judge of the Annecy Commercial Court dated 26 September 2014 in response to a joint application by the Company and Sopra HR Software;
- the statement of accounts of the Branch of Activity (as defined hereinafter) at 30 September 2014 and the interim statement of accounts of Sopra HR Software at 30 September 2014;
- the proposed agreement and annexes for a partial transfer of assets signed on 5 November 2014 by the Company and Sopra HR Software, a French simplified joint stock company (*Société par Actions Simplifiée*) with share capital of €10,000,000, having its registered office at PAE Les Glasins, 74940 Annecy le Vieux, France, registered in the Annecy Trade and Companies Registry under number 519 319 651 (the "**Transfer Agreement**");

under which the Company transfers to Sopra HR Software, in the form of a partial transfer of assets qualifying as a spinoff for legal purposes, its complete and stand-alone branch of activity focusing on the publishing of Human Resources software solutions, known by the name "Pléiades", covering the entire lifecycle of client projects, from consulting to operations, including integration, application management and other managed services (the "**Branch of Activity**"), provisionally valued at two million four hundred twelve thousand eight hundred sixty-nine euros and six cents (€2,412,869.06) on the basis of a statement of accounts of the Branch of Activity at 30 September 2014; and having taken note that:

- the employee representative bodies of the Company and Sopra HR Software have been duly informed and consulted on the proposed transfer and have expressed their opinion;
- as the Company owns 100% of the share capital and voting rights of Sopra HR Software, assets and liabilities will be recognised by the Company at their carrying amount at the Effective Date (as defined hereinafter), as provided by CRC Regulation No. 2004-01 as amended;
- the Transfer Agreement, the transfer itself and the consideration offered in exchange for it were all approved by the Extraordinary General Meeting of Sopra HR Software shareholders held on 18 December 2014;

— **accepts and approves**, in all its clauses, the Transfer Agreement and thereby, subject to the conditions stipulated therein, the partial transfer of assets made by the Company to Sopra HR Software, its valuation and the consideration offered in exchange for it, and in particular:

- the assumption by Sopra HR Software, in lieu and in place of the Company, as from the Effective Date (as defined hereinafter), of all the latter's liabilities relating to the Branch of Activity, without entailing joint and several liability on the part of the Company;
- the allotment to the Company of three hundred ten thousand nine hundred eighty-two (310,982) new ordinary shares of Sopra HR Software with a par value of five euros (€) each (given the prior reduction in the par value of Sopra HR Software shares from ten euros (€10) to five euros (€)), fully paid-up, at par and carrying immediate dividend rights, to be issued by Sopra HR Software in connection with a share capital increase;
- the establishment of a transfer premium equal to the difference between, on the one hand, the net assets of the transferred Branch of Activity (two million four hundred twelve thousand eight hundred sixty-nine euros and six cents, €2,412,869.06) and on the other hand the nominal value of the shares actually issued in connection with the share capital increase by Sopra HR Software (one million five hundred fifty-four thousand nine hundred ten euros, €1,554,910), thus an amount of eight hundred fifty-seven thousand nine hundred fifty-nine euros and six cents (€857,959.06), to which the rights of former and existing partners (*associés*) of Sopra HR Software apply;

— **takes note that:**

– the partial transfer of assets will be definitively completed and take effect, from a legal, accounting and tax standpoint, at 31 December 2014, the closing balance sheet date of the current financial year (the "**Effective Date**"), immediately before the completion of Merger No. 2 (as defined hereinafter);

– from a tax standpoint, the partial transfer of assets is subject to (i) the special regime defined in Articles 210 A and 210 B of the French General Tax Code in relation to corporate income tax and (ii) in relation to registration fees, the regime provided in Article 816 of the French General Tax Code, with reference to Articles 817 and 817 A of said Code and 301 E of Annex II to said Code, with a fixed fee to be paid of five hundred euros (€500);

— **also takes note that:**

– given the Effective Date of the aforementioned partial transfer of assets and since the net assets thus to be transferred have been valued on the basis of the statement of accounts of the Branch of Activity at 30 September 2014, it will be proposed that the sole partner (*associé unique*) of Sopra HR Software decide, subsequent to the Effective Date:

- either, if the definitive value of the net assets of the Branch of Activity at the Effective Date is less than the value of the net assets provisionally estimated at 30 September 2014, to obtain the payment of additional cash by the Company;
- or, if the definitive value of the net assets of the Branch of Activity at the Effective Date is greater than the value of the net assets provisionally estimated at 30 September 2014, to increase the transfer premium, with the understanding that the Company will not then have any additional rights to the share capital of Sopra HR Software;
- to deduct, where applicable, from this premium, the amount necessary to bring the legal reserve to one tenth of the new share capital post-transfer;
- to authorise the Chairman of Sopra HR Software to offset against this premium, or the balance thereof after any offsetting or allocation provided above, all the costs, duties and fees occasioned by the transfer; and
- to allocate the transfer premium or the balance thereof after the offsetting items above, in any manner that does not involve absorbing it into the share capital;

it being understood that François Enaud, acting in his legal capacity, has already expressly committed the Company to providing the aforementioned potential additional cash payment.

— **grants** all powers to François Enaud, Chief Executive Officer, and to Vincent Paris, Deputy Chief Executive Officer, including the capacity to substitute for themselves any person of their choice, for the purpose, alone or jointly, in the name and on behalf of the Company, of continuing the definitive completion of the transfer operations, and consequently:

- (i) to reiterate, if needed and in any form, the transfer of the Branch of Activity by the Company to Sopra HR Software, (ii) to draw up all deeds of confirmation, addition or correction that might be necessary, (iii) complete all appropriate formalities to facilitate the transfers by the Company to Sopra HR Software;
- fulfil any formalities, make all filings with the administrative authorities involved, as well as any service of documents or process to any persons whatsoever and, in the event of difficulties, enter into and pursue any legal proceedings;
- with regard to all of the above, sign all deeds, registers and any other documents, elect the Company's domicile, assume responsibility and delegate authority within the limits of these powers and generally take all necessary action.

**Third resolution (Merger-absorption of Steria by Sopra Steria Group).** — The General Meeting, having fulfilled the quorum and majority requirements for extraordinary general meetings, and having reviewed:

- the report of the Board of Directors to the General Meeting;
- the reports on the terms of the merger and on the value of the assets to be transferred, in accordance with Article L. 236-10 of the French Commercial Code, by Messrs Olivier Péronnet and Olivier Grivillers, merger auditors appointed by order of the Presiding Judge of the Annecy Commercial Court dated 26 September 2014;
- the opinion of the local works council dated 17 October 2014;
- the opinion of the central works council dated 20 October 2014;
- the proposed agreement for the merger by absorption of Steria into the Company, drawn up by private writing dated 5 November 2014 ("**Merger Agreement No. 2**") between the Company and Steria, a French public limited company (*Société Anonyme*) with share capital of €4,876,895, having its registered office at 12, rue Paul Dautier, 78140 Vélizy-Villacoublay, registered in the Versailles Trade and Companies Registry under number 309 256 105 ("**Steria**");

— **approves** Merger Agreement No. 2, in all its provisions, under which Steria transfers to the Company, by way of merger-absorption, the whole of its undertaking, including all assets, property, rights and securities held by Steria as well as all liabilities and obligations of Steria, with the exception of assets and liabilities relating to the complete branches of activity focusing on the management of IT infrastructure and IT services relating to bank payments, being transferred in partial transfers of assets by the Company prior to the completion of the merger-absorption of Steria by the Company ("**Merger No. 2**"), providing in particular for:

- the valuation of the assets transferred and liabilities assumed as well as the resulting net asset value transferred, estimated on the basis of their carrying amount at 31 December 2013 as shown in Steria's balance sheet, the net asset value transferred amounting to one hundred eighteen million two hundred fifty-three thousand four hundred sixty-six euros (€18,253,466);
- an effective date for Merger No. 2 set retroactively for accounting and tax purposes at 1 January 2014;
- a completion date for Merger No. 2 of 31 December 2014, the closing balance sheet date for the current financial year (the "**Completion Date**"), immediately following the completion of Merger No. 1 and the partial asset transfer transactions carried out by the Company and Steria;
- consequently **approves** Merger No. 2 under the terms provided in Merger Agreement No. 2, the complete transfer of the undertaking of Steria to the Company and the winding up without liquidation of Steria at the Completion Date;
- consequently **decides**, subject to the fulfilment of the conditions precedent provided in Article 9.1 of Merger Agreement No. 2:
- pursuant to the provisions of Article L. 236-3 of the French Commercial Code, that there will not be any issue of new Company shares as consideration for Merger No. 2 since the Company will already own, at the Completion Date, the entirety of the shares making up the share capital of Steria;

– that, accordingly, no exchange ratio will be established in connection with Merger No. 2;

– that the difference between the net asset value transferred by Steria and the cost price of the Steria shares held by the Company following the completion of Merger No. 1 (four hundred eighty-four million three hundred forty-six thousand seven hundred ninety-six euros, €484,346,796) will constitute the amount of the merger deficit ("**Merger Deficit No.2**"), which will be included among the Company's balance sheet assets in accordance with applicable accounting regulations;

— **takes note** that Merger No. 2 and the winding up without liquidation of Steria will be completed subject to, and by sole virtue of, the fulfilment of the conditions precedent mentioned in Article 9.1 of Merger Agreement No. 2, at the Completion Date;

— **grants** all powers to the Board of Directors of the Company, including the capacity to subdelegate within the conditions provided by applicable law, regulations and the Articles of Association, in order to:

- record the definitive fulfilment of all conditions precedent mentioned in Article 9.1 of Merger Agreement No. 2, and thus the definitive completion of Merger No. 2; and
- more generally, establish any records, make any disclosures and proceed with any formalities that may prove necessary in order to complete Merger No. 2.

**Fourth resolution (Powers granted to carry out all legal formalities).** — The General Meeting grants full powers to the bearer of an original, a copy or an extract of these minutes in order to complete all filings, notifications and other formalities required and/or that may become necessary given the resolutions adopted by this General Meeting.

### A. – Procedures governing participation in the General Meeting

Pursuant to the provisions of the French Commercial Code, shareholders are informed that participation in general meetings is subject to their shares being recorded in accounts either in their name or that of the intermediary authorised to act on their behalf, no later than the third business day preceding the Meeting at 0:00 a.m., Paris time:

- either in securities accounts for holders of registered shares maintained by the Company,
- or in securities accounts for holders of bearer shares maintained by the authorised intermediary.

In accordance with Article R. 225-85 of the French Commercial Code, the deadline for completing these formalities is set at 0:00 a.m. on 16 December 2014, Paris time.

In the case of bearer shares, proof of the shareholder's status is provided by way of a certificate of investment delivered by the authorised intermediary and attached to the postal or proxy voting form or to the request for an admission card completed in the name of the shareholder.

Sopra Steria Group also offers **holders of registered shares** the option to vote online, in advance of the General Meeting, via the Votaccess electronic voting system, accessible:

- for registered shareholders, via a link provided within the “Investors” section of the Company's website (<http://www.sopra.com/accueil-finance>), which redirects the shareholder automatically to the dedicated voting portal (<https://www.cmcics-nominatif.com>);
- This electronic system allows holders of registered shares to request admission cards, submit voting instructions and appoint or rescind the appointment of a proxy under the conditions discussed below, all in advance of the General Meeting.

#### 1. Physical attendance at the General Meeting:

Shareholders who wish to attend the General Meeting in person may request admission cards by either of the means described below:

##### 1.1 Postal requests for admission cards

— For holders of registered shares: send the admission card request by post so that it will be received no later than 16 December 2014 by CM-CIC Securities c/o CM-CIC Titres at 3, Allée de l'Etoile, 95014 Cergy Pontoise, France or report to the venue on the day of the General Meeting.

— Holders of bearer shares: ask the authorised intermediary responsible for managing your securities account to request an admission card. The authorised intermediary's request must be received by CM-CIC Securities c/o CM-CIC Titres at 3, Allée de l'Etoile, 95014 Cergy Pontoise, France before 16 December 2014.

In either case, if an admission card request is received by CM-Securities c/o CM-CIC Titres after 16 December 2014, the shareholder concerned will need to report to the reception counter for “Shareholders without cards” or “Shareholders without documents” on the day of the General Meeting and present his or her certificate of investment.

##### 1.2 Electronic requests for admission cards for holders of registered shares

Registered shareholders wishing to attend the General Meeting in person may request an admission card online by submitting their request on Votaccess, the secure electronic voting system accessible via a link in the “Investors” section of the Company's website (<http://www.sopra.com/accueil-finance>), which redirects the automatically to the dedicated voting portal (<https://www.cmcics-nominatif.com>).

Registered shareholders will be able to log in using their user ID and password, which will be sent to them by post prior to the General Meeting. Admission cards will be sent to shareholders by post.

#### 2. Voting or proxy forms:

##### 2.1. Postal voting or proxy forms.

Shareholders not attending General Meetings in person who wish to submit postal votes or to be represented at the Meeting by granting authority to the Chairman of the Meeting or other representative to vote on their behalf may:

— For holders of registered shares: fill in and send back the voting or proxy form, included with the invitation to the Meeting, to: CM-CIC Securities c/o CM-CIC Titres, 3, Allée de l'Etoile, 95014 Cergy Pontoise, France

— For holders of bearer shares: send a request for the combined voting or proxy form to the intermediary managing the securities account upon receiving the invitation to the Meeting. This form must first be filled in by the shareholder, then sent back to the intermediary, which will attach its certificate of investment for the shareholder and forward both documents to CM-CIC Securities c/o CM-CIC Titres, 3, Allée de l'Etoile, 95014 Cergy Pontoise, France. In order to be taken into account, voting forms must be received by CM-CIC Securities c/o CM-CIC Titres at 3, Allée de l'Etoile 95014 Cergy Pontoise, France no later than three days prior to the General Meeting, thus by 0:00 a.m. on 16 December 2014 (Paris time).

Proxy appointments or rescindments of proxy appointments sent by post must be received no later than three calendar days before the date of the General Meeting, thus by 0:00 a.m. on 16 December 2014 (Paris time).

##### 2.2. Electronic submission of voting or proxy forms for holders of registered shares

Registered shareholders may submit their voting instructions, appoint proxies or rescind proxy appointments online in advance of the General Meeting on Votaccess, the secure electronic voting system accessible via a link in the “Investors” section of the Company's website (<http://www.sopra.com/accueil-finance>), which redirects automatically to the dedicated voting portal (<https://www.cmcics-nominatif.com>).

Holders of registered shares whose securities accounts are maintained by the Company (*nominatif pur*) may log in to the service using their existing user ID and password.

Holders of registered shares whose securities accounts are managed by a financial institution (*nominatif administré*) will receive an invitation to the Meeting including their user ID and password. This access information may be used to log in to the service at <https://www.cmcics-nominatif.com>

Once logged in, holders of registered shares will need to follow the instructions provided on screen to enter the Votaccess system in order to submit voting instructions, appoint a proxy or rescind a proxy appointment.

##### 2.3. Appointment of a proxy and/or rescindment of a proxy appointment

— Article R. 225-79 of the French Commercial Code provides for the submission of proxy appointments and/or rescindments of proxy appointments by electronic means.

**Holders of registered shares** may submit their requests on the site <https://www.cmcics-nominatif.com>.

**Holders of bearer shares** must send an e-mail to the following address: [mandats-ag@cmcic.com](mailto:mandats-ag@cmcic.com).

This e-mail message must include the following information: the name of the company concerned (Sopra Steria Group); the date of the General Meeting (19 December 2014); the shareholder's last name, first name, address and bank details; and the proxy's last name, first name and address (if available).

Holder of bearer shares must also get in touch with the financial intermediary responsible for the management of their securities accounts requesting that a written confirmation be sent to CM-CIC Securities c/o CM-CIC Titres, 3, Allée de l'Etoile, 95014 Cergy Pontoise, France. Only notifications of proxy appointments or rescindments of proxy appointments may be sent to the aforementioned e-mail address. Other types of requests or notifications will not be taken into account or processed. In order for proxy appointments or rescindments of proxy appointments submitted by electronic means to be validly taken into account, e-mail messages and/or written confirmations need to be received no later than the day before the General Meeting, at 3:00 p.m. (Paris time).

The Votaccess page for this General Meeting will be accessible from 26 November 2014

Online voting in advance of the General Meeting will close the day before the Meeting, 18 December 2014, at 3:00 p.m. (Paris time)

Pursuant to the provisions of Article R. 225-85 of the French Commercial Code, once a shareholder has submitted voting instructions by post or electronic means or requested an admission card, he or she may not opt for any other means of taking part in the Meeting.

Shareholders who have already submitted voting instructions, sent a proxy form or requested an admission card may sell, transfer or assign all or a portion of their shares at any time. However, if the sale, transfer or assignment takes place before 0:00 a.m. on the third business day preceding the General Meeting (Paris time), the Company will invalidate or adjust, as required, the postal or electronic vote, the proxy or the admission card. To this end, the intermediary managing the securities account must send notification to the Company or its agent of the sale, transfer or assignment, accompanied by the required information.

No sale or other transaction completed after the third business day preceding the General Meeting at 0:00 a.m. (Paris time), irrespective of the means employed, is to be notified by the authorised intermediary or taken into account by the Company, notwithstanding any agreement to the contrary.

#### **B. – Requests for the inclusion of items of business on the agenda or proposed resolutions and written questions from the shareholders**

1. Pursuant to the provisions of Article R. 225-84 of the French Commercial Code, shareholders may submit written questions to the Board of Directors. These questions must be sent to the Company's registered office by registered letter with proof of receipt or by e-mail to [assembleegenerale@sopra.com](mailto:assembleegenerale@sopra.com) no later than the fourth business day preceding the General Meeting, thus by 15 December 2014. In order to be considered, questions must be accompanied by a deposit certificate for a securities account in the name of the shareholder.

2. Requests for the inclusion of items of business or proposed resolutions on the agenda for the General Meeting by shareholders fulfilling the legal requirements in force must be received at the Company's registered office, sent by registered letter with proof of receipt, or by e-mail to [assembleegenerale@sopra.com](mailto:assembleegenerale@sopra.com), no later than twenty-five days before the General Meeting, thus by 24 November 2014. 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.

Requests for the inclusion of proposed resolutions are to be accompanied by the text of the proposed resolutions, which may be supplemented by a brief summary of the reasons for bringing them forward.

Furthermore, shareholders are reminded that the examination by the General Meeting of items of business or proposed resolutions to be presented is subject to the submission by the parties involved of newly issued deposit certificates for their securities accounts under the same conditions as those indicated above, no later than the third business day preceding the General Meeting at 0:00 a.m. (Paris time).

#### **C. - Documents 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 registered office of the Company, located at 9 bis, rue de Presbourg, 75116 Paris, France, within the time period required by law and, for the types of documents mentioned in Article R. 225-73-1 of the French Commercial Code, in the "Investors" section of the Company's website at the following address: [www.sopra.com/accueil-finance](http://www.sopra.com/accueil-finance).

This notice of meeting will be followed by a notice reflecting any changes made to the agenda for the General Meeting as a result of the submission of requests for the inclusion of proposed resolutions presented by shareholders and/or the works council.

*The Board of Directors*

**1405164**

This document is a free translation into English of the original French "Convocations", referred to as the "Notices of Meeting". It is not a binding document. In the event of a conflict in interpretation, reference should be made to the original French version, which is the authentic text.