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Sopra Group

A French *société anonyme* (limited company) with share capital of €47,010,172

Annecy Trade and Companies Register no. 326 820 065

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

MINUTES OF THE SPECIAL SHAREHOLDERS' MEETING HELD ON 22 JUNE 2010

In the year 2010, on 22 June, at 2.30 p.m., the shareholders of the Company holding shares with double voting rights met for a special meeting at the Hotel Meurice, 228 Rue de Rivoli, 75001 Paris, pursuant to a notice of meeting duly given by the Board of Directors.

An attendance sheet was prepared, which was signed by each member of the general meeting, both in his own name and as a proxy, as he entered the meeting.

Mr Pierre Pasquier chaired the meeting in his capacity as Chairman of the Board of Directors.

Mr François Odin, a director and representative of Sopra GMT, and Ms Estelle Ginesty, the representative of Geninfo (Société Générale Group), both shareholders, who represented both individually and as proxies the greatest number of votes, and who were present and agreed, were appointed as scrutineers.

Mr Christophe Bastelica, the Secretary of the Sopra Group Board of Directors, was appointed secretary.

The attendance sheet, which was certified as true and accurate by the officers thus appointed, showed that the shareholders present, represented or that voted by post held 5,124,037 shares, to which are attached 10,248,074 voting rights, i.e. more than one-third of the total number of shares with double voting rights.

In consequence thereof, the general meeting had been duly constituted and could validly deliberate.

The Chairman placed on the desk and made available to the shareholders:

- The Company's current memorandum and articles of association;
- The attendance sheet for the general meeting;
- The proxy forms of shareholders represented by proxies and the forms for voting by mail;
- The copies of the letters giving notice of the meeting;
- A copy of the newspaper publishing legal announcements that contained the notice of the meeting;
- The notice of the meeting published in the "Bulletin d'Annonces Légales Obligatoires" (BALO);
- The Board of Directors' report; and
- The text of the resolutions submitted to the general meeting.

Then, the Chairman stated that all documents and information required by the laws and regulations had been made available to the shareholders, at the registered office, as from the date notice of the meeting was given.

The special meeting acknowledged this statement.

The Chairman then reminded those present that the special meeting had been convened to deliberate on the following agenda:

- Board of Directors' report
- Elimination of the double voting rights provided in the memorandum and articles of association, and corresponding amendment to Article 28 of the memorandum and articles of association
- Powers for formalities

The shareholders were reminded that resolutions within the powers of the special meeting require a quorum of one-third of the shares with a right to vote and a majority of two-thirds of the votes held by the shareholders present or represented.

The Chairman then read the Board's report.

After this report had been read, the Chairman opened the floor for discussion and answered the shareholders' questions.

When no other person requested the floor, the Chairman successively put the following resolutions to a vote:

First resolution

Elimination, subject to a condition precedent, of the double voting rights provided in the memorandum and articles of association and corresponding amendment to Article 28 of the memorandum and articles of association, entitled "Voting Rights"

Subject to the adoption of the sixteenth resolution by the extraordinary general meeting of the Company's shareholders that is scheduled to be held on this date, 22 June 2010, pursuant to a first notice of meeting, the special meeting resolves:

- to eliminate the double voting right conferred on all fully paid-in shares and for which it can be proved that they have been registered as registered shares for at least four years in the same shareholder's name;
- to make the corresponding amendment to Article 28 of the memorandum and articles of association, entitled "Voting Rights", as follows:

"ARTICLE 28 – VOTING RIGHTS

The voting right attached to equity or dividend shares is proportional to the share of the capital such shares represent. Each share with the same par value confers the right to the same number of votes, with a minimum of one vote".

This resolution was adopted by 10,246,924 votes IN FAVOUR and 1,150 votes AGAINST.

Second resolution

Powers for formalities

The special meeting grants all powers to the bearer of an original, a copy or an extract of the minutes of this special meeting for the purpose of carrying out all formalities that may be necessary.

This resolution was adopted by 10,246,924 votes IN FAVOUR and 1,150 votes AGAINST.

No further matters of business remained on the agenda. Accordingly, the meeting was adjourned.

These minutes were prepared and, after they were read, they were signed by the Chairman, the scrutineers and the secretary.

Copy certified as true to the original

The Chairman

Pierre Pasquier

The Chairman

Pierre Pasquier

The Scrutineers

François Odin Estelle Ginesty

The Secretary

Christophe Bastelica