

Ordinary General Meeting

8 June 2011



Summary of topics to be addressed

- **Agenda**
- **Board of Directors' report and information about proposed resolutions**
- **Discussion**
- **Vote**
- **Closure**



Agenda

- **Distribution of amounts in cash in the form of an exceptional distribution of premiums and reserves;**
- **Distribution of Axway Software shares in the form of an exceptional distribution of premiums and reserves;**
- **Ratification of the co-opting of Ms. Delphine Inesta as member of the Board of Directors;**
- **Necessary powers granted to carry out formalities.**



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Project context

- This transaction is in keeping with the project to separate Axway Software's historical business from those of Sopra Group in order to create an independent group (Axway Software)
- The admission to trading of Axway Software shares on the NYSE Euronext regulated market in Paris is described in the prospectus approved by the *Autorité des marchés financiers* on 29 April 2011 under visa number 11-137



Project motivations

- Enhance the market visibility and perception of both Axway and Sopra Group as the distinctions between their business models have become increasingly pronounced
- Significantly raise Axway's profile and heighten recognition of its value
- Give greater latitude to both Axway and Sopra Group in building strategic alliances or pursuing external growth opportunities
- Build Axway's capacity to raise capital, in particular so as to pursue acquisitions
- Enable Sopra Group to focus its resources on the development of its own businesses

Terms and conditions of proposed transactions

- **Distribution of an exceptional dividend to Sopra Group shareholders**
 - In the form of Axway securities: approximately 73.5% of the share capital
 - In cash, to offset the major portion of the French tax impact arising as a result of the distribution of securities
 - For each Sopra Group share held (with distribution rights)
 - 1 Axway share
 - €3.92 per share

- **Sopra Group would maintain a stake in Axway of about 26.5% post transaction (of which 1.5% would be reserved for stock option holders)**

Adjustment of the Distribution (1/2)

- **The Distribution will be charged to available Sopra Group equity items**
 - The Cash Distribution will be charged to the “Share premium” account
 - The Distribution of Axway Shares will be charged to the following Sopra Group equity items, to the extent necessary, in the order specified below:
 - Against the balance of the “Share premium” account after the adjustment in respect of the cash distribution, then
 - Against the “Merger premium” account, then
 - Against the “Contribution premium” account, then
 - To the free reserve portion of the legal reserve made available as a result of the reduction in capital by way of an allocation to the share premium account, then
 - Against the “Discretionary reserves” account
- **The Distribution of Axway Shares is to be adjusted against a valuation of 100% of the equity of Axway Software of €300 million**
- **The General Assembly is asked to approve the distribution on the basis of this evaluation**

Adjustment of the Distribution (2/2)

- **The Distribution of Axway Software shares would represent a total value of about €21m and would give rise to the recognition of €165m in value in the company accounts of Sopra Group (based on the accounts established at 31 December 2010)**
- **This valuation, established on the basis of a multi-criteria analysis, has been submitted for independent expert evaluation by Horwath Audit France for the sole use of the Sopra Group Board of Directors**
- **It should be noted that this evaluation is without prejudice to either the technical reference price or opening price of the Axway Software share upon its initial listing or its price during any subsequent trading session**
- **The technical reference price for the Axway Software share will be announced in a notice issued by NYSE Euronext on 13 June 2011 and**
 - **Will be used to determine reservation thresholds for the opening of the trading session of 14 June 2011**
 - **Will be used to calculate the Axway Software share price performance on that date**



Eligibility for the distribution

- **The holders of shares entitled to receive the Distribution will be those Sopra Group shareholders whose shares admitted for trading will have been registered for accounting purposes in their name at the close 13 June 2011**
- **Sopra Group shares held by Sopra Group itself shall not be eligible for this Distribution**



Ratio with respect to the Distribution

- **One (1) Axway Software share is to be distributed for each Sopra Group share eligible for the Distribution**
- **Based on the maximum number of Sopra Group shares eligible for the Distribution, a maximum of 11,897,885 Axway Software shares are to be included in the Distribution**
- **This number shall be adjusted on the evening of 13 June 2011 in accordance with the exact number of Sopra Group shares eligible for the Distribution**

Key dates

if, on the evening
of 13 June 2011, you own

1 Sopra Group
share

on the morning of 14 June 2011,
you will own

1 Sopra Group
share

+

1 Axway Software
share

+

€3.92
in cash

Your taxation will reflect

- the cash distribution of €3.92 per share
 - approximately €8.56* for each Axway Software share allocated
- with both of these amounts being taxed as dividends

** The precise taxable amount per share will be announced on 13 June 2011 in the evening.*

Protection of option beneficiaries

- Share options granted by Sopra Group to employees of Axway Software or any of its subsidiaries are to be maintained following the Distribution
- The proposed resolutions stipulate that, in connection with the Distribution, the rights of holders of options to subscribe to Sopra Group shares will be protected, in accordance with applicable regulations:
 - As regards the Distribution of Axway Shares, Sopra Group would protect the rights of the holders of share subscription options in compliance with regulations in force
 - Either by way of the application of rules for the adjustment of the exercise price and the number of shares covered by Sopra Group options
 - Or by retaining a number of Axway Software shares equal to the number of shares any option holders who exercise their options at a later date would receive
 - As regards the Cash Distribution, the exercise price and the number of shares under Sopra Group options of share subscription option holders are to be adjusted

Tax aspects of the transaction (1/2)

- The following information is provided solely for indicative purposes and constitutes merely a summary of the tax regime applicable in France in the current context of French tax law. More detailed information is provided in §26.1.3 of the Prospectus for the admission of Axway Software shares to trading on the regulated NYSE Euronext market
- **It is the responsibility of each shareholder to examine their specific situation with their usual tax advisor**
- The transaction is subject to ordinary tax rules
- Natural persons resident in France who own Sopra Group shares not held within a PEA account
 - **The cash distribution will be taxed as a dividend**
 - **The distribution of Axway Software shares will also be taxed as a dividend, but in an amount not to exceed about €8.56 per distributed Axway Software share**
 - The precise taxable amount per share will be announced on 13 June 2011 in the evening
 - The remaining value of each distributed Axway Software share is considered as an investment repayment and is not taxed in respect of the distribution
 - It is specified that the distribution of €3.92 per Sopra Group share will cover most of the impact of French tax and social contributions

Tax aspects of the transaction (2/2)

- **Natural persons resident in France who hold Sopra Group shares within a PEA account**
 - Axway Software shares will be automatically registered in your PEA by your financial intermediary and will therefore benefit from the tax advantages of this French equity savings scheme
- **Dividends may be:**
 - Taxed at the progressive income tax rate, after applying the annual 40% tax relief (with no ceiling for earnings) and fixed annual deduction of €1,525 (single individuals) or €3,050 (couples filing jointly)
 - Or, if you elect for lump-sum withholding, taxed at the rate of 19% currently applying to this option
- **Irrespective of the tax option selected, social security charges (12.3%) will be withheld at the source by the French financial institutions making payment on your behalf**
- **Capital gains are considered as part of taxable income and are taxed at the flat rate of 19%; they are also subject to applicable social security charges at the rate of 12.3% (i.e. a total taxation rate of 31.3%)**

Cost basis of Axway and Sopra Group shares

- **With regard to the cost price of Axway Software shares received as a result of the distribution, it is your responsibility to determine the actual value for Axway Software shares**
- **In addition, you should note that the amount considered as a non-taxable investment repayment will be deducted from the historical cost price for tax purposes of each of your Sopra Group shares deemed to be eligible for the distribution**
 - This amount will be equal to the difference between the actual value of each Axway Software share distributed and the taxable amount announced on 13 June 2011 in the evening
 - It is this new cost price for tax purposes that will be used in determining your capital gains or losses, should you sell or transfer your shares at a later date
- **For your information, in accounting for the distribution, Sopra Group will be using the valuation of three hundred million euros (€300,000,000) for 100% of Axway Software's equity**

Ratification of the co-optation of a Director

- The Board of Directors co-opted Ms. Delphine Inesta as a member to replace Pierre-André Martel who had resigned from the Board
- Expiry of term in office: the General Meeting called to approve the financial statements for the year ending 31 December 2011
- Ms. Delphine Inesta, aged 32, is a graduate of both the *École Normale Supérieure de Fontenay-Saint-Cloud* and the *École des Hautes Études Commerciales* (HEC). Currently, she serves as a Director of Caravelle, the industrial holding company and shareholder of Sopra Group



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Formal closing of the Ordinary General Meeting

08 June 2011