Annual General Meeting
10 May 2011
Summary of topics to be addressed

- Agenda
- Board of Directors’ report
- Statutory Auditors’ reports
- Information about the proposed resolutions
- Discussion
- Vote of resolutions
- End
Matters within the powers of the ordinary general meeting:
- Approval of the consolidated financial statements for the financial year ended 31 December 2010
- Approval of the corporate financial statements for the financial year ended 31 December 2010 and discharge to be granted to the members of the Board of Directors
- Allocation of profit
- Approval of the agreements regulated by Article L.225-38 of the French Commercial Code
- Approval of undertakings regulated by Article L.225-42-1 of the French Commercial Code made in favour of Mr Dominique Illien
- Approval of undertakings regulated by Article L.225-42-1 of the French Commercial Code made in favour of Mr Pascal Leroy
- Setting directors’ fees
- Authorisation to be granted to the Board of Directors for the purpose of enabling Sopra Group to purchase its own shares pursuant to Article L.225-209 of the French Commercial Code
Matters within the powers of the extraordinary general meeting:

- Capital decrease not prompted by losses by reducing the par value of shares and funding the “issue premium” account
- Authorisation to be granted to the Board of Directors to grant share subscription or purchase options to the employees and corporate officers of the Company or its Group
- Authorisation to be granted to the Board of Directors to issue redeemable share subscription and/or purchase warrants (*bons de souscription et/ou d’acquisition d’actions remboursables*, hereinafter “BSAAR”), without shareholders’ pre-emptive subscription rights, to the employees and corporate officers of the Company or its Group
- Authorisation to be granted to distribute a dividend in the form of securities, and corresponding amendment to the memorandum and articles of association
Matters within the powers of the combined general meeting:
- Powers to be granted to carry out legal formalities

We remind you that resolutions within the powers of the extraordinary general meeting require a quorum of one-quarter of the shares with a right to vote and a majority of two-thirds of the votes held by the shareholders present or represented.

Resolutions within the powers of the ordinary general meeting require a quorum of one-fifth of the shares with a right to vote and a majority of the votes held by the shareholders present or represented.
Summary of topics to be addressed

- Agenda
- Board of Directors’ report
- Statutory Auditors’ reports
- Information about the proposed resolutions
- Discussion
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- End
Board of Directors’ report

- 2010 Achievements
- Complementary Information
- Sopra Group New Wins and Commentary
- Axway New Wins and Commentary
- Strategy and Outlook
Highlights 2010

- Steady growth – very strong in 4th quarter
  
<table>
<thead>
<tr>
<th></th>
<th>2010</th>
<th>Q4</th>
</tr>
</thead>
<tbody>
<tr>
<td>CSSI France</td>
<td>+ 6.0%</td>
<td>+ 9.4%</td>
</tr>
<tr>
<td>CSSI Europe</td>
<td>+ 1.2%</td>
<td>+ 9.7%</td>
</tr>
<tr>
<td>Axway</td>
<td>+ 11.8%</td>
<td>+ 12.3%</td>
</tr>
</tbody>
</table>

- Margin improvement
  
  - Group reaches symbolic 10% margin level
  - CSSI France margin is close to 10%
  - Axway is almost at 15% margin

- Financial solidity
  
  - Debt reduction of €71 m since June 2010
  - Net debt to equity ratio (gearing) at all-time low of 15.7%
  - Strong free cash flow: €90.8 m
Revenue (€m)

<table>
<thead>
<tr>
<th>Year</th>
<th>Total</th>
<th>Organic</th>
</tr>
</thead>
<tbody>
<tr>
<td>2009</td>
<td>1,094.3</td>
<td>170.5</td>
</tr>
<tr>
<td>2010</td>
<td>1,169.9</td>
<td>175.4</td>
</tr>
</tbody>
</table>

Growth: Full Year Q4
- Total: +6.9% +11.2%
- Organic: +6.2% +10.0%

Organic Growth

<table>
<thead>
<tr>
<th></th>
<th>2010</th>
<th>Q4</th>
</tr>
</thead>
<tbody>
<tr>
<td>CSSI* France</td>
<td>+ 6.0%</td>
<td>+ 9.4%</td>
</tr>
<tr>
<td>CSSI* Europe</td>
<td>+ 1.2%</td>
<td>+ 9.7%</td>
</tr>
<tr>
<td>Axway</td>
<td>+ 11.8%</td>
<td>+ 12.3%</td>
</tr>
</tbody>
</table>

*CSSI: Consulting and Systems & Solutions Integration
# Income Statement

<table>
<thead>
<tr>
<th></th>
<th>31/12 2010</th>
<th>31/12 2010 Restated (CVAE)</th>
<th>31/12 2009</th>
<th>Change 2009/2010 Restated</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>€m</td>
<td>%</td>
<td>€m</td>
<td>%</td>
</tr>
<tr>
<td><strong>Revenue</strong></td>
<td>1,169.9</td>
<td>1,169.9</td>
<td>1,094.3</td>
<td>75.6</td>
</tr>
<tr>
<td><strong>Staff costs - Employees</strong></td>
<td>-783.7</td>
<td>-783.7</td>
<td>-737.4</td>
<td>-46.3 6.3%</td>
</tr>
<tr>
<td><strong>Staff costs - Contractors</strong></td>
<td>-84.9</td>
<td>-84.9</td>
<td>-74.3</td>
<td>-10.6 14.3%</td>
</tr>
<tr>
<td><strong>Operating expenses</strong></td>
<td>-169.9</td>
<td>-180.3</td>
<td>-183.7</td>
<td>3.4 -1.9%</td>
</tr>
<tr>
<td><strong>Depreciation, amortisation and provisions</strong></td>
<td>-14.8</td>
<td>-14.8</td>
<td>-15.9</td>
<td>1.1 -6.9%</td>
</tr>
<tr>
<td><strong>Profit from recurring operations</strong></td>
<td>116.6</td>
<td>10.0%</td>
<td>106.2</td>
<td>9.1% 7.6%</td>
</tr>
<tr>
<td><strong>Amortisation of allocated intangible assets</strong></td>
<td>-2.6</td>
<td>-2.6</td>
<td>-2.6</td>
<td>-</td>
</tr>
<tr>
<td><strong>Other operating income and expenses</strong></td>
<td>-4.7</td>
<td>-4.7</td>
<td>-17.2</td>
<td>12.5 125</td>
</tr>
<tr>
<td><strong>Operating profit</strong></td>
<td>109.3</td>
<td>9.3%</td>
<td>98.9</td>
<td>8.5% 5.8%</td>
</tr>
<tr>
<td><strong>Net cost of financial debt</strong></td>
<td>-5.8</td>
<td>-5.8</td>
<td>-9.2</td>
<td>3.4 3.4%</td>
</tr>
<tr>
<td><strong>Net financial expense</strong></td>
<td>-1.4</td>
<td>-1.4</td>
<td>-1.8</td>
<td>0.4 0.4%</td>
</tr>
<tr>
<td><strong>Corporate income tax</strong></td>
<td>-27.3</td>
<td>-16.9</td>
<td>-20.9</td>
<td>4.0 4.0%</td>
</tr>
<tr>
<td><strong>Profit after tax of discontinued activities</strong></td>
<td>-</td>
<td>-</td>
<td>-4.1</td>
<td>43.5 175.0%</td>
</tr>
<tr>
<td><strong>Net profit</strong></td>
<td>74.8</td>
<td>6.4%</td>
<td>74.8</td>
<td>6.4% 2.5%</td>
</tr>
</tbody>
</table>

Change 2009/2010 Restated: 7%
### Operating Profit by Division

#### CSSI Sopra Group (ex. Axway)

<table>
<thead>
<tr>
<th></th>
<th>2010</th>
<th>2010 Restated (CVAE)</th>
<th>2009</th>
</tr>
</thead>
<tbody>
<tr>
<td>Revenue</td>
<td>€m</td>
<td>€m</td>
<td></td>
</tr>
<tr>
<td></td>
<td>961.5</td>
<td>961.5</td>
<td>912.1</td>
</tr>
<tr>
<td>Profit from recurring operations</td>
<td>€m / %</td>
<td>85.5 8.9%</td>
<td>76.2 7.9%</td>
</tr>
<tr>
<td>Operating profit</td>
<td>€m / %</td>
<td>83.7 8.7%</td>
<td>74.4 7.7%</td>
</tr>
<tr>
<td>Net profit</td>
<td>€m / %</td>
<td>48.2 5.0%</td>
<td>48.2 5.0%</td>
</tr>
</tbody>
</table>

#### of which CSSI France

<table>
<thead>
<tr>
<th></th>
<th>2010</th>
<th>2010 Restated (CVAE)</th>
<th>2009</th>
</tr>
</thead>
<tbody>
<tr>
<td>Revenue</td>
<td>€m</td>
<td>€m</td>
<td></td>
</tr>
<tr>
<td></td>
<td>786.1</td>
<td>786.1</td>
<td>741.6</td>
</tr>
<tr>
<td>Profit from recurring operations</td>
<td>€m / %</td>
<td>77.9 9.9%</td>
<td>68.6 8.7%</td>
</tr>
<tr>
<td>Operating profit</td>
<td>€m / %</td>
<td>76.1 9.7%</td>
<td>66.8 8.5%</td>
</tr>
<tr>
<td>Net profit</td>
<td>€m / %</td>
<td>42.2 5.4%</td>
<td>42.2 5.4%</td>
</tr>
</tbody>
</table>

#### of which CSSI Europe

<table>
<thead>
<tr>
<th></th>
<th>2010</th>
<th>2010 Restated (CVAE)</th>
<th>2009</th>
</tr>
</thead>
<tbody>
<tr>
<td>Revenue</td>
<td>€m</td>
<td>€m</td>
<td></td>
</tr>
<tr>
<td></td>
<td>175.4</td>
<td>175.4</td>
<td>170.5</td>
</tr>
<tr>
<td>Profit from recurring operations</td>
<td>€m / %</td>
<td>7.6 4.3%</td>
<td>7.6 4.3%</td>
</tr>
<tr>
<td>Operating profit</td>
<td>€m / %</td>
<td>7.6 4.3%</td>
<td>7.6 4.3%</td>
</tr>
<tr>
<td>Net profit</td>
<td>€m / %</td>
<td>6.0 3.4%</td>
<td>6.0 3.4%</td>
</tr>
</tbody>
</table>

#### Axway

<table>
<thead>
<tr>
<th></th>
<th>2010</th>
<th>2010 Restated (CVAE)</th>
<th>2009</th>
</tr>
</thead>
<tbody>
<tr>
<td>Revenue</td>
<td>€m</td>
<td>€m</td>
<td></td>
</tr>
<tr>
<td></td>
<td>208.4</td>
<td>208.4</td>
<td>182.2</td>
</tr>
<tr>
<td>Profit from recurring operations</td>
<td>€m / %</td>
<td>31.1 14.9%</td>
<td>30.0 14.4%</td>
</tr>
<tr>
<td>Operating profit</td>
<td>€m / %</td>
<td>25.6 12.3%</td>
<td>24.5 11.8%</td>
</tr>
<tr>
<td>Net profit</td>
<td>€m / %</td>
<td>26.6 12.8%</td>
<td>26.6 12.8%</td>
</tr>
</tbody>
</table>
## Balance Sheet

<table>
<thead>
<tr>
<th></th>
<th>31/12 2010</th>
<th>31/12 2009</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Goodwill</strong></td>
<td>369.9</td>
<td>356.6</td>
</tr>
<tr>
<td><strong>Allocated intangible assets</strong></td>
<td>22.0</td>
<td>23.1</td>
</tr>
<tr>
<td><strong>Other fixed assets</strong></td>
<td>44.6</td>
<td>40.4</td>
</tr>
<tr>
<td><strong>Assets</strong></td>
<td><strong>436.5</strong></td>
<td><strong>420.1</strong></td>
</tr>
<tr>
<td><strong>Trade accounts receivable (net)</strong></td>
<td>368.4</td>
<td>333.9</td>
</tr>
<tr>
<td><strong>Other assets and liabilities</strong></td>
<td>-383.1</td>
<td>-334.9</td>
</tr>
<tr>
<td><strong>Operating assets and liabilities</strong></td>
<td>-14.7</td>
<td>-1.0</td>
</tr>
<tr>
<td><strong>ASSETS + WCR</strong></td>
<td><strong>421.8</strong></td>
<td><strong>419.1</strong></td>
</tr>
<tr>
<td><strong>Equity</strong></td>
<td>364.6</td>
<td>281.7</td>
</tr>
<tr>
<td><strong>Net financial debt</strong></td>
<td>57.2</td>
<td>137.4</td>
</tr>
<tr>
<td><strong>CAPITAL INVESTED</strong></td>
<td><strong>421.8</strong></td>
<td><strong>419.1</strong></td>
</tr>
</tbody>
</table>
### Shareholders’ Equity

<table>
<thead>
<tr>
<th>Position at 31 December 2009</th>
<th>M€</th>
</tr>
</thead>
<tbody>
<tr>
<td>Dividends</td>
<td>- 9.4</td>
</tr>
<tr>
<td>Net profit - Group share</td>
<td>74.8</td>
</tr>
<tr>
<td>Capital increase through exercise of share subscription options</td>
<td>2.6</td>
</tr>
<tr>
<td>Acquisition or disposal of treasury shares</td>
<td>- 0.5</td>
</tr>
<tr>
<td>Share-based payments</td>
<td>0.8</td>
</tr>
<tr>
<td>Actuarial differences</td>
<td>- 2.0</td>
</tr>
<tr>
<td>Change in financial instruments</td>
<td>0.8</td>
</tr>
<tr>
<td>Translation adjustments</td>
<td>15.8</td>
</tr>
</tbody>
</table>

**Total:** 281.7 M€

<table>
<thead>
<tr>
<th>Position at 31 December 2010</th>
<th>M€</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>364.6</td>
</tr>
</tbody>
</table>
# Changes in Net Debt

<table>
<thead>
<tr>
<th>In millions of euros</th>
<th>2010</th>
<th>2009</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Net debt at beginning of period (A)</strong></td>
<td>137.4</td>
<td>198.2</td>
</tr>
<tr>
<td>Cash from operations before changes in working capital</td>
<td>124.7</td>
<td>94.6</td>
</tr>
<tr>
<td>Income taxes paid</td>
<td>-33.8</td>
<td>-32.2</td>
</tr>
<tr>
<td>Changes in working capital requirements</td>
<td>20.9</td>
<td>50.2</td>
</tr>
<tr>
<td><strong>Net cash flow from operating activities</strong></td>
<td>111.8</td>
<td>112.6</td>
</tr>
<tr>
<td>Net cash used in investing activities</td>
<td>-15.0</td>
<td>-12.0</td>
</tr>
<tr>
<td>Net interest paid</td>
<td>-6.0</td>
<td>-9.4</td>
</tr>
<tr>
<td><strong>Free cash flow</strong></td>
<td>90.8</td>
<td>91.2</td>
</tr>
<tr>
<td>Impact of changes in consolidation scope</td>
<td>-0.2</td>
<td>-8.8</td>
</tr>
<tr>
<td>Dividends paid</td>
<td>-9.4</td>
<td>-19.3</td>
</tr>
<tr>
<td>Capital increases in cash</td>
<td>2.6</td>
<td>1.2</td>
</tr>
<tr>
<td>Other changes</td>
<td>-3.6</td>
<td>-3.9</td>
</tr>
<tr>
<td><strong>Total net change for the period (B)</strong></td>
<td>80.2</td>
<td>60.4</td>
</tr>
<tr>
<td>Effect of foreign exchange rate changes (C)</td>
<td>-</td>
<td>0.4</td>
</tr>
<tr>
<td><strong>Net debt at period-end (A-B+/−C)</strong></td>
<td>57.2</td>
<td>137.4</td>
</tr>
</tbody>
</table>
**Financial Ratios**

<table>
<thead>
<tr>
<th></th>
<th>2008</th>
<th>2009</th>
<th>2010</th>
</tr>
</thead>
<tbody>
<tr>
<td>Basic earnings per share (€)</td>
<td>4.98</td>
<td>2.33</td>
<td>6.35</td>
</tr>
<tr>
<td>Net Debt / Equity</td>
<td>74%</td>
<td>49%</td>
<td>16%</td>
</tr>
<tr>
<td>Net Debt / EBITDA**</td>
<td>1.79</td>
<td>1.52</td>
<td>0.48</td>
</tr>
<tr>
<td>OP* / Net Borrowing Cost</td>
<td>10.05</td>
<td>6.86</td>
<td>18.73</td>
</tr>
</tbody>
</table>

*OP: Operating Profit  **EBITDA 2010: €119.8 m

**Banking Covenants**

- <100%
- <3
- >5
Board of Directors’ report

- 2010 Achievements
- Complementary Information
- Sopra Group New Wins and Commentary
- Axway New Wins and Commentary
- Strategy and Outlook
Business Sector & Vertical Market Positioning

- Retail: 13%
- Public Sector: 17%
- Telecoms: 13%
- Banking: 28%
- Insurance: 11%
- Services, Transports & Utilities: 13%
- Financial Services: 22%
- Manufacturing: 7%

Axway: 18%
Proprietary Solutions: 17%
Consulting: 13%
Fixed-price Projects: 28%
Application Outsourcing: 17%
Axway: Balanced Geographies

Axway Revenue

Axway Revenue (1$=1€)
Axway: Focus on Revenue

Type of Revenue

Licence Revenue

2007 2008 2009 2010

+11% +20% +2% +21%

Services 27% 37% 36% 27%
Licences 37% 37% 36% 37%
Maintenance
Workforce (excluding contractors)

- December 2008: 4,240 (ex. France), 8,210 (France), 12,450 (Groupe)
- December 2009: 4,115 (ex. France), 8,335 (France), 12,450 (Groupe)
- December 2010: 4,485 (ex. France), 8,825 (France), 13,310 (Groupe)
Board of Directors’ report

- 2010 Achievements
- Complementary Information
- Sopra Group New Wins and Commentary
- Axway New Wins and Commentary
- Strategy and Outlook
2010: Brief operations recap

- Significant growth of large deals
- European activities back on track
- Banking software products (Evolan) begin to attract foreign clients and grow outside France with French clients
- Pursuit of the Services Continuum strategy in order to serve client demand on large transformation programmes
- Permanent transformation of the enterprise
Operational objectives for 2011

- Capitalise on continued leadership in France
  - Key Accounts
  - Vertical Markets

- Position offering on a European scale
  - Consulting, Integration and Application Outsourcing
  - Investment in Financial Solutions (Evolan)

- Client Proximity – Delivery Quality - Industrialisation Programme
  - Tools and methods systematically employed for projects
  - Full use of onshore and offshore Service Centre network

- Extreme attention to HR and hiring policies
  - Identify and attract tomorrow’s leaders
  - Take the talent war into account

- Organic growth and margin protection
Board of Directors’ report

- 2010 Achievements
- Complementary Information
- Sopra Group New Wins and Commentary
- Axway New Wins and Commentary
- Strategy and Outlook
Axway’s Offering

• Axway is the world-wide leader of “Business Interaction Networks”
• Platform guarantees, secures and governs all electronic exchanges necessary to an enterprise
  – Internally: factories, depots, sales points, mother companies, subsidiaries, etc.
  – Externally: clients, suppliers, government, etc.
  – Between IT applications
  – In multiple modes: Files, B2B/EDI, eMail, Services, EAI, etc.
Distribution

• Global Geographic Coverage
  – Undeniable leader in Europe
  – Major player and strong growth in the US
  – Established partner in Asia

• Quality approach specific to Finance and Supply Chain verticals worldwide
Marketing, R&D, Support

• Savoir-faire recognised by leading industry analysts
  – Leader in Gartner Group’s MFT, B2B, and eMail “Magic Quadrants”
• Onshore/offshore infrastructure in place, capable of optimising maintenance, support and innovation
G&A and Management

• Systems complete, autonomous, worldwide and specific to a software developer
  – Finance, Legal, HR, etc.

• International, highly qualified management team with M&A experience
  – Viewlocity
  – Cyclone Commerce
  – B2B activity of Atos Origin in Germany
  – Tumbleweed
Highlights 2010

• Strong growth in Licence Sales
  – Strong performance in H1 partially result of delayed 2009 signings
  – Sustained activity in H2 on the client base and in new business

• Low growth in Services
  – Low closing rate at year-end 2009
    • Year of infrastructure rationalization
  – But a strong order book in Q4 2010
    • Return to investments

• Nominal growth in Maintenance

• Margin improvement without cutting R&D investment
2011 Objectives

- Normal level of licence sales expected
  - Good outlook in the US thanks to new regulatory issues and the merger with Tumbleweed
  - Major offerings sold in all group geographies
- Services activity strong in H1, needs to be built out in H2
- Deep reworking of Maintenance revenue streams
  - Extensive work on deployment of Support offerings
- Ready for the listing?
  - Operational & Functional organisations in good working order
  - Interesting market opportunities and an extremely competitive offering
A Strategy in Motion

The separation of Sopra Group and Axway remains a key strategic element
Axway’s ambitious independence initiative

- Objective: Join the $500m software developer club

- Initiative is founded on existing company strengths
  - Top quality management team
  - Large, well-established client base
  - State of the art technology platform
  - Credibility of announced economic performance (growth and profitability)

- Conditions for successful roll-out of strategy
  - Organic growth
  - Acquisitions
  - Consolidate the margin level achieved
Ambitions of the new Sopra Group

- Objective: be a top quality player at the European level

- Initiative built on existing company strengths
  - Proven track record: management team and company governance
  - Hybrid business model (services and solutions)
  - Strong position in France in vertical markets and with key accounts
  - Evolan offering for the Financial sector
  - Consistently outperform the market segment and deliver solid financial performance
  - Position in Axway maintained

- Conditions for success
  - Sustained organic growth
  - Acquisitions and partnerships
  - Reinforced positioning in Europe
Outlook – updated

- **Sopra Group’s objectives in 2011**
  - Sopra Group forecasts solid organic growth and a slight improvement in its operating margin on business activity for the 1st half-year period
  - Taking into account the bonus on dividends announced by the French government, an improvement to results in the 2nd half-year period as well as for the full year is not confirmed at this time

- **Axway’s objectives in 2011**
  - Axway targets positive organic growth for the year and expects its operating margin rate to at least remain stable
Strong growth in Q1 2011

Growth: T1
- Total: +10.9%
- Organic: +10.3%

Organic Growth Q1
- CSSI* France: +11.0%
- CSSI* Europe: +11.6%
- Axway: +6.3%

*CSSI: Consulting and Systems & Solutions Integration
The initiative to separate and list Axway

Context of planned transactions
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
Context of planned transactions

Shareholding before transaction

- Sopra Group shareholders
  - 100%
- Sopra Group
  - 100%
- Axway

Shareholding after transaction *

- Sopra Group shareholders
  - 100%
- Sopra Group
  - 26.5%
- Axway
  - 73.5%

* It should be noted that the 26.5% stake held by Sopra Group S.A. in the Company might include up to approximately 1.5% of the share capital held to protect the holders of Sopra Group S.A. share subscription options upon the Distribution of Axway Shares. Subject to any applicable restrictions, these Company shares would be remitted to them should they decide to exercise their options (see Section 26.1.1.10 of the Prospectus).
Terms and conditions of proposed transactions

- Distribution of an exceptional dividend to Sopra Group shareholders
  - In the form of Axway securities: 73.5% of the share capital
  - In cash, to offset the major portion of the 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 euros

- A capital increase of around €50-65m planned with preferential subscription rights
  - Objective: reimburse the current account between Axway and Sopra Group

- Objective of Sopra Group to hold 26.5% of Axway post transaction
Provisional schedule

- **29 April**  
  Publication of the admission prospectus approved with AMF visa

- **4 May**  
  Analyst presentation

- **5 May to 7 June**  
  Sopra Group shareholder road shows

- **8 June**  
  Sopra Group Shareholders’ Meeting convened to approve the separation and stock market listing

- **14 June**  
  1st day of trading of Axway shares on the NYSE Euronext Paris stock exchange
Summary of topics to be addressed

- Agenda
- Board of Directors’ report
- **Statutory Auditors’ reports**
- Information about the proposed resolutions
- Discussion
- Vote of resolutions
- End
Statutory Auditors’ reports

- Statutory Auditors’ report on the consolidated financial statements and on the individual financial statements
- Statutory Auditors’ report on the capital reduction
- Statutory Auditors’ special report on regulated agreements
- Other reports of the Statutory Auditors
Summary of topics to be addressed

- Agenda
- Board of Directors’ report
- Statutory Auditors’ reports
- Information about the proposed resolutions
- Discussion
- Vote of resolutions
- End
Information about proposed resolutions (1/4)

Matters within the powers of the ordinary general meeting

- **Resolutions 1 & 2 – Approval of financial statements**
  - Consolidated and corporate accounts
  - Discharge to the Board of Directors

- **Resolution 3 – Allocation of profit (€)**

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Income for the financial year</td>
<td>42,557,633.74 €</td>
</tr>
<tr>
<td>Retained earnings: unpaid dividends on treasury shares</td>
<td>22.40 €</td>
</tr>
<tr>
<td><strong>TOTAL</strong></td>
<td><strong>42,557,656.14 €</strong></td>
</tr>
<tr>
<td>Statutory reserve</td>
<td>40,560.80 €</td>
</tr>
<tr>
<td>Dividend</td>
<td>9,483,156.00 €</td>
</tr>
<tr>
<td>Optional reserves</td>
<td>33,033,939.34 €</td>
</tr>
<tr>
<td><strong>TOTAL</strong></td>
<td><strong>42,557,656.14 €</strong></td>
</tr>
</tbody>
</table>

- Proposed dividend: €0.80 per share
- Dividend paid in 2010: €0.80 per share
- Record date: 20 May 2011
- Payment date: 25 May 2011
Information about proposed resolutions (2/4)

Matters within the powers of the ordinary general meeting

- Resolution 4 – Approval of regulated agreements
  - Article L. 225-38 of the French Commercial Code

- Resolution 5 – Approval of regulated undertakings made in favour of Mr. Dominique Illien
  - Article L. 225-42-1 of the French Commercial Code

- Resolution 6 – Approval of regulated undertakings made in favour of Mr. Pascal Leroy
  - Article L. 225-42-1 of the French Commercial Code

- Resolution 7 – Setting directors’ fees
  - Amount proposed: €150 000 to be divided among the members of the Board of Directors (unchanged compared to 2010)

- Resolution 8 – Authorisation granted enabling Sopra Group to purchase its own shares within the confines of the French financial markets authority
  - Power granted until: 9 November 2012
  - Maximum number of shares concerned: 592 697 or 5% of share capital
  - Maximum purchase price: €100 per share
Resolution 9 – Decrease in share capital
- Reduction of the par value of the shares by €3 (from €4 to €1)
- Sums corresponding to the amount of the capital decrease shall be booked in full to the “issue premium” account and shall be available for all types of distributions
- Capital reduction not motivated by losses but is a prerequisite operation in view of the distribution of Axway shares

Resolution 10 – Authorisation granted to the Board of Directors to grant share subscription or purchase options
- Power granted until: 9 August 2014
- Maximum number of shares concerned: 3% of share capital

Resolution 11 – Authorisation granted to the Board of Directors to issue redeemable share subscription and/or purchase warrants (“BSAAR”)
- Power granted until: 9 November 2012
- Maximum number of shares concerned: 3% of share capital to be subscription shall be set off against the maximum amount set by the tenth resolution
Information about proposed resolutions (4/4)

Matters within the powers of the extraordinary general meeting

- **Resolution 12** – Addition of a new Article 39 to the memorandum and articles of association
  - In kind distribution

- **Resolution 13** – Powers for formalities
  - Resolution granting power for the purpose of carrying out all formalities that may be necessary
Summary of topics to be addressed

- Agenda
- Board of Directors’ report
- Statutory Auditors’ reports
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- End
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Formal closing of the Annual General Meeting

10 May 2011