NOTICE OF MEETING

SOPRA STERIA GROUP

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS - 2014

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In the event of a conflict in interpretation, reference should be made to the French version, which is the authentic text.

FRIDAY 19 DECEMBER 2014

AT 11:00 a.m

HÔTEL LE MEURICE
228, RUE DE RIVOLI - 75001 PARIS

Société Anonyme with share capital of €19,574,712
Annecy Trade and Companies Register no. 326 820 065
Registered Office: PAE Les Glaisins,
74940 Annecy-le-Vieux

SOMMAIRE

A WORD FROM THE CHAIRMAN

Dear Shareholders,

It is my pleasure to invite you to attend the Extraordinary General Meeting of Sopra Steria Group shareholders, to be held on Friday, 19 December 2014 starting at 11:00 a.m. at the Hôtel Le Meurice, 228 rue de Rivoli, Paris, France.

As you know, the first stage of the friendly tie-up between Sopra and Steria has been a success. On 12 September the AMF published the final result, post reopening, of the public exchange offer initiated by Sopra for Steria's shares.

Upon completion of the offer, 90.52% of the shares and 89.41% of the voting rights of Steria had been tendered to Sopra with the aim of creating a new European leader in digital services. As a reminder, at 5 August, 79.69% of Steria's shares had been tendered to the initial public exchange offer before it was reopened on 18 August.

Sopra and Steria now plan to proceed with the merger-absorption of Groupe Steria SA into Sopra Group (now called Sopra Steria Group) by 31 December 2014. The following pages contain the meeting agenda and the resolutions that will be submitted for your approval.

We are conducting this transformation with a constant eye toward maintaining our performance as an enterprise – year after year, we remain among the best in our field in terms of both growth and profitability. Our transformation process takes into account the interests of every stakeholder in our ecosystem, including clients, employees and shareholders. It is in keeping with the values and commitments that shape the way we do business.

Sopra Steria Group has one of the most extensive portfolios of offerings available on the market, with combined revenue of €3.1bn (pro forma 2013) and over 35,000 professionals at the service of major international clients in 24 countries around the world.

The key for Sopra Steria Group is to be able to satisfy the growing number of clients who want a fully integrated provider, one that can take over entire swathes of their IT systems. This means pursuing a policy of sustained growth, both organic and external, in France and across the rest of Europe.

This Extraordinary General Meeting is a prime opportunity for Sopra Steria Group and its shareholders to exchange information and engage in dialogue. I hope you will be able to take part in this meeting in person to express your thoughts on decisions concerning the Group.

However, if you are not able to attend, you still have the option of voting by mail or online, or appointing the Chairman of the General Meeting or any other person you choose to serve as your proxy.

After the Meeting is held, you will also be able to consult all the materials presented there and the results of resolution votes on the Group's website (www.sopra.com).

On behalf of the Board of Directors, I would like to thank each and every one of you for your trust and your loyalty, and I hope to see you on 19 December.

Pierre Pasquier

Chairman

MEETING AGENDA FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 19 DECEMBER 2014

Shareholders are hereby invited to attend the Extraordinary General Meeting to be held on Friday, 19 December 2014 at 11:00 a.m. at the Hôtel Le Meurice, 228 rue de Rivoli, 75001 Paris, France.

Requiring the approval of the Extraordinary General Meeting

- 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.

We hereby inform you that the resolutions submitted for the approval of the Extraordinary General Meeting require a quorum representing at least one quarter of the total voting shares and a majority of two thirds of the votes of the shareholders present or represented by proxy holders.

REPORT OF THE BOARD OF DIRECTORS TO THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 19 DECEMBER 2014

Ladies and Gentlemen,

As provided by current law and regulations and as stipulated by the Articles of Association of Sopra Steria Group (hereinafter the "**Company**"), we have convened this extraordinary general meeting so that you may make your decisions in a fully informed manner on the following items relating to various internal restructuring operations which we will elaborate on herein below, namely:

- Merger-absorption (*fusion-absorption*) of Groupe Steria by the Company;
- Partial transfer of assets (*apport partiel d'actifs*) 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 the consideration offered in exchange for it;
- Merger-absorption of Steria by the Company;
- Powers required to carry out formalities;

The reports of the merger auditors (*commissaires à la fusion*), the reports of the spinoff auditors (*commissaires à la scission*), this report and, more generally, the supporting materials and documents required by current regulations and the Articles of Association, were provided to you in a timely fashion consistent with law and the Articles of Association.

Annex 1 to this report contains a summary of events affecting the course of business since the start of financial year 2014.

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BACKGROUND INFORMATION

Within the context of the tie-up between the Company and Groupe Steria (holding company of the Steria group, 344 110 655 RCS Nanterre), which materialized on 5 September 2014 with the success of the public exchange offer initiated by the Company for Groupe Steria, the following operations are proposed for completion by 31 December 2014:

- merger-absorption of Groupe Steria by the Company, within the continuation of the public exchange offer and disclosed to the market when the tie-up proposal was announced;
- partial transfer of assets by Steria (309 256 105 RCS Versailles) to Sopra Steria Services (805 020 47 RCS Annecy) of its "Infrastructure Management" business for client IT systems and networks;
- partial transfer of assets by Steria (309,256,105 RCS Versailles) to Sopra Banking Software (450 792 999 RCS Annecy) of its "Advanced Payment" business delivering specific IT systems and solutions for automated payments and cash machines;
- partial transfer of assets by the Company, to Sopra HR Software, of its business dealing with the publishing of software solutions in the field of Human Resources, known by the name "Pléiades", capable of covering the

entire lifecycle of client projects from consulting to operations, including integration, application management and other managed services;

- merger-absorption (*fusion-absorption*) of Steria by the Company.

Within this context and pursuant to current law, you are hereby informed that, by order of the Presiding Judge of the Annecy Commercial Court dated 26 September 2014, ruling on a joint application by the companies party to the proposed transactions, (i) Olivier Péronnet, partner at Finexsi Expert & Conseil Financier, located at 14 rue de Bassano, F-75116 Paris, and (ii) Olivier Grivillers, partner at Cabinet HAF Audit & Conseil, located at 15 rue de la Baume, F-75008 Paris, have been designated as merger auditors for the two merger transactions and as spinoff auditors for the three partial asset transfer transactions.

Subject to their definitive completion, the abovementioned operations are expected to result in a new legal structure for the group in France, comprising:

- a head company that would be both a holding company and an operating company, having within it, in addition to the positions of Chairman and Chief Executive Officer, the central functional departments and the consulting and systems integration business lines, and holding, directly or indirectly, all operating subsidiaries and equity interests;
- a company specialising in the publishing of banking software;
- a company specialising in the publishing of human resources management solutions; and
- a company specialising in infrastructure management.

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In view of which, we request that you vote on the following decisions:

1. Merger-absorption of Groupe Steria by the Company

As indicated by the Company and Groupe Steria when the tie-up between the two groups was announced, the companies intend to proceed with a merger-absorption of Groupe Steria by the Company so as to create a head company that would be both a holding company and an operating company, having within it, in addition to the positions of Chairman and Chief Executive Officer of the group, the central functional departments and the consulting and systems integration business lines in France, and holding, directly or indirectly, all equity interests of the new group following the tie-up.

This merger-absorption of Groupe Steria by the Company ("**Merger No. 1**") is the continuation of the public exchange offer initiated by the Company for Groupe Steria and closed on 5 September 2014, by which the Company acquired 30,040,543 Groupe Steria shares constituting 90.52% of the share capital and 89.41% of the voting rights of Groupe Steria.

In view of which, you are asked, under the first resolution, to approve Merger No. 1 and the Company's resulting capital increase.

This report outlines the principal terms of Merger No. 1, which are more fully addressed in the proposed merger agreement drawn up by private writing between the Company and Groupe Steria on 5 November 2014 ("**Merger Agreement No. 1**").

Moreover, as provided by Article 12 of instruction 2005-11 of the Autorité des Marchés Financiers (AMF) dated 13 December 2005 relating to disclosures required in the event of a public offering or admission to trading of financial securities on a regulated market, the Company will prepare and issue, prior to its extraordinary general meeting convened to approve Merger no. 1, a disclosure of the number and nature of the financial securities as well as the justification and terms of Merger No. 1.

Justification and objectives of the operation

The aim of the proposed tie-up of the two groups, which includes the Merger, is to create a European digital services leader with a relevant and differentiated offering to meet the significant transformation needs of the groups' clients. Furthermore, from an industrial perspective, this proposed tie-up is a response to the profound market changes brought about by the digital revolution and new modes of service consumption.

The proposed merger will allow the new group to transition from a "Systems Developer-Integrator" to a "Service Creator-Operator" on a critical scale.

In terms of business activities and geographic segments, the complementary fit between the two groups is very strong. Reinforcing the competitive positioning and complementary fit of offerings and geographic locations should result in accelerated revenue growth for the new group.

Merger No. 1 will result in the legal structure that was presented to you when the public exchange offer was filed, and which has been presented again in the introduction to this report.

Merger No. 1 will notably create a head operating company that will hold all of the new group's equity interests, each specialising in a different IT field. Merger No. 1 will also facilitate the operational organisation of the new group and reduce operating costs, notably by rationalising the costs of Groupe Steria's status as a publicly listed company. Lastly, it will accelerate the synergies sought after as part of the tie-up project.

Merger No. 1 will be followed by the three transfers mentioned in the introduction to this report, and the merger-absorption of Steria by the Company, all of which will occur at the completion date of Merger No. 1, immediately following it and one by one in the order previously indicated.

Procedure

Please take note of the following:

- as provided by Articles L. 236-10, R. 236-6, R. 236-7 and L. 225-147 of the French Commercial Code, the Presiding Judge of the Annecy Commercial Court has issued an order dated 26 September 2014 appointing Olivier Pérronet and Olivier Grivillers as the merger auditors (*commissaires à la fusion*);
- the reports on the terms of Merger No. 1 and on the value of the transfers, prepared by the merger auditors, are available for you to consult pursuant to applicable law and regulations;
- the half-year financial report of the Company is available on the Company's website pursuant to applicable law and regulations;
- the local and central works councils of the Company have submitted, on 17 and 20 October 2014 respectively, their opinions on the proposed Merger No. 1, and the employee representative bodies of Groupe Steria have been consulted with regard to the proposed Merger No. 1;
- the signing of Merger Agreement No. 1 has received prior authorisation by the Boards of Directors of the Company and Groupe Steria, on 28 and 29 October 2014, respectively; and
- the bondholders of Groupe Steria will be consulted in a general meeting prior to the completion of Merger No. 1 as provided by Articles L. 228-65 and L. 236-13 of the French Commercial Code. As provided by Article L. 228-73 of the French Commercial Code, if the bondholders fail to approve the proposed Merger No. 1, the Board of Directors of Groupe Steria may override them, in which case the bondholders will retain their status in the Company (absorbing company). The Bondholders' Meeting may mandate their representative to file an opposition to Merger No. 1 within the conditions and having the effects specified in Article L. 236-14 of the French Commercial Code.

Financial statements and valuation methods used to set the terms of Merger No. 1

The terms and conditions of Merger Agreement No. 1 have been set on the basis of the last individual company financial statements of the Company and Groupe Steria at 31 December 2013.

The Company and Groupe Steria have agreed to:

- value the transferred assets and liabilities at their actual value, consistent with Regulation No. 2004-01 of the Comité de la Réglementation Comptable on accounting for mergers and comparable operations, as amended, and response No. EC 2012-43 of the Compagnie Nationale des Commissaires aux Comptes on the valuation of transfers within the scope of a merger-absorption that is immediately preceded by a cash purchase of a percentage of securities giving control of the absorbed company to the absorbing company; and
- set the effective date of the Merger, which will be retroactive for accounting and tax purposes, at 1 January 2014.

Designation and valuation of assets and liabilities transferred

As provided by Article L. 236-3 of the French Commercial Code, Groupe Steria will transfer to the Company, with the standard de facto and de jure warranties, and subject to the fulfilment of the conditions precedent set forth in Article 9.1 of Merger Agreement No. 1, the whole of its undertaking as it stands at the completion date, with Merger No. 1 constituting a complete transfer of undertaking (*transmission universelle du patrimoine*) by Groupe Steria to the Company.

The assets for transfer by Groupe Steria to the Company are described in paragraph 7.2 of Merger Agreement No. 1 without limitation and may be subject to future adjustment. Those assets will total one billion one hundred ninety-six million eight hundred thirty-one thousand one hundred sixty-two euros (€1,196,831,162) at 31 December 2013.

The liabilities for transfer by Groupe Steria to the Company are described in paragraph 7.3 of Merger Agreement No. 1 without limitation and may be subject to future adjustment. Those liabilities will total five hundred sixty-three million four hundred forty-eight thousand one hundred forty euros (€563,448,140) at 31 December 2013.

On that basis, the value of the net assets to be transferred by Groupe Steria to the Company in Merger No. 1 will be six hundred thirty million sixty-eight thousand one hundred eight euros (€630,068,108), after restatement for the dividend paid by the Company in respect of financial year 2013, which amounted to three million three hundred fourteen thousand nine hundred fourteen euros (€3,314,914).

Exchange ratio for Merger No. 1 and consideration for Merger No. 1

The ratio proposed to the shareholders of Groupe Steria and the Company is one (1) share of the Company for four (4) Groupe Steria shares (the "**Exchange Ratio**"). This Exchange Ratio is identical to the exchange ratio offered in the public exchange offer initiated by the Company for Groupe Steria, opened on 26 June 2014 and definitively closed on 5 September 2014.

Annex 2 to this report contains a description of the methods and criteria used to determine the Exchange Ratio.

Moreover, since the public exchange offer, no substantial events have occurred such as to support a different Exchange Ratio from that proposed under that offer.

As provided by Article L. 236-3 of the French Commercial Code, there will be no exchange of the Groupe Steria shares owned by the Company, totalling thirty million forty thousand five hundred forty-three (30,040,543) Groupe Steria shares as of the date of Merger Agreement No. 1.

Consequently, in accordance with the Exchange Ratio, the share capital of the Company will be increased by seven hundred eighty-six thousand four hundred eighty-nine euros (€786,489), via the issue of seven hundred eighty-six thousand four hundred eighty-nine (786,489) new shares with a par value of one euro (€1), allocated in their entirety to the shareholders of Groupe Steria, other than the Company, in proportion to their ownership interest in the share capital.

The share capital of the Company will then be increased 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); it being specified that the definitive amount of the Company's share capital following Merger No. 1 may vary as a result of any share subscription options issued by the Company being exercised up until the completion date of Merger No. 1.

In the event of a change in the number of Groupe Steria shares held by the Company and/or the number of shares making up the share capital of Groupe Steria, the definitive number of Company shares to be issued as consideration for Merger No. 1, and the correlating nominal amount of the capital increase, will be adjusted accordingly.

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, which will be designated to facilitate the transfer and settlement of the net proceeds from the sale of the unallocated new Company shares corresponding to fractional rights. The centralising bank will thus (i) sell the new unallocated Company shares issued in the Merger that correspond to fractional rights, and (ii) distribute the net proceeds of that sale among the fractional rightholders in proportion to their rights.

The difference between the amount of the portion of the actual value of the net assets transferred corresponding to the Groupe Steria shares not held by the Company (i.e. fifty-nine million seven hundred twenty-eight thousand one hundred euros and forty-two cents (€59,728,100.42)) and the nominal amount of the Company's capital increase pursuant to Merger No. 1 (i.e. seven hundred eighty-six thousand four hundred eighty-nine euros (€786,489)) will constitute the amount of the merger premium which will be fifty-eight million nine hundred forty-one thousand six hundred eleven euros and forty-two cents (€58,941,611.42), and to which the rights of the Company's existing and new shareholders will apply. The amount of the merger premium will be recognised in the Company's equity and liabilities under "**Merger Premium**" as provided by applicable accounting regulations. The shareholders of the Company are asked to authorise the Company's Board of Directors (with the possibility of subdelegation within the conditions provided by applicable law, regulations and the Articles of Association) to:

- offset against the merger premium all costs, duties and fees occasioned by Merger No. 1, as well as all amounts required for the assumption of Groupe Steria's commitments by the Company;
- deduct from the merger premium the amounts necessary to reconstitute, within the Company's equity and liabilities, the regulated reserves and provisions appearing in Groupe Steria's balance sheet;
- deduct from the merger premium the amount necessary to bring the legal reserve to one tenth of the Company's new share capital after the completion of Merger No. 1; and
- deduct from the merger premium any overlooked or undisclosed liabilities relating to the property transferred.

The difference between the amount of the portion of the actual value of the net assets transferred by Groupe Steria corresponding to the Groupe Steria shares held by Sopra Steria (i.e. five hundred seventy million three hundred forty thousand seven euros and fifty-eighty cents (€570,340,007.58)) and the cost price of the Groupe Steria shares held by the Company (i.e. five hundred ninety-one million six hundred fourteen thousand six hundred euros and thirty-eight cents (€591,614,600.38)) will constitute the amount of the merger deficit which will be twenty-one million two hundred seventy-four thousand five hundred ninety-two euros and eighty cents (€21,274,592.80). The amount of the merger deficit will be recognised in the Company's accounts as provided by applicable accounting regulations.

The amount of the merger premium and the amount of the merger deficit will be adjusted in the event of a change in the number of Company shares to be issued as consideration for Merger No. 1 and the amount of the resulting capital increase.

Conditions precedent - Completion date

The completion of Merger No. 1 and the Company's resulting capital increase are subject to the fulfilment of the following conditions precedent:

- decision by the AMF noting that it is not necessary to file a public buyout offer (*offre publique de retrait*) for the shares of Groupe Steria on the basis of Article 236-6 of the AMF's General Regulations;
- approval of Merger No. 1 by the extraordinary general meeting of shareholders of Groupe Steria (notably including approval of the winding up without liquidation of Groupe Steria and the complete transfer of its undertaking to the Company); and
- approval of Merger No. 1 by the extraordinary general meeting of shareholders of the Company (notably including the net value of the assets transferred, the Exchange Ratio and the Company's resulting capital increase).

It is specified that, subject to the fulfilment of the abovementioned conditions precedent, the completion date of Merger No. 1 is set, by express agreement between the Company and Groupe Steria, at 31 December 2014, at the closing balance sheet date of the current financial year. Merger No. 1 will take place immediately following the completion of the other internal restructuring legal operations presented in the introduction to this report.

As provided by Article L. 236-3 of the French Commercial Code, Groupe Steria will be wound up without liquidation at the completion date.

The Company will be owner of the transferred assets and will have enjoyment of them as of the completion date. As from that date, the Company will be automatically subrogated to all the rights, actions, obligations and commitments of Groupe Steria.

The new shares of the Company will be issued at the completion date, namely 31 December 2014, and as of their creation will be fully equivalent to the Company's existing shares, and will carry the same rights and obligations. The new shares of the Company will carry immediate dividend rights and will thus confer entitlement to any distribution of dividends, interim dividends or reserves made subsequent to their issue. These new shares will all be tradable upon definitive completion of the Company's capital increase as provided by Article L. 228-10 of the French Commercial Code, and their admission for trading will be requested on the Euronext Paris market at the earliest opportunity.

As provided by Article L. 225-124 of the French Commercial Code, the 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. 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-year period required for double voting rights to attach to shares of the Company issued as consideration for Merger No. 1;

Effects of Merger 1 on Groupe Steria free performance shares

Groupe Steria free performance shares that have vested but are still in their holding period at the completion date of Merger No. 1 will be exchanged, according to the Exchange Ratio of the Merger, for new shares of the Company, which as provided by Article L. 225-197-1 III of the French Commercial Code will remain subject to the remaining holding period for each of the plans in question as listed in Annex 11 to Merger Agreement No. 1.

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, 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.

Tax regime for Merger No. 1

The tax regime for Merger No. 1 is described in Article 13 of Merger Agreement No. 1.

Lastly, all powers will be conferred on the Board of Directors, including the capacity to subdelegate within the applicable conditions provided by law, regulations and the Articles of Association, notably in order to record the fulfilment of the conditions precedent, and consequently the definitive completion of Merger No. 1, and more generally all powers for the purpose of completing and recording Merger No. 1.

You are therefore asked to approve Merger Agreement No. 1 according to the terms and conditions summarised above, Merger No. 1 and the Company's resulting capital increase.

2. **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"; approval of the transfer and consideration offered in exchange for it;**

In order to put in place the legal structure that was presented to you in the introduction to this report, it is notably proposed that the Company complete a transfer to Sopra HR Software, a company specialising in the development and distribution of Human Resources software (HR Access solutions), of 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 (the "**Branch of Activity**"), in a transaction hereinafter referred to as the "**Transfer**".

To this effect, a proposed agreement for the partial transfer of assets was drawn up by private writing dated 5 November 2014 between the Company and Sopra HR Software.

As the Company owns 100% of the share capital and voting rights of Sopra HR Software, the assets and liabilities will be recognised by Sopra HR Software at their carrying amount at the Effective Date (as defined hereinafter), as provided by CRC Regulation No. 2004-01 as amended.

The terms of this Transfer have been established on the basis of the Branch of Activity's statement of accounts at 30 September 2014 and the interim statement of accounts of Sopra HR Software at 30 September 2014, using the same accounting policies as those used to approve both companies' individual company financial statements at 31 December 2013.

The carrying amount of the transfers is two million four hundred twelve thousand eight hundred sixty-nine euros and six cents (€2,412,869.06).

In the definitive completion of the transfer, the Company will transfer to Sopra HR Software all components of the Branch of Activity as said Branch of Activity stands at the Effective Date (as defined hereinafter).

As consideration for the assets and liabilities transferred, measured at a market value of sixty-one million fifty-seven thousand euros (€61,057,000), taking into account the market value of Sopra HR Software, estimated at one hundred ninety-six million three hundred thirty-six thousand euros (€196,336,000), there will be created, by way of a capital increase by Sopra HR Software, three hundred ten thousand nine hundred eighty-two (310,982) new shares of a five euros (€5) par value each (taking into account the prior reduction in the par value of the shares of Sopra HR Software from ten euros (€10) to five euros (€5)), fully paid up and allocated in their entirety to the Company. The new shares will be fully equivalent to the existing shares and will carry immediate dividend rights.

The difference between, on the one hand, the amount of the net assets of the Branch of Activity, namely two million four hundred twelve thousand eight hundred sixty-nine euros and six cents (€2,412,869.06), and on the other hand the par value of the shares effectively created by Sopra HR Software's capital increase, namely one million five hundred fifty-four thousand nine hundred ten euros (€1,554,910), will constitute the planned amount of the transfer premium, which will be eight hundred fifty-seven thousand nine hundred fifty-nine euros and six cents (€857,959.06) and to which the rights of Sopra HR Software's existing and new partners (*associés*) will apply.

Taking into account the Effective Date, you are hereby informed that the amount of this premium is provided on an indicative basis, and that the sole partner (*associé unique*) of Sopra HR Software will be called upon to 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.
You are furthermore informed that:

- as provided by Article L. 236-4 of the French Commercial Code, the transfer will be definitively completed and will take effect, for legal, accounting and tax purposes, on 31 December 2014 at the closing balance sheet date of the current financial year (the "**Effective Date**"), immediately following the completion of the merger-absorption of Steria by the Company, it being specified that the transfer agreement, the Transfer and consideration offered in exchange for it are expected to have been approved by the sole partner (*associé unique*) of Sopra HR Software on 18 December 2014;
- The Transfer will be subject to the legal framework governing spinoffs as provided by Article L. 236-6-1of the French Commercial Code;
- from a tax standpoint, the transfer will be (i) as regards corporate income tax, subject to the special regime defined in Articles 210 A and 210 B of the French General Tax Code, and (ii) as regards registration fees, subject to the regime set forth in Article 816 of said General Tax Code, referring to

Articles 817 and 817 A of said Code and 301 E of Annex II of said Code, with a fixed-rate fee of five hundred euros (€500) to be paid;

- Sopra HR Software will assume, in place of the Company, all of the latter's liabilities relating to the Branch of Activity, which it will assume without entailing joint and several liability on the part of the Company;
- the employee representative bodies of the Company and Sopra HR Software have been duly informed and consulted on the proposed transfer, and have given their opinion.

Lastly, all powers could be granted to the Chief Executive Officer and 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 notably (i) to reiterate, if needed and in any form, the transfer of the Branch of Activity by the Company to Sopra Steria Services, (ii) to draw up all deeds of confirmation, addition or correction that might be necessary, (iii) complete all appropriate formalities and (iv) sign all supporting materials, deeds and documents useful or necessary.

You are therefore asked to approve the proposed partial asset transfer agreement according to the terms and conditions summarised above, as well as the transfer stipulated therein, its valuation and the consideration offered in exchange for it (*second resolution*).

3. Merger-absorption of Steria by the Company

As indicated above, pursuant to the legal reorganisation in France of the new group post-merger, a merger-absorption is planned of Steria, a wholly owned subsidiary of Groupe Steria at the date of Merger Agreement No. 2 (as this term is defined hereinafter). The Company will own, at the completion date of Merger No. 2 (as this term is defined hereinafter), by virtue of Merger No. 1 which will be completed immediately prior to Merger No. 2, the entire share capital of the Company.

In view of which, you are asked, under the third resolution, to approve the merger-absorption of Steria by the Company ("**Merger No. 2**").

This report outlines the principal terms of Merger No. 2, which are more fully addressed in the proposed merger agreement drawn up by private writing between the Company and Steria on 5 November 2014 ("**Merger Agreement No. 2**").

Justification and objectives of the operation

In addition to the justification provided in paragraph 1 above, Mergers 1 and 2 will create a head operating company that will hold all of the new group's equity interests, each specialising in a different IT field. These two mergers will also facilitate the operational organisation of the new group and reduce operating costs. Moreover, they will accelerate the synergies sought after as part of the tie-up project.

In order to obtain the legal structure outlined above in France, Merger No. 2 will occur on the completion date of Merger No. 1, namely 31 December 2014 at the closing balance sheet date of the current financial year, subsequently to (i) the completion of Merger No. 1 and (ii) the completion of the three partial asset transfers described in the introduction to this report, with these operations being completed one immediately after the other in the order indicated above.

Procedure

Please take note of the following:

- as provided by Articles L. 236-10, R. 236-6, R. 236-7 and L. 225-147 of the French Commercial Code, the Presiding Judge of the Annecy Commercial Court has issued an order dated 26 September 2014 appointing Olivier Péronnet and Olivier Grivillers as the merger auditors;
- the reports on the terms of Merger No. 2 and on the value of the transfers, prepared by the merger auditors, are available for you to consult pursuant to applicable law and regulations;
- the half-year financial report of the Company is available on the Company's website pursuant to applicable law and regulations;
- a statement of Steria's financial position was approved as at 30 September 2014 as provided by Article R. 236-3 of the French Commercial Code, and is available for consultation by the shareholders within the applicable legal and regulatory conditions;
- the local and central works councils of the Company have submitted, on 17 and 20 October 2014 respectively, their opinions on the proposed Merger No. 2, and the employee representative bodies of Steria have been consulted with regard to the proposed Merger No. 2; and
- the signing of Merger Agreement No. 2 has received prior authorisation by the Boards of Directors of the Company and Steria, on 28 and 30 October 2014, respectively.

Financial statements and valuation methods used to set the terms of Merger No. 2

The terms and conditions of Merger Agreement No. 2 have been set on the basis of the last individual company financial statements of the Company and Steria at 31 December 2013.

The Company and Steria have agreed to:

- value the transferred assets and liabilities at their carrying amount at 31 December 2013 as presented in Steria's balance sheet, consistent with Regulation No. 2004-01 of the Comité de la Réglementation Comptable dated 4 May 2004 on accounting for mergers and comparable operations, as amended; and
- set the effective date of Merger No. 2, which will be retroactive for accounting and tax purposes, at 1 January 2014.

Designation and valuation of assets and liabilities transferred

As provided by Article L. 236-3 of the French Commercial Code, Steria will transfer to the Company, with the standard de fact and de jure warranties, and subject to the fulfilment of the conditions precedent set forth in Article 9.1 of the Steria Merger Agreement, the whole of its undertaking as it stands at the completion date, with the exception of the assets and liabilities relating to the complete branches of activity focusing on IT infrastructure management and IT services for bank payments, being transferred in the partial transfer of assets completed prior to Merger No. 2; with Merger No. 2 constituting a complete transfer of undertaking (*transmission universelle du patrimoine*) by Steria to the Company.

The assets for transfer by Steria to the Company are described in paragraph 7.2 of Merger Agreement No. 2 without limitation and may be subject to future adjustment. Those assets will total four hundred ninety-three million seven hundred ninety-nine thousand one hundred forty-three euros (€493,799,143) at 31 December 2013.

The liabilities for transfer by Steria to the Company are described in paragraph 7.3 of Merger Agreement No. 2 without limitation and may be subject to future adjustment. Those liabilities will total three hundred seventy-five million five hundred forty-five thousand six hundred seventy-seven euros (€375,545,677) at 31 December 2013.

On that basis, the value of the net assets to be transferred by Steria to the Company in Merger No. 2 will be one hundred eighteen million two hundred fifty-three thousand four hundred sixty-six euros (€118,253,466).

No exchange ratio for Merger No. 2 and no consideration for Merger No. 2

Insofar as the Company will own, at the completion date of Merger No. 2, all of the share capital of Steria by virtue of the prior completion of Merger No. 1, as provided by Article L. 236-3 of the French Commercial Code, there will not be any exchange of shares of the Company for Steria shares in Merger No. 2; it being specified that the Company and Groupe Steria have agreed to hold all of the share capital of Steria until definitive completion of Merger No. 2. There is thus no exchange ratio pursuant to the abovementioned terms.

Consequently, there will be no creation of new shares of the Company as consideration for the transfer of Steria's undertaking in the merger, and no capital increase by the Company.

The difference between the value of the net assets transferred by Steria (one hundred eighteen million two hundred fifty-three thousand four hundred sixty-six euros (€118,253,466)) and the cost price of the Steria shares held by the Company following the completion of Merger No. 1 (which will be retired by virtue of Merger No. 2) (six hundred two million six hundred thousand two hundred sixty-two euros (€602,600,262)) will constitute the amount of the merger deficit which will be four hundred eighty-four million three hundred forty-six thousand seven hundred ninety-six euros (€484,346,796). The amount of the merger deficit will be recognised as an asset in the Company's balance sheet as provided by applicable accounting regulations.

Conditions precedent - Completion date

The completion of Merger No. 2 is subject to the fulfilment of the following conditions precedent:

- approval of Merger No. 2 by the extraordinary general meeting of shareholders of Steria (notably including approval of the winding up without liquidation of Steria and the complete transfer of its undertaking to the Company); and
- approval of Merger No. 2 by the extraordinary general meeting of shareholders of the Company (notably including the net value of the assets transferred).

It is specified that, subject to the fulfilment of the abovementioned conditions precedent, the completion date of Merger No. 2 is set, by express agreement between the Company and Groupe Steria, at 31 December 2014, at the closing balance sheet date of the current financial year.

As provided by Article L. 236-3 of the French Commercial Code, Steria will be wound up without liquidation at the completion date.

The Company will be owner of the transferred assets and will have enjoyment of them as of the completion date. As from that date, the Company will be automatically subrogated to all the rights, actions, obligations and commitments of Steria.

Tax regime for Merger No. 2

The tax regime for Merger No. 2 is described in Article 12 of Merger Agreement No. 2.

Lastly, all powers will be conferred on the Board of Directors, including the capacity to subdelegate within the applicable conditions provided by law, regulations and the Articles of Association, notably in order to record the fulfilment of the conditions precedent, and consequently the definitive completion of Merger No. 2, and more generally all powers for the purpose of completing and recording Merger No. 2.

You are therefore asked to approve Merger Agreement No. 2 according to the terms and conditions summarised above, and Merger No. 2.

4. Powers required to carry out formalities

In closing, you are asked to confer all powers on the bearer of an original, copy or extract of the minutes of the resolutions that you will adopt in order to perform all filings, disclosures and other formalities appropriate and/or required as a result of your decisions (*Fourth resolution*).

* * * * *

After having submitted for your consultation (*i*) the report(s) of the merger auditors and (*ii*) the report(s) of the spinoff auditors, we will be available to answer any questions you may have.

Whereafter, provided that these proposals meet with your approval, we will invite you to adopt the resolutions presented to you.

Paris, 28 October 2014.

The Board of Directors

Annex 1

Overview of the Company's business since the start of financial year 2014

1. Tie-up with Steria

On 8 April 2014, Sopra and Steria announced their intention to create a European leader in digital services by carrying out this proposed tie-up.

The proposed tie-up took the form of a friendly, voluntary public exchange offer (*offre publique d'échange*) initiated by Sopra for all of the shares of Steria on the basis of one (1) Sopra share for four (4) Steria shares.

The shareholders of Groupe Steria responded positively to the offer. On completion of the offer, 79.69% of Steria's shares had been tendered to Sopra. On 12 September, the AMF published the definitive result after reopening of the public exchange offer initiated by Sopra for Steria's shares. On completion of the offer, 90.52% of the shares and 89.41% of the voting rights of Steria had been tendered to Sopra's offer.

As of then, the operational collaboration between the two entities, now joined into a single group, has accelerated.

2. Operating activity in the first nine months of financial year 2014

Sopra's revenue in the first 9 months of the year (excluding Steria) was €1,063.8 million, representing total growth of 8.5% and organic growth of 3.2%. During this period of intense transformation, the Group has leveraged the robust fundamentals of its business model to generate growth and confirm the annual targets announced within the framework of its independent enterprise project.

Sopra's business activity in Consulting & Services

In France, in a still challenging market, Sopra has generated growth by gaining market share. Efficient management of contracting and human resources led to sales prices being maintained and a low level of consultant downtime, allowing annual targets to be confirmed. Moreover, the pipeline shows several promising opportunities for the end of the financial year, particularly in the public sector, where the beginning of the year had been challenging.

In Europe, the situation continues to vary considerably country by country.

Sopra's business activity in Solutions

Q4 licence sales, which are forecast to grow, will play a key role in determining the full-year performance of Sopra Banking Software and will partially offset the substantial investments in R&D. The subsidiary has just signed a major industrial partnership with La Banque Postale, which has selected the Sopra Banking Platform suite to rationalise and modernise its information system. The signing of this agreement with one of the largest banks in France validates the strategy pursued by Sopra Banking Software, which has actively transformed the structure of its offering since 2013, and which now has an innovative solution that is flexible, comprehensive and pre-integrated, designed to address the digital transformation needs of banks.

Other solutions recorded excellent performance, especially HR solutions, which achieved 9-month organic growth of 17.1%.

For the entire Solutions business line, whether for Sopra Banking Software or other solutions, the full-year target of more than 10% operating margin on business activity is maintained.

Steria's business activity

As of 1 August 2014, Sopra holds 90.5% of Steria's share capital. That date marks the initial consolidation of Steria within the new combined entity, Sopra Steria Group.

Steria's contribution to the consolidated revenue of Sopra Steria Group for the first nine months of the year was €302.8 million. This figure corresponds to Steria's business activity over the two months from 1 August to 30 September 2014. Consequently, Sopra Steria Group's consolidated revenue for the first 9 months of the year, including Steria's contribution from August to September, was €1,366.6 million.

Sopra + Steria (2M)

€m	Q3 2014	9M 2014
Sopra	341.5	1, 063.8
Steria (août - septembre)	302.8	302.8
Sopra Steria Group	**644.3**	**1, 366.6**

3. Acquisitions and industrial collaboration agreement

COR&FJA Banking Solutions GmbH

On 18 February 2014, Sopra finalised the acquisition of 100% of the shares of German company COR&FJA Banking Solutions GmbH, thus reinforcing the international position of its subsidiary, Sopra Banking Software, by enabling it to offer a new range of sector-specific services to a broader client portfolio.

Due to an internal restructuring by its parent company, COR&FJA Banking Solutions GmbH has been operating as a separate entity since the summer of 2013. COR&FJA Banking Solutions GmbH generated revenue of €23.3 million in 2012, including €10.3 million in maintenance. COR&FJA Banking Solutions GmbH has been included in the scope of consolidation since 1 January 2014.

This company has been renamed Sopra Banking Software GmbH.

HR Access Service

On 30 June 2014, through its Sopra HR Software subsidiary, Sopra finalised the acquisition of the HR Access Service Line, owned until then by IBM France. This acquisition enables the Group to increase significantly the pace at which it is deploying its strategy around Human Resources solutions.

Annual pro forma revenue generated by all HR activities owned by Sopra should reach €150m in 2014.

Signing of an industrial and commercial collaboration agreement with CS Communication & Systèmes

On 6 June 2014, Sopra signed an industrial and commercial collaboration agreement with its long-time partner, CS Communication & Systèmes. The main objective of the agreement is to improve and reinforce overall performance, notably by developing existing industrial and commercial collaborations in aeronautics and defence, and by establishing new areas for cooperation in activities related to security, space and energy.

In July 2014, following this agreement, Sopra subscribed for an issue of convertible bonds open to CS shareholders in the amount of €8,028,000, and an agreement was entered into with the majority shareholder of CS Communication & Systèmes on customary terms.

4. Group financing

In July 2014, the group set up a €1,200 million, five-year syndicated credit facility to replace the medium-term bank financing previously obtained by Steria and Sopra. This facility is in addition to the €180 million bond issued by Steria and maturing in June 2019.

Annex 2

Description of the methods and criteria used to determine the Exchange Ratio of Merger No. 1

The Exchange Ratio is identical to the exchange ratio of the public exchange offer initiated by the Company for Groupe Steria. As announced in the public exchange offer, the Exchange Ratio was determined using a multi-criteria approach based on the usual and appropriate methods of valuation for the planned operation, also taking into account the intrinsic features of the digital services sector and the specificities of the Company and Groupe Steria:

- an analysis of the historical share prices and daily volume-weighted average historical share prices of Sopra Steria Group and Groupe Steria at 4 April 2014;
- an analysis of analysts' price targets covering both groups at 4 April 2014;
- a comparison of the valuations implied for Sopra Steria Group and Groupe Steria using comparable company multiples;
- a comparison of the valuations obtained for Sopra Steria Group and Groupe Steria using discounted future cash flows.

The Exchange Ratio has been determined as being the ratio of the implied relative values per share of Sopra Steria Group and Groupe Steria, calculated on the basis of the diluted numbers of shares outstanding at 4 April 2014 and on the basis of the items of adjustment from the enterprise value to the equity value of both groups at 31 December 2013:

Adjusting items applied for the passage from enterprise value to equity value are based on the accounts at 31 December 2013 communicated by the two companies and take into account cash flow generation at 31 December 2013; these items are net of any fiscal impacts. The payment of a dividend in respect of financial year 2013 was not included in these calculations for Sopra Steria Group and Groupe Steria.

The following table gives a summary of the range of ratios obtained using the different approaches described above:

Criteria	Implied price per Sopra Steria share (€)	Implied price per Groupe Steria share (€)	Resulting ratio	Resulting premium on Exchange Ratio
Share prices				
Spot prices at 4 April 2014	86.2	15.7	5.5	36.8%
Volume-weighted average price over 1 month	88.7	14.2	6.2	55.9%
Volume-weighted average price over 3 months	84.3	14.8	5.7	42.9%
Volume-weighted average price over 6 months	75.8	14.5	5.2	31.0%
Volume-weighted average price over 1 year	70.7	13.0	5.4	35.5%
Low (12 Months)	54.0	10.5	5.1	28.4%
High (12 Months)	95.5	16.0	6.0	49.1%
Price targets of Analysts				
6 analysts post 2013 Annual Results	92.3	16.6	5.6	38.8%
Application of comparable company multiples				
EV / EBIT 2014	n.a.	n.a.	4.4	10.4%
EV / EBIT 2015	n.a.	n.a.	4.3	6.6%
Discounted cash flow				
High range	97.2	22.0	4.4	10.5%
Low range	83.6	17.3	4.8	20.5%
Middle range	89.9	19.5	4.6	15.2%

The Exchange Ratio shows a premium of 10.4% on the ratio deriving from the application of EBIT 2014E multiples and a premium of 6.6% on the ratio deriving from the application of EBIT 2015E multiples.

The assessment of the Exchange Ratio also took into account the potential value creation for all shareholders from the synergies afforded by a tie-up between the two groups. Considering the full effect of the cost synergies on 2016E profit forecasts, Merger No. 1 is accretive to earnings per share for the shareholders of both companies.

The applied Exchange Ratio implies the issue of one (1) new Sopra Steria Group share (ex-dividend 2013) for four (4) Groupe Steria shares (ex-dividend 2013).

The means of determining this Exchange Ratio are more fully detailed in the Information Memorandum approved by the AMF on 24 June 2014 (AMF visa No. 14-322).

Moreover, since the public exchange offer, no substantial events have occurred such as to support a different Exchange Ratio from that proposed under that offer.

TEXT OF THE PROPOSED RESOLUTIONS

Resolutions submitted for the approval of the Extraordinary General Meeting

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 (€630,068,108);
  - 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 (€5) each (given the prior reduction in the par value of Sopra HR Software shares from ten euros (€10) to five euros (€5)), 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 Pérronet 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 €14,876,895, 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 (€118,253,466);
  - 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.

We hope that you accept these proposals and that you vote in favour of the corresponding resolutions.

The Board of Directors

MEMBERS OF THE BOARD OF DIRECTORS

First and last name (age) Professional address:	Shares in the Company owned personally	Position held on the Board of Directors	Date of appointment	Expiration of term*	Main positions and appointments held
Pierre Pasquier (78 years) **Sopra Steria Group** **9 bis, rue de Presbourg 75116** **Paris – France**	108 113 *See Chap. 7 Section 2 of Sopra Registration Document 2013-*	Chairman of the Board of Directors Member of the Nomination, Ethics and Governance Committee	19/06/2012	2017	• **Chairman of Sopra Steria Group** Δ • Chairman of Axway Software Δ • Chairman and CEO of Sopra GMT • Director or company officer of the foreign subsidiaries (direct and indirect) of Sopra and Axway Software
François Odin (80 years) **Régence SAS** **Les Avenières** **74350 Cruseilles – France**	52 742 *See Chap. 7 Section 2 of Sopra Registration Document 2013*	Vice-Chairman of the Board of Directors Member of the Audit Committee	19/06/2012	2017	• **Managing Director of Sopra GMT** • Chairman, Régence SAS • Director or company officer of Sopra's foreign subsidiaries (direct and indirect)
Eric Hayat (73 years) **Sopra Steria Group** **9 bis, rue de Presbourg 75116** **Paris – France**	40 000	Vice-Chairman of the Board of Directors Member of the Compensation Committee Member of the Nomination, Ethics and Governance Committee	27/06/2014	2017	• **Chairman of the Board of Directors of Groupe Steria SA** Δ • Chairman of the French public interest group (GIP) for the "Modernisation of Payroll Reporting" (since 2000), • Director, Rexecode, • Chairman of the Statutory Committee of Syntec Numérique.
Astrid Anciaux (49 years) **Steria Benelux SA/NV** **36, boulevard du Souverain** **B-1170 Bruxelles**	712	Member of the Board of Directors	27/06/2014	2017	• **Chief Financial Officer of Steria Benelux at Groupe Steria** • Member of the Supervisory Board of the employee mutual investment fund (FCPE) of Groupe Steria • Director, Soderi • Director, Steria Benelux SA/NV • Director, Steria PSF Luxembourg SA
Christian Bret (73 years) **Sopra Steria Group** **9 bis, rue de Presbourg 75116** **Paris – France**	10	Member of the Board of Directors **Independent Director** Member of the Compensation Committee Member of the Nomination, Ethics and Governance Committee	19/06/2012	2017	• **Managing Partner of Eulis** • Director, Econocom Group Δ • Director, Altran Technologies Δ
Kathleen Clark-Bracco (46 years) **Sopra Steria Group** **9 bis, rue de Presbourg 75116** **Paris – France**	5 575	**Permanent representative of Sopra GMT** Chairman of the Nomination, Ethics and Governance Committee Member of the Compensation Committee	27/06/2014	2017	• **Director of Financial Communication, Sopra Steria Group** • Vice Chairman, Axway Software Δ • Director, Groupe Steria SA Δ
François Enaud (55 years) **Sopra Steria Group** **9 bis, rue de Presbourg 75116** **Paris – France**	9 624	Member of the Board of Directors	27/06/2014	2017	• **Chief Executive Officer of Sopra Steria Group** Δ • Chief Executive Officer of of Groupe Steria SA Δ • Director, Arkema (France) Δ • Chairman of the Board of Directors, Agence nouvelle des solidarités actives ANSA (France) • Director, FONDACT • Director or company officer of the foreign subsidiaries (direct and indirect) of Group Steria SA

* *General Meeting convened to approve the financial statements for the year indicated.*
Δ *Current directorship at a listed company*

First and last name (age) Professional address:	Shares in the Company owned personally	Position held on the Board of Directors	Date of appointment	Expiration of term*	Main positions and appointments held
Gérard Jean (66 years) **Altime Associates** **192, av. Charles-de-Gaulle** **92200 Neuilly-sur-Seine France**	1	Member of the Board of Directors **Independent Director** Chairman of the Compensation Committee Member of the Nomination, Ethics and Governance Committee	19/06/2012	2017	• **Chairman of the Management Board, Altime Associates SA**
Françoise Mercadal-Delasalles (51 years) **Société Générale** **75886 PARIS Cedex 18-France**	1	Member of the Board of Directors	19/06/2012	2017	• **Director of Resources and Innovation, Société Générale Group** • Director, Axway Software Δ
Jean Mounet (69 years) **Sopra Steria Group** **9 bis, rue de Presbourg 75116 Paris – France**	7 350	Member of the Board of Directors	19/06/2012	2017	• **Chairman of Trigone SAS** • Director, Econocom Group Δ • Director, AS2M (Malakoff Médéric) • Chairman of the Observatoire du Numérique • Director, Fondation Télécom • Director of the Pacte PME association
Jean-Luc Placet (62 years) **IDRH Consultants** **124-126, rue de Provence** **75008 Paris – France**	100	Member of the Board of Directors **Independent Director** Member of the Compensation Committee Member of the Nomination, Ethics and Governance Committee	19/06/2012	2017	• **Chairman and Chief Executive Officer IDRH Consultants** • Member of the Conseil Économique et Social, Vice Chairman of its Labour and Employment Section • Member of the MEDEF Executive Committee and Finance Committee • Chairman of Fédération Syntec
Eric Pasquier (43 years) **Sopra Banking Software** **9 bis, rue de Presbourg 75116 Paris – France**	503 *See Chap. 7 Section 2 of Sopra Registration Document 2013*	Member of the Board of Directors	27/06/2014	2017	• **Chief Executive Officer of Sopra Banking Software** • Company officer of the foreign subsidiaries (direct and indirect) of Sopra • Member of the Board of Directors of Sopra GMT
Jean-Bernard Rampini (57 years) **Sopra Steria Group** **9 bis, rue de Presbourg 75116 Paris – France**	7336	Member of the Board of Directors	27/06/2014	2017	• **Director of Operations and Industrialisation at Steria France,** • Chairman of the Board of Directors of Soderi • Founder and a director of the Steria – Institut de France Foundation.
Marie-Hélène Rigal-Drogerys (44 years) **ASK** **11, rue du Tanay** **74960 Cran Gevrier**	100	Member of the Board of Directors **Independent Director** Member of the Audit Committee	27/06/2014	2017	• **Consultant with ASK Partners** • Director, Groupe Steria SA Δ
Hervé Saint-Sauveur (69 years) **Sopra Steria Group** **9 bis, rue de Presbourg 75116 Paris – France**	100	Member of the Board of Directors **Independent Director** Chairman of the Audit Committee	19/06/2012	2017	• **Director, LCH Clearnet SA** • Director, Axway Software Δ • Director, Viparis Holding • Director, Comexposium • Elected member, Paris Chamber of Commerce and Industry

* *General Meeting convened to approve the financial statements for the year indicated.*

Δ *Current directorship at a listed company.*

First and last name (age) Professional address:	Shares in the Company owned personally	Position held on the Board of Directors	Date of appointment	Expiration of term*	Main positions and appointments held
Jean-François Sammarcelli (63 years) **Société Générale 75886 PARIS Cedex 18 France**	100	Member of the Board of Directors	19/06/2012	2017	• **Advisor to the Chairman, Société Générale Group** • Chairman of the Board of Directors of Crédit du Nord • Permanent representative of Crédit du Nord on the Supervisory Board of Banque de Rhône-Alpes • Permanent representative of Crédit du Nord on the Supervisory Board of Société Marseillaise de Crédit • Director, Banque Tarneaud • Director, Sogécap • Member of the Supervisory Board of Société Générale Marocaine de Banques • Director, Sogeprom • Director, Boursorama ∆ • Advisor, Ortec Expansion • Director, Amundi Group • **Other directorships and offices held during the last 5 years:** • Permanent representative of SG FSH on the Board of Directors of Franfinance.

* *General Meeting convened to approve the financial statements for the year indicated.*

∆ *Current directorship at a listed company.*

First and last name (age) Professional address:	Shares in the Company owned personally	Position held on the Board of Directors	Date of appointment	Expiration of term*	Main positions and appointments held
Bernard Michel (66 years) **Gecina** **14-16, rue des Capucines** **75002 Paris – France**	101	Non-Voting Director	22/06/2010	2015	• **Chairman of Gecina SA Δ** • Chairman of the Gecina Foundation • Member of the Supervisory Board of Unofi SAS • Chairman of the Supervisory Board of Finogest SA • Chairman of BM Conseil SAS • Company officer of subsidiaries of Gecina SA • **Other directorships and offices held during the last 5 years:** • CEO of Gecina SA; • CEO of Predica; • CEO of Crédit Agricole Assurances; • Chairman of GIE Informatique Silca, OPCI Pasteur, Aeprim SAS; • Chairman of the Board of Directors of Crédit Agricole Immobilier, Unimo; • Chairman of the Supervisory Board of France Capital SAD; • Chairman of CA Grands Crus SAS; • Vice Chairman, Director, Pacifica; • Vice Chairman of the Supervisory Board of CP Or Devise; • Vice Chairman, Emporiki Life (Greece); • Director of Amundi Immobilier SA, Cholet Dupond SA, Crédit Agricole Reinsurance SA (Luxembourg), Crédit Agricole Risk Insurance SA (Luxembourg), Crédit Agricole Leasing SA, Litho Promotion, OPCI Pasteur Patrimoine, Attica GIE, Sopra; • Permanent representative of Crédit Agricole SA, member of the Supervisory Board of Systèmes Technologiques d'Échange et de Traitement (STET); • Member of the Supervisory Board of Fonds de Garantie des Dépôts; • Member of the Executive Committee of Crédit Agricole SA, member of Medef; • Director: Predica, Pacifica, CAAGIS SAS; • Chairman of the Supervisory Board of STET, permanent representative of Crédit Agricole Assurances, Director of Crédit Agricole Creditor Insurance; • Permanent representative of Predica at Supervisory Board of CAPE SA, Director of La Médicale de France SA; • Advisor of Siparex; • Member of office of the Fédération Française des Sociétés d'Assurances (FFSA); • Vice Chairman: Fédération Française des Sociétés d'Assurance Mutuelle (FFSAM), Groupement Français des Bancassureurs; • Chairman of the provisional management commission of Caisse Régionale de la Corse; • Director of the holding company La Sécurité Nouvelle SA.

* *General Meeting convened to approve the financial statements for the year indicated.*

Δ *Current directorship at a listed company*

CHANGES IN BOARD COMPOSITION DURING THE HALF-YEAR PERIOD	
Appointments	**By decision of the General Meeting of 27 June 2014**
	Effective immediately for a term of four years: • Sopra GMT (represented by Kathleen Clark-Bracco) • Eric Pasquier • Marie-Hélène Rigal-Drogerys *Subject to the success of the public exchange offer for the shares of Groupe Steria SCA, for a term of four years:* • Astrid Anciaux • François Enaud • Eric Hayat • Jean-Bernard Rampini
Resignations	Kathleen Clark-Bracco (due to her appointment as permanent representative of Sopra GMT)
Co-optations	None

INSTRUCTIONS FOR PARTICIPATING IN THE MEETING

YOU MUST BE A SHAREHOLDER

Registered shareholders must have their shares registered in the company's accounts at least 3 days prior to the date of the meeting.

Owners of bearer shares have the same amount of time to prove their identity and ownership of their shares by presenting a **certificate of investment** issued by their bank, investment company or other authorised intermediary, showing custody of their shares in an account at least 3 days prior to the date of the meeting. Documents are to be sent to to CM-CIC Securities, c/o CM-CIC Titres, 3, allée de l'Etoile, 95014 Cergy Pontoise, France.

The deadline for completing these formalities is 0:00 a.m., 16 December 2014, Paris time.

PLEASE CHOOSE ONE OF THE FOLLOWING

❶ you would like to physically attend the meeting:

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

Registered shareholders:

- Fill in ***A. [I would like to attend the meeting. Please send me an admission card]*** (located at the top of your voting form), sign and date the form and send the admission card request directly by post, to be received no later than 16 December 2014, using the prepaid envelope enclosed with the Meeting Notice, to 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, or

- ***Request an admission card*** **online** with Votaccess, the secure electronic voting system accessible via a link provided 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 will be able to log in to this system using their user ID and password, which will have been sent to them by post prior to the General Meeting. Admission cards will be sent to shareholders by post.

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.

❷ you would like to send a postal or electronic vote or appoint the Chairman or another representative as your proxy:

Shareholders wishing to vote by post or appoint the Chairman or another proxy to represent them must fill out a voting form or send their voting instructions as follows:

Registered shareholders:

- ***Postal voting: complete the voting form*** *[see instructions below]*
- Holders of registered shares 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 provided in 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),

  - 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.

Holders of bearer shares:

- Send a request for the single 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).

INSTRUCTIONS FOR FILLING OUT THE VOTING FORM:

1 - To vote by post: fill in the box for [**Vote by post**], then complete as follows:

- to vote "NO" or to abstain, fill in the boxes for the corresponding resolutions,

- to vote "YES", leave the boxes empty.

2 - To appoint the Chairman as your proxy: fill in the box for [**I appoint the Chairman of the General Meeting as my proxy**],

3 - To appoint a different proxy: fill in the box for [**I appoint as my proxy**], and complete the required information.

Any shareholder may be represented by his or her spouse, the partner with whom he or she has entered into a *pacte civil de solidarité* (PACS, the French civil union contract), another shareholder or any other private individual or legal entity of his or her choice.

The form must be filled in, signed, dated and sent back as indicated in ❶.

The Votaccess page for this General Meeting will be accessible starting on 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).

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

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).

Holders 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).

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.

Prior notice of the General Meeting was published in the Bulletin des Annonces Légales Obligatoires dated 14 November 2014.

The official notice will be published in the Bulletin des Annonces Légales Obligatoires on 1 December 2014 and in the newspaper Eco des Pays de Savoie on 28 November 2014.

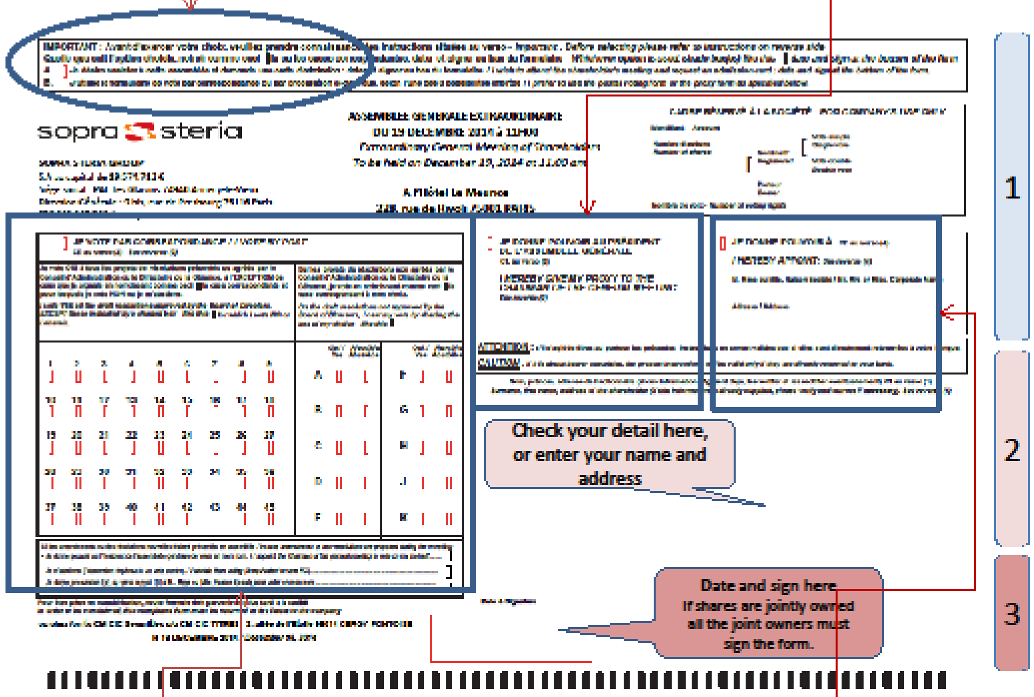
Pursuant to applicable legal and regulatory provisions, all documents that must be made available to shareholders in connection with general meetings are accessible at the registered office of the Company, located at PAE Les Glaisins, 74940 Annecy-le-Vieux, France, within the time period required by law and, for the types of documents mentioned in Article R. 225-73-1 of the French Commercial Code, on the Company's website at the following address: www.sopra.com

The Board of Directors

NB: Joint owners of undivided shares must be represented by a single proxy. Only legal owners (*nus-propriétaires*) may attend or be represented at Extraordinary General Meetings.

To attend the meeting in person: *tick A*

To appoint the Chairman of the Meeting:
tick here «I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING »



To vote buy post:
Tick here « I VOTE BUY POST »
And follow the instructions.

To appoint another individual as proxy:
Tick here« I HEREBY APPOINT» and enter the name and address of the person who will attend the Meeting on your behalf.

OPT IN FOR ELECTRONIC NOTICES

Dear Sir/Madam,

As a Sopra registered shareholder, you receive a written notice every year inviting you to attend the company's General Meeting.

From now on, you may opt to receive an electronic notice of the General Meeting by e-mail instead.

The electronic notice of meeting, or **e-notice**, is simple, fast and secure. By opting in to the e-notice programme, you can help us do our part for the environment by saving printed paper.

To **opt in to the e-notice programme**, all you have to do is fill out, sign and date the reply form below, then scan and email it to us at investors@sopra.com or send the original by post to CM-CIC Securities.

For your opt-in to be registered, we must receive your reply form no later than 35 days before the next General Meeting, in which case you will be switched to e-notices as of your opt-in date.

E-NOTICE OPT-IN REPLY FORM

Scan and email to:
investors@sopra.com
Or send by post to:

CM-CIC Securities, c/o CM-CIC Titres,
Service Assemblées, 3, allée de l'étoile,
F-95014 Cergy Pontoise

❒ **I would like to receive my notices of meeting by email** for future General Meetings of SOPRA STERIA GROUP shareholders, as well as all related documentation.

If you tick the box above, please fill out the following information:

Mrs/Ms/Mr (cross out those that do not apply)

Last name / Company name ……………………………………………………………………………………

First name ………………………………………………………………………………………………………

Date of birth (dd/mm/yyyy) ………………………………………………………………………………

CM-CIC Securities ID …………………………………………………………………

Email address ………………………………………@…………………………………………………

Signed in (city) ……………………… on (date) ………………..

Signature

VIDE

Sopra Steria Group

Investor Relations
9 bis, rue de Presbourg
75116 Paris

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www.sopra.com