

# 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 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

### **1 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-CIC 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.

### **2 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 **●**.

**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](mailto:mandats-ag@cmcic.com)

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

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 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](http://www.sopra.com)

The Board of Directors

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

This document is a free translation into English of the original French document entitled "Comment participer à cette Assemblée". It is not a binding document. In the event of a conflict in interpretation, reference should be made to the original French version, which is the authentic text.