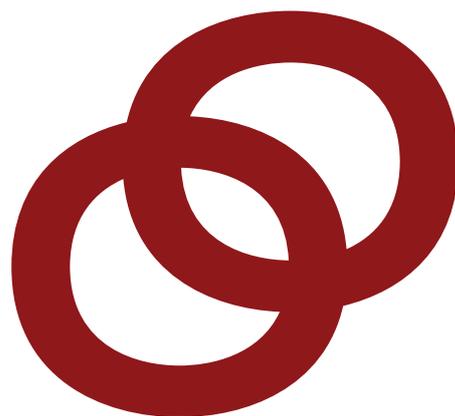
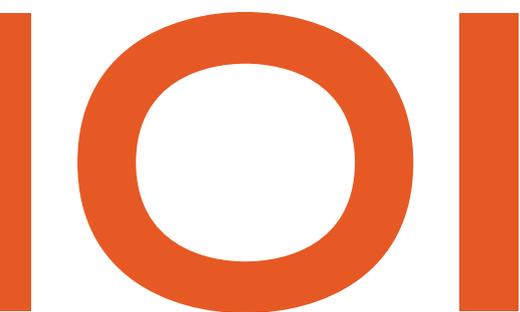


# 2019 COMBINED GENERAL MEETING

## CONVENING NOTICE

Wednesday 12 June 2019 at 2:30 p.m.

Pavillon Dauphine,  
Place du Maréchal de Lattre de Tassigny, 75116 Paris



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*This document is a free translation into English. It is not a binding document. In the event of a conflict in interpretation, reference should be made to the French version, which is the authentic text.*

*The English PDF and PDFi version of Notice of Meetings is available on the website: <https://soprasteria.com/en/investors>*



Sopra Steria Group - Founded 1968  
Société anonyme with share capital of 20 547 701 € - 326 820 065 RCS Annecy  
Registered Office: PAE Les Glaisins, Annecy-le-Vieux, F-74940 Annecy  
Head office: 6 avenue Kleber - FR 75116 Paris  
Telephone: +33 (0)1 40 67 29 29 - Fax: +33 (0)1 40 67 29 30  
contact-corp@soprasteria.com - <https://www.soprasteria.com>

# MESSAGE FROM THE CHAIRMAN

Dear Shareholders,

It is my pleasure to invite you to attend the Combined General Meeting of Sopra Steria Group shareholders, to be held on Wednesday, 12 June 2019 starting at 2:30 p.m. at the Pavillon Dauphine, Place du Maréchal De Lattre de Tassigny, Paris 16, France.

The world we live in is changing in so many different ways, and our clients are embarking on far-reaching transformations. Our business is also experiencing sweeping changes. Sopra Steria Group is adapting and adjusting to its environment to maintain and strengthen its enduring partnerships with its major clients, just as it has always done over the past 50 years.

At Sopra Steria - which recorded revenue of over €4 billion and now has close to 45,000 employees - strategic decisions always put our long-term vision and respect for the commitments made to our clients first. We constantly ensure that we are making the right level of investments to secure our Group's long-term future and growth.

In the same vein, we made a decision many years ago to play an active role in the major workforce-related, environmental and social changes taking place, and to make a positive contribution to the challenges they represent. And Sopra Steria's policy of sustainable growth has gained recognition precisely because of this approach. In January 2019, for the second year in a row, CDP ranked the Group's environmental performance in the A List - the highest level - and the Group's



PIERRE PASQUIER Chairman of Sopra Steria Group

**“Sopra Steria’s policy of sustainable growth has gained recognition precisely because of this approach. In January 2019, for the second year in a row, CDP ranked the Group’s environmental performance in the A List - the highest level.”**

overall corporate responsibility performance was again awarded EcoVadis’ Gold medal with a score at the Advanced level. Our strategy as an independent group rests on two key pillars: adding more value for our major clients in their own specific areas of business, and harnessing the strengths of our software business to set ourselves apart from our competitors, especially in the financial services sector, where we can leverage synergies with our services businesses.

2018 was a year of major progress, with enhancements to Sopra Steria’s business model, investments in innovation and several key acquisitions. Our performance was held back by delivery issues. They indicate that the transformation initiatives launched within the Group need to accelerate and require a more robust internal governance framework. The necessary decisions have been taken and are being implemented. This will help the Group pursue its medium-term strategy.

The most significant progress achieved in 2018 includes the expansion in the Consulting business to 10% of the Group’s revenue from 7.5% in the previous year. Promising first results were also recorded as a result of the far-reaching transformation programme launched in the United Kingdom. Adjustments were made to human resources, and trends in revenue and operating profitability picked up in the second half. Lastly, a number of Sopra Banking Software’s major transformation projects were successfully completed, with the Platform product going live for European clients, Amplitude Up for clients in English-speaking Africa, and Cassiopae in North America. The acquisition of Apak also established an unrivalled global position in the asset finance software market.

Going forward in 2019, we are optimistic and determined, mindful of what we need to do to reach our objectives. In a market driven by digital transformation, we are confident in our ability to steadily and continually raise our performance. Over the medium term, we are targeting annual organic revenue growth of between 4% and 6%, an operating margin on business activity of around 10%, and free cash flow of between 5% and 7% of revenue.

As every year, I would like to share with you these evolutions during our General Meeting. This 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.

You will find all the relevant information in this document, as well as the meeting’s agenda and the draft resolutions which will you will be requested to approve. Documents and information may also be consulted on Sopra Steria Group’s website: <https://www.soprasteria.com/en/investors>. The day, on which 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.

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 12 June.

# 1 2019 COMBINED GENERAL MEETING OF SOPRA STERIA

The shareholders of Sopra Steria Group are invited to attend the Combined General Meeting to be held on Wednesday, 12 June 2019, at 2.30pm, at Pavillon Dauphine, place du Maréchal-de-Lattre-de-Tassigny, 75116 Paris, to consider the following agenda:

## AGENDA

### Requiring the approval of the Ordinary General Meeting

1. Approval of the individual financial statements for the financial year ended 31 December 2018; approval of non-deductible expenses.
2. Approval of the consolidated financial statements for the financial year ended 31 December 2018.
3. Appropriation of earnings and determination of the dividend.
4. Approval of the service agreement with Éric Hayat, as an agreement governed by Article L. 225-38 of the French Commercial Code.
5. Approval of the Statutory Auditors' special report on agreements governed by Article L. 225-38 et seq. of the French Commercial Code.
6. Approval of items of compensation paid or allotted in respect of financial year 2018 to Pierre Pasquier, Chairman.
7. Approval of items of compensation paid or allotted in respect of financial year 2018 to Vincent Paris, Chief Executive Officer.
8. Approval of the principles and criteria for the determination, distribution and allocation of items of compensation for the Chairman.
9. Approval of the principles and criteria for the determination, distribution and allocation of items of compensation for the Chief Executive Officer.
10. Setting of directors' fees at €500,000.
11. Authorisation granted to the Board of Directors, for a period of 18 months, to allow the Company to buy back its own shares pursuant to Article L. 225-209 of the French Commercial Code.

### Requiring the approval of the Extraordinary General Meeting

12. Delegation of powers to be given to the Board of Directors, for a period of 18 months, to issue share subscription warrants to be allotted to the shareholders free of charge in the event of a takeover bid, up to a nominal amount equal to the amount of the share capital.
13. Delegation of powers to be given to the Board of Directors, for a period of 26 months, to decide to increase the share capital, without preemptive subscription rights for existing shareholders, *via* issues to persons employed by the Company or by a company of the Group, subject to enrolment in a company savings plan, up to a maximum of 3% of the share capital.
14. Powers granted to carry out all legal formalities.

We hereby inform you that the vote on the resolutions submitted for approval at the Extraordinary General Meeting requires a quorum representing at least one-quarter of the total number of voting shares and a majority of two-thirds of the votes of shareholders present or represented by proxy holders. The vote on resolutions submitted for approval at the Ordinary General Meeting requires a quorum of at least one-fifth of the total number of voting shares and a majority of the votes of shareholders present or represented by proxy holders. However, as an exception to the foregoing, the vote on Resolution 12, even though it appears on the agenda for the Extraordinary General Meeting, requires a quorum of at least one-fifth of the total number of voting shares and a majority of the votes of shareholders present or represented by proxy holders.

# INSTRUCTIONS FOR PARTICIPATING IN THE MEETING

## You must be a shareholder

**Holders of registered shares** must have their shares registered in the Company's accounts no later than 0:00 a.m. (Paris time) on the second business day preceding the Meeting.

**Holders of bearer shares** have the same amount of time to prove ownership of their shares by registering them in the bearer share accounts held by authorized financial intermediaries later than 0:00 a.m. (Paris time) on the second business day preceding the Meeting.

The deadline for completing these formalities is **Monday 10 June 2019** at 0:00 a.m. (Paris time).

Sopra Steria Group also offers holders of registered shares the option to vote online, in advance of the General Meeting, *via* the Votaccess electronic voting system, accessible:

- for registered shareholders, *via* a link in the "Investors" section of the Company's website (<https://www.soprasteria.com/en/investors>), which automatically redirects shareholders to the dedicated voting portal (<https://www.actionnaire.cmcicms.com>).

This electronic system allows registered shareholders to request admission cards, submit voting instructions and appoint or rescind the appointment of a proxy under the conditions discussed below, all in advance of the General Meeting.

## 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 as follows:

#### Postal requests for admission cards

- **Holders of registered shares:** Send the admission card request by post so that it will be received no later than Monday 10 June 2019 by CIC – Service Assemblées – 6 Avenue de Provence – 75009 Paris, France, or report to the venue on the day of the General Meeting;
- **Holders of bearer shares:** Ask the authorised intermediary responsible for managing your securities account to request an admission card. CIC must receive the authorised intermediary's request before Saturday 8 June 2019.

In either case, if CIC receives an admission card request after that date, the shareholder concerned will need to report to the reception counter for "Shareholders without cards" or "Shareholders without documents" on the day of the Meeting and present his or her certificate of investment.

#### Electronic requests for admission cards for holders of registered shares

- **Registered shareholders** wishing to attend the General Meeting in person may request an admission card online by submitting their request on Votaccess, the secure electronic voting system accessible via a link in the "Investors" section of the Company's website (<https://www.soprasteria.com/en/investors>), which automatically redirects shareholders to the dedicated voting portal (<https://www.actionnaire.cmcicms.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 then be sent to shareholders according to their choice, by electronic means or by post.

### 2. You would like to send a postal or electronic vote or appoint the Chairman or another representative as your proxy

#### Postal voting or proxy forms

Shareholders not attending General Meetings in person who wish to submit postal votes or to be represented at the Meeting by granting authority to the Chairman of the Meeting or other representative to vote on their behalf may:

- **for holders of registered shares:** fill in and send back the voting or proxy form, included with the invitation to the Meeting, to the following address: CIC – Service Assemblées – 6 Avenue de Provence – 75009 Paris, France. [see instructions below];
- **for holders of bearer shares:** send a request for the combined 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 CIC – Service Assemblées – 6 Avenue de Provence – 75009 Paris, France.

In order to be taken into account, voting forms must be received by CIC at the address provided above no later than three calendar days prior to the General Meeting, i.e. by Saturday 8 June 2019.

Proxy appointments or rescindments of proxy appointments sent by post must be received no later than Saturday 8 June 2019.

Instructions for participating in the Meeting

**Electronic submission of voting or proxy forms for holders of registered shares**

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 in the “Investors” section of the Company’s website (<https://www.soprasteria.com/en/investors>), which automatically redirects shareholders to the dedicated voting portal (<https://www.actionnaire.cmcicms.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.actionnaire.cmcicms.com>

Once logged in, holders of registered shares should follow the on-screen instructions to access the VOTACCESS system, where they can submit voting instructions, appoint a proxy or rescind a proxy appointment.

**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 following website: <https://www.actionnaire.cmcicms.com>
- Holders of bearer shares must send an e-mail to the following address: [proxyag@cmcic.fr](mailto:proxyag@cmcic.fr)

This e-mail must include the following information: the name of the company concerned (Sopra Steria Group); the date of the General Meeting (Wednesday 12 June 2019); 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 CIC – Service Assemblées – 6 Avenue de Provence – 75009 Paris, 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-mails and/or written confirmations must be received no later than the day before the General Meeting, i.e. Tuesday 11 June 2019, at 3:00 p.m. (Paris time).

**The VOTACCESS system for this General Meeting will be accessible starting on Thursday 23 May 2019 to Tuesday 11 June 2019 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. (Paris time) on the second business day preceding the General Meeting, the Company will invalidate or adjust, as required, the postal or electronic vote, proxy or 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 0:00 a.m. (Paris time) on the second business day preceding the General Meeting, 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.

**Requests for the inclusion of items of business on the agenda or proposed resolutions and written questions from the shareholders**

- Pursuant to the provisions of Article R. 225-84 of the French Commercial Code, shareholders may submit written questions to the Board of Directors. These questions must be sent to the Chairman of the Board of Directors, to the Company’s registered office by registered letter with proof of receipt or by e-mail to [assembleegenerale@soprasteria.com](mailto:assembleegenerale@soprasteria.com) no later than the fourth business day preceding the General Meeting, i.e. by Thursday 6 June 2019. In order to be considered, questions must be accompanied by a deposit certificate for a securities account in the name of the shareholder (*attestation d’inscription en compte*).
- Requests for the inclusion of items of business or proposed resolutions on the agenda for the General Meeting by shareholders fulfilling the legal requirements in force must be received at the Company’s registered office, sent by registered letter with proof of receipt, or by e-mail to [assembleegenerale@soprasteria.com](mailto:assembleegenerale@soprasteria.com), no later than the 20<sup>th</sup> day after the date of publication of the notice of meeting, i.e. by Thursday 16 May 2019. The reasons for their submission must be clearly stated and they must be accompanied by a deposit certificate for a securities account in the name of the shareholder (*attestation d’inscription en compte*).

Requests for the inclusion of proposed resolutions are to be accompanied by the text of the proposed resolutions, which may be supplemented by a brief summary of the reasons for putting them forward.

Furthermore, shareholders are reminded that the examination by the General Meeting of items of business or proposed resolutions to be presented is subject to the submission by the parties involved of newly issued deposit certificates for their securities accounts under the same conditions as those indicated above, no later than 0:00 a.m. (Paris time) on the second business day preceding the General Meeting.

Prior notice of the Combined General Meeting was published in the *Bulletin des Annonces Légales Obligatoires* dated Friday 26 April 2019. The official notice will be published in the *Bulletin des Annonces Légales Obligatoires* and in the *Eco des Pays de Savoie* newspaper on Friday 24 May 2019.

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 Company’s registered office, located at PAE Les Glaisins, Annecy-le-Vieux, 74940 Annecy, France, within the time period required by law and regulations, and, for the types of documents mentioned in Article R. 225-73-1 of the French Commercial Code, in the “Investors” section of the Company’s website at the following address: <https://www.soprasteria.com/en/investors>

## Instructions for filling out the voting form:

- 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;
- To appoint the Chairman as your proxy: fill in the box for **[I appoint the Chairman of the General Meeting as my proxy]**;
- 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 to the following address: CIC – Service Assemblées – 6 Avenue de Provence – 75009 Paris, France. .

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.

Date and sign here  
If shares are jointly owned  
all the joint owners must  
sign the form.

Check your detail  
here, or enter your  
name and address.

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.

How to get the Shareholders Meeting

# HOW TO GET THE SHAREHOLDERS MEETING

Pavillon Dauphine,  
Place du Maréchal de Lattre de Tassigny, 75116 Paris



## BY RAIL

Metro : line 2 – Porte Dauphine

RER : line C – Foch

## BY BUS

Bus : PC1 – Porte Dauphine

## BY CAR

Coming from the inner ring road, take "Porte Dauphine exit"



## VOTING ONLINE IS QUICK AND CONVENIENT

With our e-Notice Service, you receive an email allowing you to vote online, when and where you want.

Discover these additional features:

- Access all documents relating to the Shareholders' Meeting
- Request your admission card to take part in the Shareholders' Meeting
- Appoint the Chairman or another individual to be your proxy, or vote online



## I'M READY TO SIGN UP FOR THE E-NOTICE SERVICE

**BNP Paribas Shareholders**

Go to your registered shareholder account at <https://planetshares.bnpparibas.com/>

1. Select the view profile icon, then the "@ My e-services" section.
2. Enter your email address and tick the box next to "Convocation by e-mail".
3. Click "Validate" to accept your changes.

**CIC Shareholders**

Go to your registered shareholder account at: <https://www.actionnaire.cmcicms.com/en>

1. Enter your username and password.
2. Click the "Opt for the e-Notice Service" link.
3. Choose "Yes".
4. Enter your email address and then click "Save".

Kind regards,  
The Shareholder Relations Team



# 2 SOPRA STERIA GROUP PRESENTATION'S IN 2018

## ACTIVITY AND STRATEGY

### Key figures for 2018

Sopra Steria, a major European player in digital transformation, has one of the most comprehensive portfolios of offerings on the market, spanning consulting and systems integration, the development of business and technology solutions, infrastructure management, cybersecurity and business process services (BPS).

#### REVENUE

€4.1bn

4.9% organic growth<sup>1</sup>

85% Digital Services  
15% Solutions

#### OPERATING PROFIT ON BUSINESS ACTIVITY

€307.9m

7.5% of revenue

#### NUMBER OF EMPLOYEES

44,114

#### NUMBER OF LOCATIONS

184

#### NUMBER OF COUNTRIES

25

#### NET PROFIT - GROUP SHARE

€125.1m

3.1% of revenue

#### BASIC EARNINGS PER SHARE

€6.20

#### EQUITY

€1.3bn

#### NET FINANCIAL DEBT

€620.9m

i.e. 1.68x pro forma EBITDA  
on a 12-month rolling basis

#### MARKET CAPITALISATION AT 28/02/2019

€2.1bn



TOP 5

European digital  
services companies



TOP 10

Digital services companies  
operating in Europe

<sup>1</sup> Alternative performance measures are defined in the glossary at the end of this document.

<sup>2</sup> Dividend to be proposed at the General Meeting of 12 June 2019.

See Chapter 4 of the 2018  
Registration Document  
for more information

## Corporate plan

### KEY POINTS OF THE CORPORATE PLAN

#### AN INDEPENDENT MODEL



An independent model built on long-term vision and business performance, upholding the Group's responsibilities to the environment and to its stakeholders as a good corporate citizen.

#### ENTREPRENEURIAL CULTURE

By its very nature, the Group is agile, has short decision-making circuits, and moves rapidly. The core values are a dedication to serving clients, managers' autonomy, a sense of collective responsibility and respect for others.



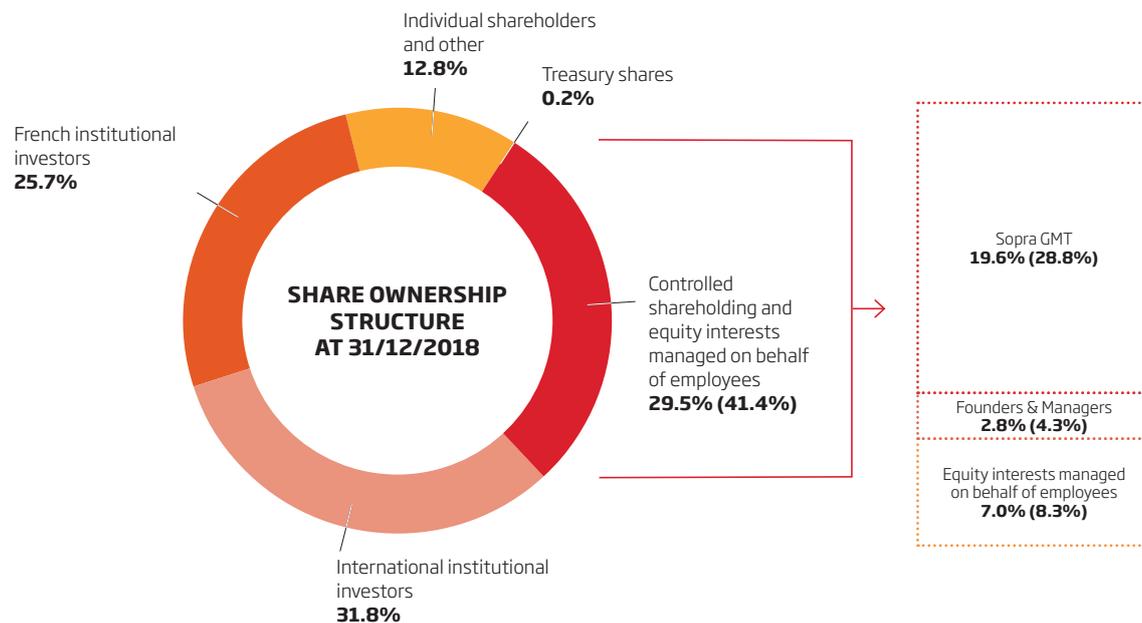
#### IMPORTANCE OF HUMAN CAPITAL



A demanding human resources policy focused on talent aligned with the business culture and the development of employees' skills.

See Chapter 1 of the 2018 Registration Document for more information

### A REFERENCE SHAREHOLDER BACKING THE CORPORATE PLAN



20,547,701 listed shares.

26,147,566 exercisable voting rights.

XX.X% = Percentage of share capital held.

(XX.X%) = Percentage of voting rights exercisable.

TPI survey of identifiable holders of shares at 31/12/2018 - Ownership threshold of over 1,000 shares

See Chapter 6 of the 2018 Registration Document for more information

### HISTORY OF SOPRA STERIA

#### A strategic partner to key accounts and European organisations

Sopra Steria has reinforced its position as a European leader in digital transformation. The Group - which is listed on the SBF 120 index - posted €4.1 billion in revenue and employed more than 44,000 people in over 25 countries in 2018. Sopra Steria was formed from the merger in 2014 of two of France's most long-standing digital services companies, Sopra and Steria, founded respectively in 1968 and 1969 and both characterised by a strong entrepreneurial spirit as well as a firm collective commitment to serving their clients.

See Chapter 1 of the 2018 Registration Document for more information

## Corporate responsibility

For more than 50 years we have built our Group on solid fundamentals and a set of ethical principles and core values that define us. Our ambition is to be a company engaged in the key issues currently facing society, drawing on our principles and values, and setting ambitious, meaningful targets that create value for all our stakeholders.

Sopra Steria's corporate responsibility strategy is built on 7 key priorities:

- Being a leading employer that attracts the best talent, fosters employee dialogue and promotes diversity and equal opportunities;
- Establishing ongoing constructive and transparent dialogue with our stakeholders;
- Being the partner of choice for our clients, meeting their needs as effectively as possible by providing them with the best technology;
- Involving our entire value chain in our corporate responsibility approach to contribute to a more sustainable world;
- Reducing the environmental impact of our operations and contributing to a low-carbon economy;
- Acting ethically and with integrity in our day-to-day operations and all our business activities;
- Supporting local communities by stepping up our community engagement initiatives, notably in the area of digital inclusion.

Our strategy is supported by an improvement process focusing on a number of key issues. This process is based on **our commitment to the United Nations Global Compact**, a matrix-based analysis of the various challenges facing the Group, and a governance framework that coordinates the implementation of strategy and related measures.

### OUR COMMITMENTS

#### WORKFORCE



- Equal opportunities
- Employability
- Greater emphasis on access to employment opportunities and employment support for people with disabilities
- Skills development
- Career management

#### SOCIETY



- Strengthening stakeholder dialogue
- Community outreach programmes under which employees support local communities

#### ENVIRONMENT



- GHG<sup>(1)</sup> reduction target per employee: -43% between 2015 and 2025 approved by the SBTi<sup>(2)</sup> (-29.1% achieved between 2015 and 2018)
- CarbonNeutral® business travel, office space and on- and off-site data centres
- Incorporate sustainable development priorities into the value proposition by measuring the impact of solutions provided to our clients to meet the environmental challenges they face

#### ETHICS AND COMPLIANCE



- A Code of Ethics, supplemented by a Code of Conduct for the prevention of corruption and influence peddling, has been published in ten languages and distributed to all Group employees

### High-profile recognition from three major international organisations in early 2019

- **CDP Climate Change**  
For the second year running, Sopra Steria is made a member of the **A List** in recognition of its environmental performance
- **CDP Supplier Engagement leader**  
Sopra Steria's performance in the environmental engagement of its supply chain also made Sopra Steria a "Supplier Engagement leader"
- **EcoVadis**  
Its corporate responsibility performance earned Sopra Steria **the Gold category - Advanced level** for its corporate responsibility performance



1 Greenhouse gas emissions from business travel, offices and on- and off-site data centres  
2 Science Based Targets initiative

### Sopra Steria Group joined 3 new Environmental, Social and Governance (ESG) indices in 2018

- Dow Jones Sustainability Europe Index (DJSI Europe Index)
- Eurozone 120 index
- ESI Excellence Europe Index (Ethibel Sustainability Europe Index)



See Chapter 3 of the 2018 Registration Document for more information

## Business model and...

### Our mission

The digital revolution has triggered a radical transformation in our environment. It is speeding up changes in our clients' business models, internal processes and information systems.

In this fast-changing environment, our role is to bring our clients new ideas and support them in their transformation by making the most effective use of digital technology.

### Our business

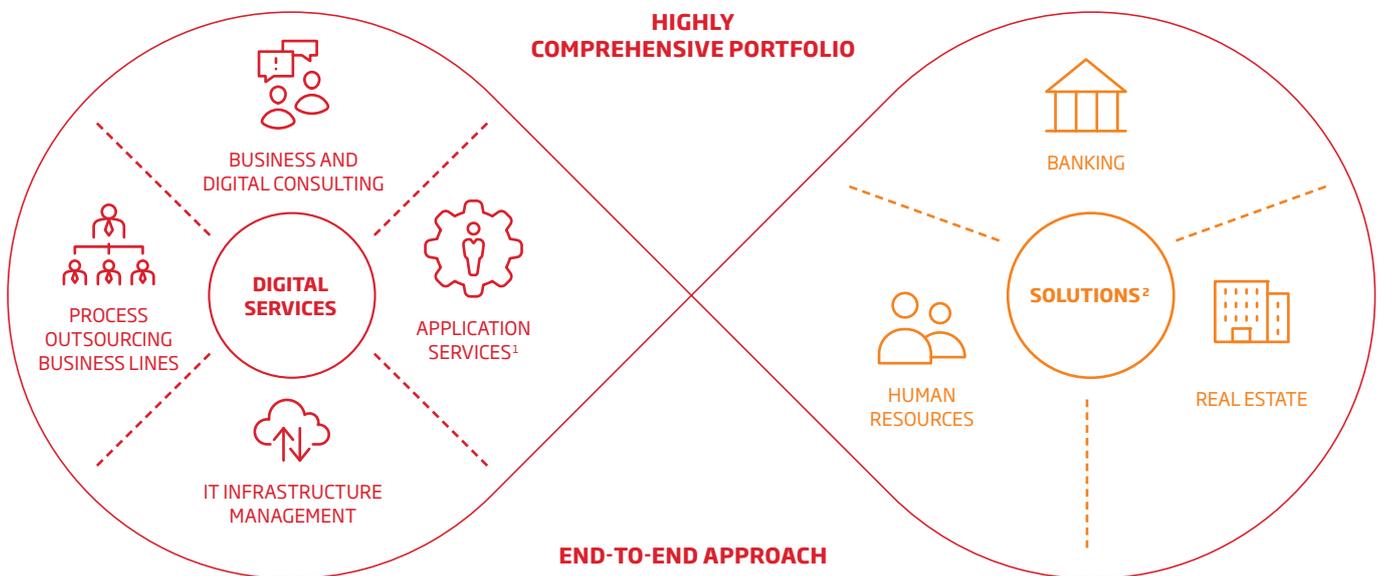
Sopra Steria provides end-to-end solutions addressing the core business and competitive needs of large companies and organisations in Europe and further afield, helping them throughout their digital transformation.

### Our market

- Spending on digital services in Western Europe: €305bn in 2018\*
- A market expected to grow more than 4% per year out to 2022\*
- Sopra Steria is ranked among the top 10 digital services companies operating in Europe (excluding captive service providers and purely local players)

(\* Source: Gartner (Q4 2018), in constant 2013 US dollars.

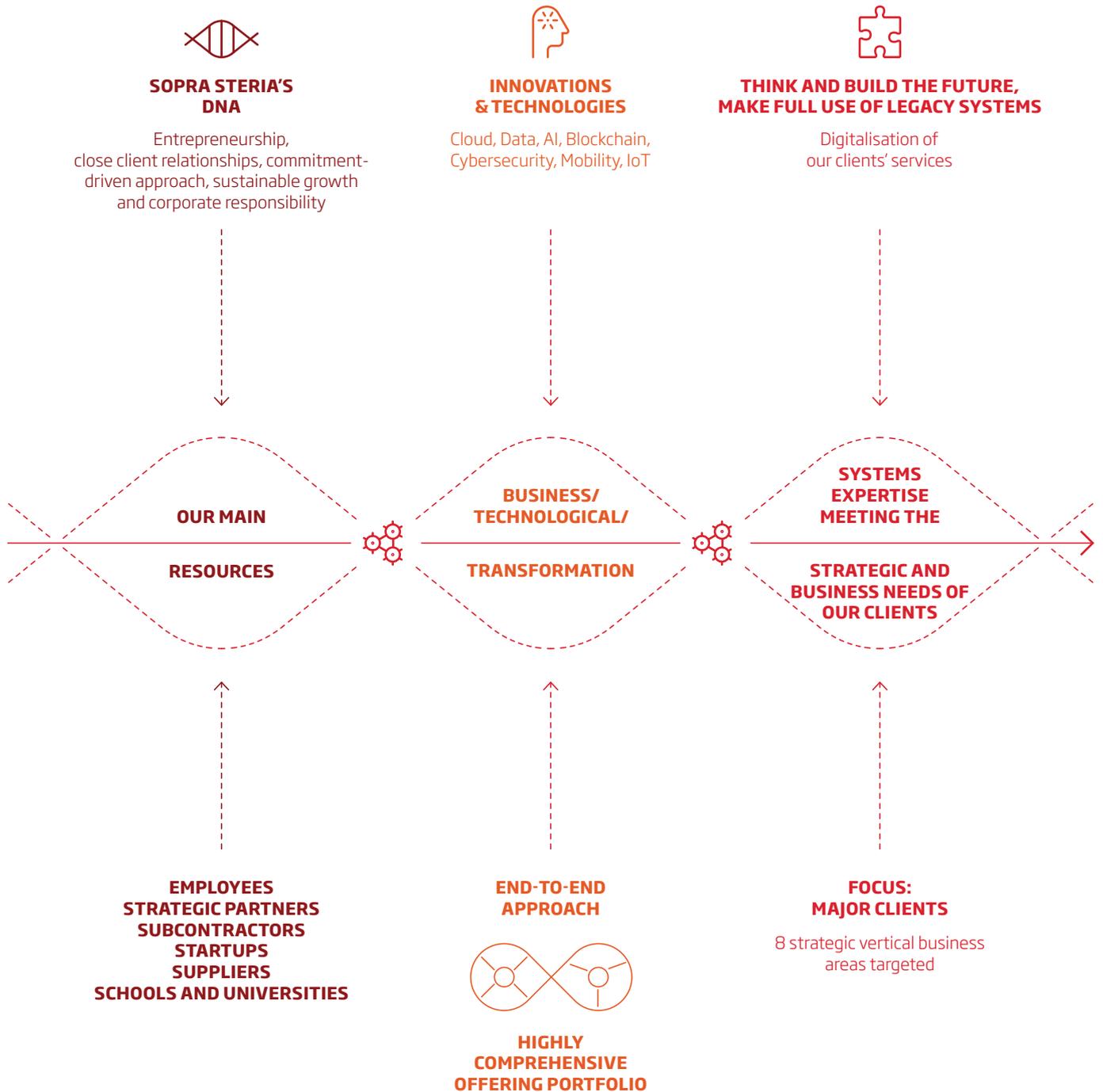
### Our offering



1 Systems Integration and Third-Party Application Maintenance  
 2 Licensing model and SaaS/Cloud model

See Chapter 1 of the 2018 Registration Document for more information

... value chain



See Chapter 1 of the 2018 Registration Document for more information

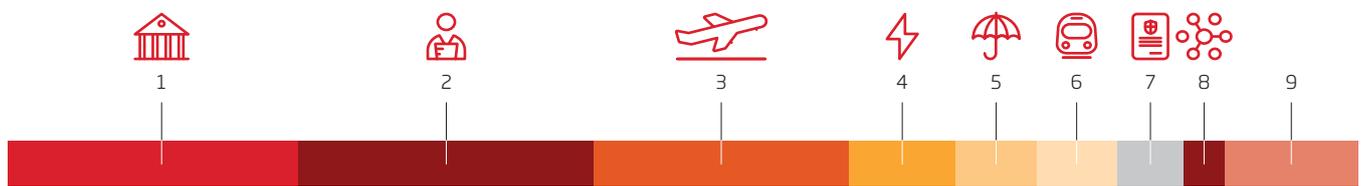
How to get the Shareholders Meeting

## Analysis of revenue and distribution of workforce

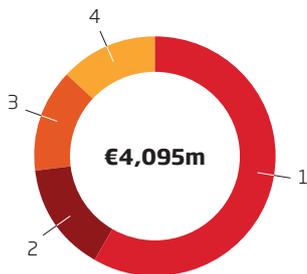
### BREAKDOWN OF REVENUE

#### REVENUE BY VERTICAL MARKET

1 Banking	22%	4 Energy & Utilities	7%	7 Telecoms, Media & Gaming	5%
2 Public sector	22%	5 Insurance	6%	8 Retail	3%
3 Aerospace, Defence & Homeland Security	17%	6 Transport	6%	9 Other	12%

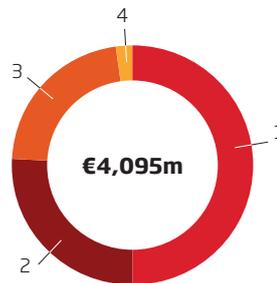


#### GROUP REVENUE BY BUSINESS LINE



1 Consulting & Systems Integration	64%
2 Solutions	15%
3 IT Infrastructure Management	12%
4 Business Process Services	9%

#### GROUP REVENUE BY REGION



1 France	50%
2 United Kingdom	21%
3 Other Europe	27%
4 Rest of World	2%

#### WORKFORCE

GROUP  
44,114  
employees

FRANCE  
19,013

UNITED KINGDOM  
6,407

OTHER EUROPE  
10,095

REST OF WORLD  
344

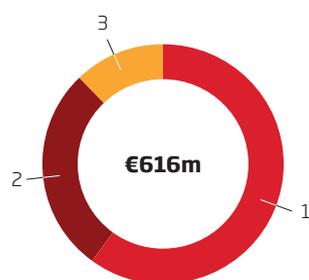
X-SHORE<sup>1</sup>  
8,255

#### SOLUTIONS REVENUE BY PRODUCT



1 Sopra Banking Software	61%
2 Sopra HR Software	27%
3 Real Estate Management Solutions	12%

#### SOLUTIONS REVENUE BY REGION



1 France	59%
2 Rest of Europe	26%
3 Rest of World	15%

1 India, Poland, Spain and North Africa.

See Chapter 1 of the 2018 Registration Document for more information

# Strategy

## STRATEGIC GOALS

### Services

- **Strategic partner** for large public authorities, financial and industrial players, and strategic companies in Europe, providing end-to-end support for the transformation of their business and operating models, making the best possible use of digital and the Group's solutions

### Solutions

- Main emphasis on **banking**
- Developer of core business solutions for retail banks and specialist lenders, all among the leaders in our target markets:
  - EMEA for core banking solutions
  - Rest of the world for specialist lenders

## STRATEGIC LEVERS



### ADDED VALUE

Sopra Steria stands out from its competitors by continuing to build on its two key differentiating factors: industry-specific solutions that, combined with its full range of services, make its offering unique in the sector and very close relationships with its clients, founded on its strong roots in the regions where it operates and its ability to meet its clients' core business requirements as effectively as possible.



### INNOVATION

Numerous initiatives are being encouraged to promote and enhance innovation, such as an innovation imperative assigned to project teams, internal innovation competitions to develop new digital uses for the Group's markets, hackathons open to clients and partners, as well as platforms for digital demonstrations, co-design, rapid development and technology intelligence open to clients, employees and partners at all the Group's major locations (DigiLabs).



### END-TO-END APPROACH

With one of the most comprehensive ranges of solutions and services in the market, the Group endeavours to develop its capacity as a turnkey provider in order to harness all its business lines and its ecosystem of partners (start-ups, third-party vendors, etc.) to deliver seamless end-to-end value propositions that respond as comprehensively as possible to the business challenges facing its clients.



## MEDIUM-TERM OBJECTIVES

The Group has reaffirmed its strategy through its independent, value-creating corporate plan based on expansion, added value and differentiation, particularly through its Solutions business. With this in mind, and with the market being driven by digital transformation, Sopra Steria is confident in its ability to steadily and continually improve its performance. The Group is targeting annual organic revenue growth of between 4% and 6%, an operating margin on business activity of around 10%, and free cash flow of between 5% and 7% of revenue.

See Chapter 1 of the 2018 Registration Document for more information

# Strategy and objectives

## 1.1. Strong and original positioning in Europe

Sopra Steria's ambition is to be a major European player in digital transformation, with a comprehensive, high value-added offering, enabling its clients to make the best use of digital technology to innovate, transform their models (business as well as operational models), and optimise their performance.

The Group's aim is to be the benchmark partner for large public authorities, financial and industrial operators and strategic companies in the main countries in which it operates.

To achieve this aim, Sopra Steria will continue to strengthen its key competitive advantages:

- business software solutions which, when combined with the Group's full range of services, make its offering unique;
- a position among the leaders in the financial services vertical (core banking and specialist lenders) bolstered by the success of the Sopra Banking Software solutions;
- very close relationships with its clients, thanks to its roots in the regions where it operates and its ability to meet core business requirements without taking the prescriptive approach favoured by certain global providers.

## 1.2. Confirmed objectives and priority action areas

### 1.2.1. DEVELOPMENT OF SOLUTIONS

The Group, currently France's number two software development company <sup>(1)</sup>, confirms its medium-term target of bringing the share of its solution development and integration activities to 20% of its revenue. Through a combination of organic growth and acquisitions, efforts will continue to be focused on enriching the Group's solutions, adapting them to cloud systems and leveraging new digital technologies, along with the development of managed services and geographic expansion.

The development of Sopra Banking Software, whose aim is to conquer markets beyond Europe, is a priority. The Group will also continue to strengthen its leading position in human resources and real estate management solutions, remaining on the lookout for new sector opportunities.

### 1.2.2. EXPANSION IN CONSULTING

In order to position itself even more securely with client decision-makers at the business department level, the Group is continuing its move up the value chain in Consulting, and confirms its medium-term target of bringing the share of these activities to 15% of revenue. To do this, it is gradually developing a range of consulting services and capacity in all of the regions in which it operates, using a model that favours synergies with the Group's other business lines. The priorities in this area are digital consulting, upstream consulting (e.g. digital strategy, operating strategy, IT strategy), enhancing business expertise in each vertical market with special emphasis on the financial services vertical and building a strong brand for the Consulting business in the market.

### 1.2.3. LEVERAGING DIGITAL TECHNOLOGIES

Sopra Steria has successfully completed numerous digital projects. Its experience has allowed it to offer a holistic approach to digital transformation to the market, based on a series of best practices, with the ultimate goal of creating the platform enterprise.

Accordingly, to step up its commitment along these lines, the Group is continuing its investments with the following goals:

- being at the cutting edge of the market in all of its services and business models;
- strengthening its technology assets;
- transforming its operational models;
- educating all of its employees in digital culture, practices and skills;
- keeping an eye on the market in order to clarify its digital strategy and target the best digital partners.

### Digitisation of offerings and business model adaptation

The Group is gradually adapting its solutions to factor in advances in digital technology in a number of key areas, such as client/user experience, service platforms, analytics and virtual advisors, and accommodate the growing use of hybrid (private/public) cloud environments by its clients.

The same approach is being applied for each of the Group's major service offerings – Consulting, Application Services (Build and Application Management), Infrastructure Management, Cybersecurity, Business Process Services – with the following objectives:

- using the immense potential of new technologies for the benefit of all of its clients;
- presenting new value propositions to the market: UX/UI strategy and design, digital factories, development/operation of service platforms, end-to-end approaches covering needs from consulting to run services for cloud migration and the modernisation of legacy information systems, etc.

The digitisation of offerings and, more broadly speaking, changing client expectations, have led the Group to adapt its business models. The Group anticipates that it will be selling more and more solutions operated on behalf of clients and, in services, increasingly leveraging intellectual property (reusable components, implementation accelerators, integration/operation platforms, etc.), thereby gradually moving away from billing simply based on the number of person-days spent on a project.

### Technology assets

The Group is continually investing in the exploration of new ideas and expertise in architectures, and in emerging digital and cloud technologies and uses, relying on its teams of "digital champions".

At the same time, all necessary resources are being put in place to rapidly develop and operate digital solutions on behalf of the Group's clients that are natively designed to function in hybrid (private/public) cloud environments:

- DevOps to industrialise processes;
- technology foundation to enable the quick setup of digital services platforms (based in particular on the components of Axway's Hybrid Integration Platform);
- environment for the development, management and execution of reusable software components;

(1) Source: Truffle 100, May 2018.

- Implementation accelerators for new digital technologies (blockchain, augmented reality (AR)/ virtual reality (VR), smart machines, the internet of things (IoT), etc.);
- pre-trained machine learning/data science algorithms and models (for targeted verticals and business areas);
- digital factories to enable service offerings combining consulting and software (e.g. cloud migration and information system modernisation).

#### Transformation of operational models

The Group is gradually changing the operational model for its services and R&D activities, by integrating its developed technology assets:

- expanding use of new agile and collaborative approaches resulting from digital technologies;
  - rollout of processes and resources (software and digital factories) for industrialisation, automation and reusable components developed to boost productivity and quality for IT services and R&D activities;
- In particular, this involves greater use of smart machines (robotic process automation, intelligent automation, virtual assistants) in the Group's recurring service activities (in connection with its Business Process Services, Infrastructure Management, Application Management and Support offerings) as well as expanding the reuse of existing technology- or business software components (IP blocks, open source) and the use of low-code/no-code development platforms for the building of solutions;
- transformation in line with the location of each activity (distribution of roles between the onshore production teams, the shared service centres, and the offshore and nearshore R&D teams).

#### Innovation

Numerous initiatives are being encouraged to promote and enhance innovation, such as the Group's digital champions keeping an eye on technology advances and uses, innovation imperatives assigned to project teams, internal innovation competitions to develop new digital uses for the Group's vertical markets, hackathons open to clients and partners, as well as platforms for digital demonstrations, brainstorming, co-design, rapid development and technology intelligence open to clients, employees and partners at all the Group's major locations (DigiLabs), etc.

#### Ecosystem of partners

Special efforts are being made to establish targeted partnerships with leading players in the digital ecosystem by vertical and by major technology area (startups and niche players, institutions of higher education and research laboratories, top software development companies and tech giants, etc.). It is within this framework that a strategic partnership has been forged with Axway.

In order to ensure effective market intelligence, a collaborative startup observatory is made available to the Group's teams of digital champions and all its managers.

In certain very specific cases relating to its digital strategy, the Group may take equity stakes in young startups that it considers as the most innovative in the market, applying a corporate venturing approach.

#### 1.2.4. VERTICAL APPROACH

##### Focused business development

To support the positioning it has in view, the Group is continuing its policy targeting specific vertical markets, key accounts and business areas in all countries where it operates.

In line with this approach, eight priority verticals currently account for nearly 90% of revenue: Financial Services; Public Sector; Aerospace, Defence and Homeland Security; Energy and Utilities; Telecoms and Media; Transport; Insurance; and Retail.

For each vertical, the Group selects a small number of key accounts (fewer than 100 at Group level) and focuses on a few different business areas in which it aims to secure a leading position.

##### End-to-end vertical offerings

In order to achieve its leadership objective in its targeted verticals and business areas, the Group mobilises the development efforts of its various business activities and countries to build end-to-end value propositions as well as offerings of business solutions designed to address the business challenges faced by its major clients.

As part of this approach, particular emphasis is placed on the financial services vertical, for which the Group offers comprehensive responses to productivity issues and the challenges brought about by "platformisation" in the core banking and specialist lending sectors. These responses are based on Sopra Banking Software's industry-specific assets, the Group's technology assets and its full range of services.

#### 1.2.5. ACQUISITION STRATEGY

The Group will continue to play an active role in market consolidation, in a targeted manner. Its approach will focus on three main areas: solutions (with the priority on banking solutions), consulting, and strengthening its position in certain geographies.

### 1.3. Medium-term strategic objectives

The Group has reaffirmed its strategy through its independent, value-creating corporate plan based on expansion, added value and differentiation, particularly through its software business. With this in mind, and with the market being driven by digital transformation, Sopra Steria is confident in its ability to steadily and continually improve its performance.

The Group is targeting annual organic revenue growth of between 4% and 6%, an operating margin on business activity of around 10%, and free cash flow of between 5% and 7% of revenue.

With respect to the 2019 financial year, the Group's targets are:

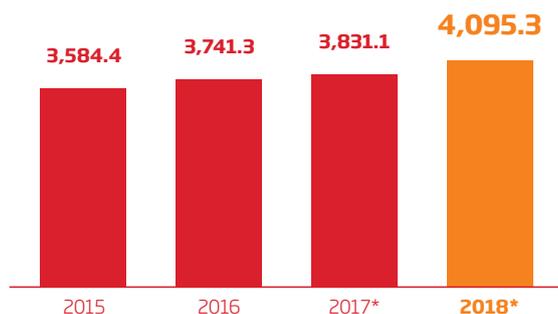
- organic revenue growth of between 4% and 6%;
- slight improvement in operating margin on business activity;
- free cash flow in excess of €150 million.

## Financial performance



### REVENUE

in millions of euros

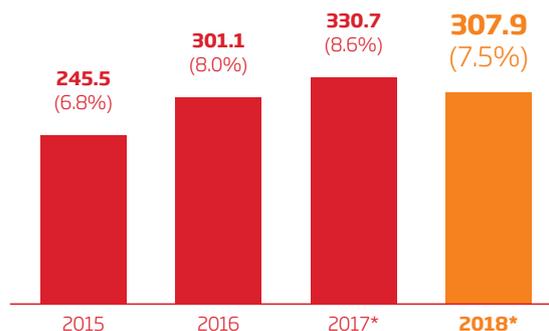


\* IFRS 15



### OPERATING PROFIT ON BUSINESS ACTIVITY

in millions of euros and as % of revenue

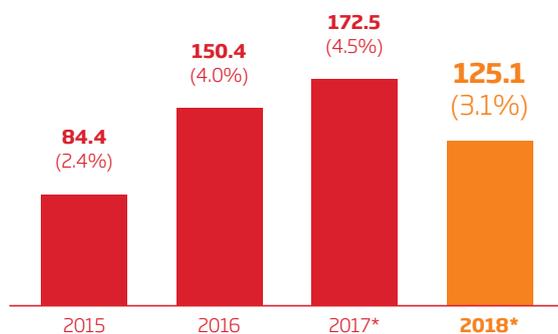


\* IFRS 15



### NET PROFIT ATTRIBUTABLE TO THE GROUP

in millions of euros and as % of revenue

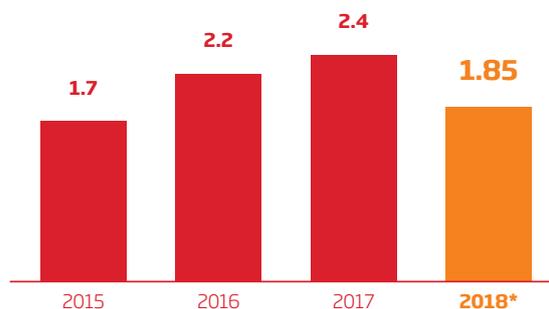


\* IFRS 15



### DIVIDEND IN EUROS

per share

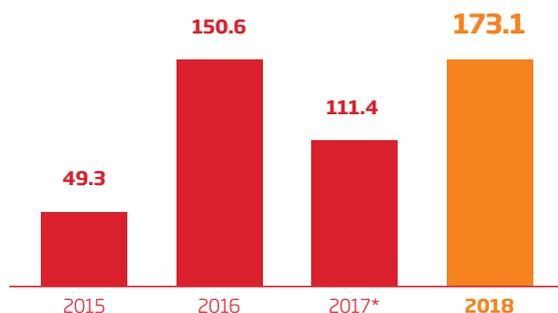


\* Amount to be proposed at the General Meeting of 12 June 2019



### FREE CASH FLOW

in millions of euros



\* Free cash flow calculated excluding the sale of trade receivables with deconsolidation (€37 million sold in 2017)



### PERFORMANCE OF SOPRA STERIA SHARES OVER THE PAST 5 YEARS\*

relative to the performance of the SBF 120 and CAC 40 indices

SOPRA STERIA +42.42% SBF120 +26.44% CAC 40 +23.97%



\* Rebased 100 at 2 January 2014

# 2018 key figures and consolidated financial statements

## 1.1. Key income statement and balance sheet items

### I SOPRA STERIA: CONSOLIDATED INCOME STATEMENT – FY 2018

	2018 IFRS 15		2017 IFRS 15	
	€m	%	€m	%
<b>Revenue</b>	<b>4,095.3</b>		<b>3,831.1</b>	
Staff costs	-2,441.5		-2,331.1	
Operating expenses	-1,290.7		-1,147.9	
Depreciation, amortisation and provisions	-55.2		-21.4	
<b>Operating profit on business activity</b>	<b>307.9</b>	<b>7.5%</b>	<b>330.7</b>	<b>8.6%</b>
Expenses related to stock options and related items	-22.8		-21.2	
Amortisation of allocated intangible assets	-24.3		-21.8	
<b>Profit from recurring operations</b>	<b>260.8</b>	<b>6.4%</b>	<b>287.7</b>	<b>7.5%</b>
Other operating income and expenses	-34.2		-25.1	
<b>Operating profit</b>	<b>226.6</b>	<b>5.5%</b>	<b>262.6</b>	<b>6.9%</b>
Cost of net financial debt	-7.8		-6.8	
Other financial income and expenses	-11.7		-8.5	
Tax expense	-82.0		-73.9	
Share of net profit from equity-accounted companies	3.6		1.7	
<b>Net profit</b>	<b>128.7</b>	<b>3.1%</b>	<b>175.1</b>	<b>4.6%</b>
Attributable to the Group	125.1	3.1%	172.5	4.5%
Non-controlling interests	3.6		2.6	
Weighted average number of shares in issue excl. treasury shares (m)	20.18		20.21	
Basic earnings per share (€)	6.20		8.53	

### I SOPRA STERIA: SIMPLIFIED BALANCE SHEET (€M) – 31/12/2018

	31/12/2018 IFRS 15	31/12/2017 IFRS 15
Goodwill	1,708.5	1,590.6
Allocated intangible assets	183.0	161.5
Other fixed assets	234.9	179.7
Equity-accounted investments	195.1	189.1
<b>Fixed assets</b>	<b>2,321.5</b>	<b>2,120.9</b>
<b>Net deferred tax</b>	<b>79.6</b>	<b>99.1</b>
Trade accounts receivable (net)	1,091.8	1,147.1
Other assets and liabilities	-1,153.1	-1,188.1
<b>Working capital requirement (WCR)</b>	<b>-61.3</b>	<b>-41.0</b>
<b>Assets + WCR</b>	<b>2,339.8</b>	<b>2,179.0</b>
Equity	1,329.2	1,237.2
Provisions for post-employment benefits	308.3	358.9
Provisions for contingencies and losses	81.5	72.8
Net financial debt	620.9	510.1
<b>Capital invested</b>	<b>2,339.8</b>	<b>2,179.0</b>

## 1.2. Review of the Group's position and results in 2018

### 1.2.1. GENERAL CONTEXT AND KEY EVENTS IN 2018

#### Comments on financial year 2018

2018 was a year of major progress, with enhancements to Sopra Steria's business model, investments in innovation and several key acquisitions. Delivery issues affected results, indicating that the transformation initiatives launched within the Group need to accelerate and be guided by a reinforcement of internal governance. The necessary decisions have been taken and are being implemented. This will help the Group pursue its medium-term strategy.

**Organic revenue growth** was strong, continuing the trends recorded in the previous three financial years. This performance reflects new client needs arising from digital transformation-related challenges as well as Sopra Steria's adeptly positioned offering and profile. The Group consolidated its position right at the core of its major clients' transformations by investing in digital centres of expertise and in internal component development and assembly platforms. It also cemented its cloud computing partnerships with Microsoft, Google and Amazon Web Services.

The drive to **increase the value added** provided by its offerings made further progress with the expansion in the consulting business to 10% of the Group's revenue (7.5% in 2017).

Some **initial signs of encouragement** were recorded as a result of the far-reaching transformation programme launched in the United Kingdom. Adjustments were made to human resources, and trends in revenue and operating profitability picked up in the second half.

**Substantial progress** was made with building Sopra Banking Software's business model. La Banque Postale's Platform product was delivered on schedule as per the roadmap. Major transformation projects were completed, with the start-up of the Platform product for Transactis and Argenta, Amplitude Up for Attijariwafa Bank in Egypt and for KCB Bank in Kenya, and Cassiopae for the Inter-American Development Bank (IDB) in the United States. The acquisition of Apak also established an unrivalled global position in the asset finance software market.

Action taken to improve the **management of the client payment cycle** started to deliver benefits, leading to a structural uplift in the conversion rate of its earnings into cash flow.

Sopra Steria's policy of **sustainable growth** gained recognition. In January 2019, CDP ranked the Group's environmental performance in Category A for the second year in a row, and the Group's corporate responsibility performance achieved EcoVadis' Gold advanced level.

#### Details of the Group's 2018 operating performance (IFRS 15)

Sopra Steria generated 2018 revenue of €4,095.3 million, an overall increase of 6.9%. Changes in scope had a positive impact of €89.4 million, and currency fluctuations had a negative impact of €18.1 million. The Group's organic revenue growth was 4.9% year-on-year. Organic revenue growth in the fourth quarter was particularly upbeat at 5.5%.

**Operating profit on business activity** came to €307.9 million (vs €330.7 million in 2017), and the margin came to 7.5%, in line with the guidance issued on 19 October 2018.

#### Comments on 2018 net profit (under IFRS 15)

**Profit from recurring operations** totalled €260.8 million. That includes a €22.8 million expense related to share-based payments (vs €21.2 million in 2017) as a result of the extension during 2018 of the We Share employee share ownership plan and of the long-term incentive plan for the Group's senior managers.

**Operating profit** was €226.6 million after a net expense of €34.2 million for other operating income and expenses (compared with a net expense of €25.1 million in 2017), which included €30.0 million in reorganisation and restructuring expenses.

**Tax expense** came to €82.0 million, versus €73.9 million in 2017, representing a Group effective tax rate of 39.6%, with non-recurring items accounting for around €15 million.

The **share of profit of equity-accounted companies** (mainly Axway) was €3.6 million in the financial year (vs €1.7 million in 2017).

The **net profit attributable to the Group** was €125.1 million (vs €172.5 million in 2017) after €3.6 million in **minority interests**.

**Basic earnings per share** came to €6.20 compared with €8.53 the previous year.

#### Financial position at 31 December 2018

Sopra Steria's financial position at 31 December 2018 was robust in terms of both financial ratios and liquidity.

**Free cash flow** amounted to €173.1 million<sup>(1)</sup>, a significant improvement from €111.4 million<sup>(3)</sup> in the previous year. It implies a conversion rate<sup>(2)</sup> of operating profit on business activity into free cash flow of 50% (vs 41% in 2017). This performance reflected a 7-day reduction in the average payment period of trade receivables.

Cash outflows related to external growth and net financial investments amounted to €173.5 million.

**Net financial debt** at 31 December 2018 totalled €620.9 million, or 1.68x 2018 EBITDA on a 12-month rolling basis (with the bank covenant stipulating a maximum of 3x).

#### Proposed dividend in respect of financial year 2018

At the next Annual General Meeting of Shareholders, Sopra Steria will propose the payment of a dividend<sup>(3)</sup> of €1.85 per share (€2.40 per share in respect of financial year 2017).

#### Workforce

At 31 December 2018, the Group's workforce totalled 44,114 people (41,661 at 31 December 2017), with 18.7% working in X-Shore zones.

#### Impact of the change in accounting standards (adoption of IFRS 16 from 1 January 2019)

The method used to account for leases changed with effect from 1 January 2019. Under the new standard, all leases are recognised on the balance sheet.

Sopra Steria uses lease financing for properties (85%), IT and similar equipment (8%) and vehicles (7%).

The anticipated impact at 1 January 2019 is as follows: insignificant impact on free cash flow, marginally positive on operating profit on business activity, virtually neutral on net profit, positive impact on EBITDA of around €90 million, recognition of a lease liability of around €300 million and of an associated asset for approximately the same amount.

(1) Cash flow calculated excluding the sale of trade receivables leading to their deconsolidation (€37.0 million sold in December 2017).

(2) Restated for sales of receivables and other non-recurring items.

(3) Annual General Meeting of Shareholders to be held on Wednesday, 12 June 2019. The ex-dividend date will be 2 July 2019, and the dividend will be payable as from 4 July 2019.

## 1.2.2. PERFORMANCE BY REPORTING UNIT

## I SOPRA STERIA: PERFORMANCE BY REPORTING UNIT – FY 2018

	2018		2017	
	IFRS 15		IFRS 15	
	€m	%	€m	%
<b>France</b>				
Revenue	1,699.5		1,597.7	
Operating profit on business activity	155.4	9.1%	138.1	8.6%
Profit from recurring operations	139.2	8.2%	123.8	7.8%
Operating profit	131.8	7.8%	111.4	7.0%
<b>United Kingdom</b>				
Revenue	783.1		791.6	
Operating profit on business activity	45.0	5.7%	54.7	6.9%
Profit from recurring operations	32.6	4.2%	42.7	5.4%
Operating profit	18.7	2.4%	38.9	4.9%
<b>Other Europe</b>				
Revenue	997.1		824.7	
Operating profit on business activity	80.4	8.1%	66.5	8.1%
Operating profit	68.5	6.9%	56.0	6.8%
<b>Sopra Banking Software</b>				
Revenue	373.7		381.7	
Operating profit on business activity	-13.3	-3.6%	36.3	9.5%
Profit from recurring operations	-24.2	-6.5%	26.2	6.9%
Operating profit	-28.9	-7.7%	22.2	5.8%
<b>Other Solutions</b>				
Revenue	241.8		235.5	
Operating profit on business activity	40.4	16.7%	35.1	14.9%
Profit from recurring operations	38.4	15.9%	32.9	14.0%
Operating profit	36.5	15.1%	30.4	12.9%

In **France**, revenue came to €1,699.5 million. Organic revenue growth was 4.7% over the full year and accelerated in the fourth quarter (6.5%). Business was driven by consulting, up more than 14%, and by cybersecurity, up more than 30%. The IT infrastructure management activities also moved back onto a growth trajectory. The best-performing vertical markets were insurance, defence, aeronautics and social (including France's Pôle Emploi network of job centres and its CNAM national health insurance fund). The operating margin on business activity was 9.1% (8.6% in 2017).

In the **United Kingdom**, revenue was almost stable at €783.1 million (-0.1% organically compared with 2017). Organic revenue growth of the last two quarters (3<sup>rd</sup> and 4<sup>th</sup> quarter) was positive after six quarters of contraction. Efforts to rebuild in financial services commenced, with new clients already contributing more than half of revenue. The operating margin on business activity contracted to 5.7% (vs 6.9% in 2017), but there was a clear turnaround in the second half of the year, with the margin picking up to 7.0% from 4.5% in the first half. This turnaround was driven by a return to normal in the performance of the SSCL joint venture and the initial benefits from the transformation plan.

Revenue for the **Other Europe** reporting unit rose sharply to around €1 billion on the back of organic growth of 14.4%. Revenue in Germany grew by 27.3% (organic growth of 13.4%) to almost €400 million if the contributions from BLUECARAT and IT Economics are included over the full year. Almost all the countries in this reporting unit recorded a very brisk pace of growth. The operating

margin on business activity was 8.1%, identical to its level in the previous year.

**Sopra Banking Software's** revenue totalled €373.7 million, down 3.6% mainly due to an adjustment of the percentage of completion method on certain projects following delivery issues and lower licence revenue (see press release of 19 October 2018). As a result, the full-year operating margin on business activity slipped to -3.6% in 2018 (vs 9.5% in 2017). For the short term, measures to increase delivery capabilities have been introduced to achieve a gradual improvement in the situation in 2019. From a longer-term perspective, the strategy has been reaffirmed, as the confidence in Sopra Banking Software's ability to address financial transformation-related challenges by rolling out its digital platform.

The **Other Solutions** reporting unit posted revenue of €241.8 million, representing organic growth of 2.7%. It strengthened its position in the French market for dedicated human resources solutions. The unit now processes the monthly payroll for around 800,000 employees, representing an increase of more than 10% over the year. It also received a boost from preparations for the introduction of income tax withholding in France. Development in property management solutions continued to make progress with the increasing maturity of the new data-driven technologies. The reporting unit's operating margin on business activity came to 16.7% of revenue, up 1.8 points compared to 2017.

Investments during the year

## Investments during the year

### 1.1. ACQUISITIONS IN 2018

During 2018, the Sopra Steria Group announced the following acquisitions:

#### a. Apak

On 18 October 2018, through its subsidiary Sopra Banking Software, Sopra Steria acquired 100% of Apak, which develops specialised lending solutions for car loans and asset finance. Apak has been consolidated in Sopra Steria's consolidated financial statements since October 2018.

#### b. it-economics

On 6 July 2018, Sopra Steria announced that it had finalised the acquisition of it-economics, a German digital consulting firm, on 5 July 2018. The planned acquisition had first been announced in a press release on 15 May 2018. it-economics has been consolidated within Sopra Steria since 5 July 2018.

#### c. BLUECARAT

On 4 May 2018, Sopra Steria announced that it had finalised its acquisition of BLUECARAT, a German IT services company, on 3 May 2018. The planned acquisition had first been announced in a press release on 8 January 2018. BLUECARAT has been consolidated within Sopra Steria since May 2018.

#### d. O.R. System

On 4 April 2018, Sopra Banking Software completed the acquisition of O.R. System, the developer of a counterparty risk management solution for the banking sector and financial institutions. The company has been consolidated within Sopra Steria since the second quarter of 2018.

### 1.2. INFRASTRUCTURE AND TECHNICAL FACILITIES

A total of €52.2 million was invested in 2018 in infrastructure and technical facilities, as against €44.5 million in 2017.

Investments in facilities comprised the following:

- land and buildings: €2.1 million;
- fixtures and fittings: €28.6 million;
- IT equipment: €21.5 million.

### 1.3. RECENT DEVELOPMENTS

On 10 April 2019, Sopra Steria announced its plans to acquire SAB – a French core banking developer that generated €64.4 million in revenue in 2018 – to bolster Sopra Banking Software's strategy. This proposed acquisition is subject to customary closing conditions.

### 1.4. RATINGS GIVEN TO THE COMPANY BY CREDIT RATING AGENCIES

The Company is not rated by any financial rating agencies.

# Summary of results for the last five financial years

(in euros)	2018	2017	2016	2015	2014
<b>Financial position at year-end</b>					
■ Share capital	20,548	20,548	20,532	20,447	20,372
■ Number of shares issued	20,548	20,548	20,532	20,447	20,372
■ Number of bonds convertible into shares	-	-	-	-	-
<b>Results of operations for the year</b>					
■ Revenue excluding VAT	1,553,775	1,456,888	1,393,280	1,289,104	1,447,462
■ Profit before tax, depreciation, amortisation and provisions	127,749	140,168	169,579	39,930	-108,916
■ Corporate income tax	-26,012	-16,314	-3,368	-8,286	-18,678
■ Profit after tax, depreciation, amortisation and provisions	124,706	141,770	142,022	33,358	-118,714
■ Amount of profit distributed as dividends	38,013	49,314	45,170	34,759	38,706
<b>Earnings per share</b>					
■ Profit after tax but before depreciation, amortisation and provisions	7.48	7.62	8.42	2.36	-4.43
■ Profit after tax, depreciation, amortisation and provisions	6.07	6.90	6.92	1.63	-5.83
■ Dividend paid per share	1.85	2.40	2.20	1.70	1.90
<b>Employee data</b>					
■ Number of employees	13,083	13,238	13,086	12,793	15,213
■ Total payroll	610,196	593,410	575,237	580,995	699,464
■ Amount paid in respect of employee benefits (social security, employee discounts, etc.)	299,928	296,846	264,663	258,907	309,484

## Alternative performance indicators

- **Restated revenue:** revenue for the prior year, expressed on the basis of the scope and exchange rates for the current year.
- **Organic revenue growth:** increase in revenue between the period under review and restated revenue for the same period in the prior financial year.
- **EBITDA:** this measure, as defined in the Registration Document, is equal to consolidated operating profit on business activity after adding back depreciation, amortisation and provisions included in operating profit on business activity.
- **Operating profit on business activity:** this measure, as defined in the Registration Document, is equal to profit from recurring operations adjusted to exclude the share-based payment expense for stock options and free shares and charges to amortisation of allocated intangible assets.
- **Profit from recurring operations:** this measure is equal to operating profit before other operating income and expenses, which includes any particularly significant items of operating income and expense that are unusual, abnormal, infrequent or not foreseeable, presented separately in order to give a clearer picture of performance based on ordinary activities.
- **Basic recurring earnings per share:** this measure is equal to basic earnings per share before other operating income and expenses net of tax.
- **Free cash flow:** free cash flow is defined as the net cash from operating activities, less investments (net of disposals) in property, plant & equipment, and intangible assets, less net interest paid and less additional contributions to address any deficits in defined-benefit pension plans.

# CORPORATE GOVERNANCE AND COMPENSATION OF EXECUTIVE COMPANY OFFICERS

## BOARD OF DIRECTORS AS OF 11 APRIL 2019

PIERRE PASQUIER, Chairman of the Board of Directors



MEMBERS

16

- 15 Directors, including 2 Directors representing the employees
- 1 Non-Voting Director



MEN

54%



WOMEN

46%



AVERAGE AGE OF DIRECTORS AT 31/12/2018

60



NATIONALITIES

7



INDEPENDENT DIRECTORS

54%

7 Independent Directors out of 13 Directors appointed at the General Meeting



## SKILLS REPRESENTED ON THE BOARD OF DIRECTORS

It is a top priority for the Board of Directors to have a diverse range of skills. The Company has identified ten key competencies that it would like to be represented within the Board of Directors. These skills and areas of experience are as follows:

- |                                                                                                  |            |                                                        |            |
|--------------------------------------------------------------------------------------------------|------------|--------------------------------------------------------|------------|
| • Knowledge of consulting, digital services, software development, ability to promote innovation | <b>75%</b> | • Human resources and labour relations                 | <b>63%</b> |
| • Knowledge of one of the Group's main vertical markets                                          | <b>63%</b> | • International teams and organisations                | <b>88%</b> |
| • Entrepreneurial experience                                                                     | <b>50%</b> | • Social issues                                        | <b>63%</b> |
| • Executive management of an international group                                                 | <b>56%</b> | • Knowledge of Axway Software                          | <b>31%</b> |
| • Finance, risk management and control                                                           | <b>50%</b> | • Operational experience within the Sopra Steria Group | <b>56%</b> |

See Chapter 2 of the 2018 Registration Document for more information



## SENIOR MANAGEMENT

The Group's organisational structure is built around several central functions and a number of operational divisions. The Group's management's structure is underpinned by an Executive Management team, an Executive Committee and a Management Committee. Executive Management is represented by the Chief Executive Officer and the Deputy CEOs.

**VINCENT PARIS**  
Chief Executive Officer of Sopra Steria Group

**JOHN TORRIE**  
Deputy Chief Executive Officer of Sopra Steria Group

**LAURENT GIOVACHINI**  
Deputy Chief Executive Officer of Sopra Steria Group

The Executive Committee is made up of Executive Management and the heads of the main operating and functional entities.

The Management Committee is made up of the members of the Executive Committee members and of other operational and functional entities.

See Chapter 1 of the 2018 Registration Document for more information

# Board of Directors

## 1.1. Members of the Board of Directors

On the date at which this Registration Document was published, the Board of Directors had 15 members with the right to vote, 13 of whom were appointed at the General Meeting and two of whom were Directors representing employees.

Sopra Steria Group is under the de facto control of Sopra GMT, the holding company that takes an active role in managing the Group, through which the founders and their family groups hold the bulk of their shareholdings (see Chapter 6, "Sopra Steria Group and the stock market" on pages 217 to 220 of the Sopra Steria 2018 Registration Document).

### I SUMMARY PRESENTATION OF THE BOARD OF DIRECTORS

Name	Personal information				Position on the Board				Attendance rate (current term of office) June – December 2018			
	Age	Gender	Nationality	Number of directorships at listed companies (excluding Sopra Steria Group)	Independent Director	Beginning of term	End of current term	Years of service on the Board*	Board of Directors	Audit Committee	Nomination, Ethics and Governance Committee	Compensation Committee
<b>Pierre Pasquier</b> Chairman of the Board of Directors	83	M	FRA	1		12/06/2018	AGM 2024	51	100%		100%	
<b>Éric Pasquier</b> Vice-Chairman of the Board of Directors	48	M	FRA	0		12/06/2018	AGM 2024	5	100%	100%		
<b>Sopra GMT, represented by Kathleen Clark Bracco</b> Chairman of the Nomination, Ethics and Governance Committee	51	F	USA	1		12/06/2018	AGM 2024	5	100%		100%	100%
<b>Éric Hayat</b> Vice-Chairman of the Board of Directors	78	M	FRA	0		12/06/2018	AGM 2024	5	100%		100%	100%
<b>Astrid Anciaux</b> Director	54	F	BEL	0		12/06/2018	AGM 2020	5	100%			
<b>Solfrid Skilbrig</b> Director	59	F	NOR	0		12/06/2018	AGM 2020	4	100%			
<b>Michael Gollner</b> Director	60	M	USA/ GBR	1	Yes	12/06/2018	AGM 2022	1	100%	67%		
<b>Javier Monzón</b> Director	62	M	ESP	2	Yes	12/06/2018	AGM 2022	1	60%			100%
<b>Jean-Luc Placet</b> Chairman of the Compensation Committee	66	M	FRA	0	Yes	12/06/2018	AGM 2022	7	100%		100%	100%
<b>Sylvie Rémond</b> Director	55	F	FRA	0	Yes	12/06/2018	AGM 2020	4	100%			
<b>Marie-Hélène Rigal-Drogerys</b> Chairman of the Audit Committee	48	F	FRA	1	Yes	12/06/2018	AGM 2024	5	100%	100%		
<b>Jean-François Sammarcelli</b> Director	68	M	FRA	1	Yes	12/06/2018	AGM 2022	9	100%	100%	100%	
<b>Jessica Scale</b> Director	56	F	FRA/ GBR	0	Yes	12/06/2018	AGM 2020	3	100%		100%	100%

## Corporate governance and compensation of executive company officers

Name	Personal information				Position on the Board				Attendance rate (current term of office) June – December 2018			
	Age	Gender	Nationality	Number of directorships at listed companies (excluding Sopra Steria Group)	Independent Director	Beginning of term	End of current term	Years of service on the Board*	Board of Directors	Audit Committee	Nomination, Ethics and Governance Committee	Compensation Committee
<b>Hélène Badosa</b> Director representing the employees	60	F	FRA	0		Works Council Meeting of 27–28/09/2018	AGM 2020	0	100%			
<b>René-Louis Gaignard</b> Director representing the employees	53	M	FRA	0		Works Council Meeting of 27–28/09/2018	AGM 2020	0	100%			
<b>Jean-Bernard Rampini</b> Non-Voting Director	62	M	FRA	0		12/06/2018	AGM 2020	5	100%			

	Board of Directors	Audit Committee	Nomination, Ethics and Governance Committee	Compensation Committee
Number of meetings in financial year 2018	10	6	6	6
Attendance rate in financial year 2018	93%	83%	100%	98%

\* Number of years at the date of publication of the 2018 Registration Document, rounded to the nearest year.

F: Female M: Male.

**I CHANGES IN THE BOARD OF DIRECTORS AND ITS COMMITTEES**

	Departures <sup>(1)</sup>	Appointments <sup>(1)</sup>	Reappointments <sup>(1)</sup>
<b>Board of Directors</b>	François Odin (†2018) Jean-Bernard Rampini Emma Fernández Gérard Jean Jean Mounet Hervé Saint-Sauveur Christian Bret (Non-Voting Director) Aurélie Peuaud Gustavo Roldan de Belmira	Michael Gollner Javier Monzón Jean-Bernard Rampini (Non-Voting Director) Hélène Badosa 27–28/09/2018 René-Louis Gaignard 27–28/09/2018	Pierre Pasquier Éric Pasquier Sopra GMT, represented by Kathleen Clark Bracco Éric Hayat Astrid Anciaux Solfrid Skilbrigt Jean-Luc Placet Sylvie Rémond Marie-Hélène Rigal-Drogerys Jean-François Sammarcelli Jessica Scale
<b>Audit Committee</b>	François Odin (†2018) Hervé Saint-Sauveur	Éric Pasquier Jean-François Sammarcelli Michael Gollner	Marie-Hélène Rigal-Drogerys
<b>Nomination, Ethics and Governance Committee</b>	Gérard Jean Christian Bret (Non-Voting Director)	Jean-François Sammarcelli Jessica Scale	Sopra GMT, represented by Kathleen Clark Bracco Pierre Pasquier Éric Hayat Jean-Luc Placet
<b>Compensation Committee</b>	Gérard Jean Gustavo Roldan de Belmira Christian Bret (Non-Voting Director)	Javier Monzón Jessica Scale Hélène Badosa 21/02/2019	Sopra GMT, represented by Kathleen Clark Bracco Jean-Luc Placet Éric Hayat

(1) Unless stated otherwise, all departures, appointments and reappointments occurred on 12 June 2018.

### 1.1.1. CONSEQUENCES OF THE SOPRA-STERIA MERGER

The current size and composition of the Board of Directors again reflects to a large extent the negotiations conducted in 2014 by Sopra GMT with Groupe Steria with a view to its merger with Sopra Group to form Sopra Steria Group. These negotiations led to a shareholders' agreement being put in place between Sopra GMT and Soderi, Groupe Steria's general partner.

To foster integration between the two companies, this shareholders' agreement provides, until August 2019, a balance on the Board of Directors between the number of Directors representing Sopra GMT and those from Steria and for a Soderi representative to have one seat.

Both of these groups – which were originally composed of four Directors – were limited to just three each when the Board of Directors was reconfigured in June 2018 to reduce the size of the Board of Directors and increase the proportion of Independent Directors.

Sopra GMT's representatives pursuant to this agreement are Pierre Pasquier, Éric Pasquier and Kathleen Clark Bracco (permanent representative of Sopra GMT).

The Directors representing Steria are Astrid Anciaux, Solfrid Skilbrigt (Soderi's representative) and Éric Hayat. In addition, Jean-Bernard Rampini, Chairman of Soderi, continues to sit on the Board of Directors as a Non-Voting Director.

### 1.1.2. PRESENTATION OF THE DIVERSITY POLICY

The Board of Directors' diversity policy is to build a reasonably sized team reflecting the Group's needs and make-up, and the various different areas of interest, skills and experience that are needed for effective collective decision-making. Individually, each of the team's members should also possess the powers of judgement and foresight, and uphold the standards of ethical conduct expected of a Director.

The diversity issue and appointment of future members of the Board of Directors is considered every time a proposal is made to appoint or reappoint a Director at the General Meeting. The Nomination, Ethics and Governance Committee plays a key role in this area. The Committee and its Chairman were heavily involved in the renewal of the Board of Directors in 2018.

Diversity is frequently addressed by using measurable indicators such as gender balance, age, nationality and skills.

With respect to gender balance, the Company aims to continue moving toward gender equality to the greatest extent possible, and in any event has set itself the target of full compliance with the law in this respect. It is actively seeking to make its Board committees gender-balanced.

Women account for six of the thirteen appointments made at the General Meeting (46%). Two of the three committees are chaired

by a female Director. Two of the three female Independent Directors belong to at least one committee.

Age is not a criterion that is considered. The Company has not set a minimum or maximum age applicable to its Directors. However, French law limits the proportion of Directors aged over 70 to one-third. The average age of the members of the Board of Directors is 60. Two of the fifteen Directors are over 70 years old.

The Company believes that a foreign national generally brings a multicultural perspective when appointed as a Director of a French company. Given the international dimension of the Group's business activities, foreign nationals are an asset for the Board of Directors. Wherever possible, they should come from or live in the main countries in which the Group operates or in which it is seeking to expand some or all of its operations (United Kingdom, Spain, Scandinavia, Germany, United States). To attract Directors living outside France, the internal rules and regulations of the Board of Directors permit Directors to take part in meetings using videoconferencing or conference call systems, and the Company can make payments to cover their travel costs. A change in the arrangements used to assign the directors' fees set by shareholders at the General Meeting is also being considered to more accurately reflect the role and responsibility of each individual Director. Six of the fifteen Directors are foreign nationals, and two reside outside France.

It is a top priority for the Board of Directors to have a diverse range of skills. The Company has identified ten key competencies that it would like to be represented within the Board of Directors. These skills and areas of experience are as follows:

- knowledge of consulting, digital services, software development, ability to promote innovation;
- knowledge of one of the Group's main vertical markets;
- entrepreneurial experience;
- executive management of an international group;
- finance, risk management and control;
- human resources and labour relations;
- international teams and organisations;
- social issues (institutions, professional associations, non-profit organisations);
- knowledge of Axway Software;
- operational experience within the Sopra Steria Group.

Each of these ten key areas of expertise and experience are currently represented on the Board of Directors by several Directors (see table below):

Main areas of expertise and experience	Astrid Anciaux	Hélène Badosa	Kathleen Clark Sopra GMT representative	René-Louis Bracco	Michael Gaignard	Eric Gollner	Eric Hayat	Javier Monzón	Eric Pasquier	Pierre Pasquier	Jean-Luc Placet	Jean-Bernard Rampini	Sylvie Rémond	Marie-Hélène Rigal-Drogerys	Jean-François Sammarcelli	Jessica Scale	Solfrid Skilbrig
Consulting, digital services, software development, innovation	✓	✓	✓		✓	✓	✓	✓	✓	✓	✓	✓		✓		✓	✓
Knowledge of one of the Group's main vertical markets					✓	✓	✓	✓	✓	✓	✓	✓		✓	✓	✓	✓
Entrepreneurial experience	✓			✓	✓	✓		✓	✓	✓				✓			
Executive management of an international group				✓	✓	✓	✓	✓	✓		✓		✓	✓	✓	✓	✓
Finance, risk management and control	✓			✓		✓	✓	✓	✓		✓	✓	✓				
Human resources and labour relations	✓	✓			✓	✓	✓	✓	✓	✓	✓			✓			✓
International teams and organisations	✓		✓		✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Social issues	✓		✓	✓	✓	✓			✓	✓			✓		✓		
Knowledge of Axway Software			✓		✓			✓	✓				✓				
Operational experience within the Sopra Steria Group	✓	✓	✓	✓		✓		✓	✓		✓						✓

1.1.3. DIRECTORS REPRESENTING THE EMPLOYEES AND EMPLOYEE SHAREHOLDERS

- Two Directors representing employees were nominated in September 2018 by the Sopra Steria Group works council: Hélène Badosa, a member of the Compensation Committee, and René-Louis Gaignard.
- Astrid Anciaux, Chairman of the Supervisory Board of the FCPE Steriactions corporate mutual fund, has been a member of the Board of Directors since September 2014.

- Jean-Bernard Rampini, Non-Voting Director, continues to provide the Board of Directors with the benefit of his expertise in employee share ownership.

1.1.4. INDEPENDENT DIRECTORS

The Nomination, Ethics and Governance Committee also monitors the proportion of Independent Directors on the Board. Seven Directors are considered independent by the Board of Directors, or 54% of the Directors appointed by the shareholders at the General Meeting.

Every year, the Committee and then the Board of Directors review the status of each member of the Board of Directors with respect to the requirements for Independent Directors set out in Article 8 of the AFEP-MEDEF Code of Corporate Governance for Listed Companies:

Requirement 1: Employee or executive company officer in the past five years

Must not have been at any time over the preceding five years and must not currently be:

- an employee or executive company officer of the Company;
- an employee or executive company officer or Director of a company that the Company consolidates;
- an employee, executive company officer or Director of the parent company or of a company consolidated by that parent company.

Requirement 2: Cross-directorships

Must not be an executive company officer of a company in which the Company directly or indirectly holds a directorship, or in which an employee appointed as such or an executive company officer of the Company (currently serving or having served within the preceding five years) holds a directorship.

Requirement 3: Material business relationships

Must not be a customer, supplier, commercial banker or corporate banker:

- of material importance to the Company or Group;
- or a material portion of whose business is transacted with the Company or Group.

The materiality of the relationship with the Company or its Group is considered by the Board, and the quantitative and qualitative criteria used to formulate its opinion (continuity, economic reliance, exclusivity, etc.) are stated explicitly in the annual report.

Requirement 4: Family ties

Must not have close family ties with a company officer.

**Requirement 5: Statutory Auditor**

Must not have been a Statutory Auditor during the preceding five years.

**Requirement 6: Term of office of over 12 years**

Must not have been a Director of the Company for more than 12 years. Directors lose their Independent Director status on the 12th anniversary date of their appointment.

**Requirement 7: Non-executive company officer**

A non-executive company officer may not be considered independent if he/she receives his/her variable compensation in cash or shares or any other payment linked to the performance of the Company or the Group.

**Requirement 8: Major shareholder**

Directors representing major shareholders of the Company or its parent company may be considered independent if these shareholders do not have full or partial control of the Company. However, if the relevant major shareholders hold more than 10% of the share capital or of voting rights, the Board, based on a report by the nomination committee, considers as a matter of course the Directors' independent status with regard to the composition of the share capital and any potential conflicts of interest.

Requirements <sup>(1)</sup>	Michael Gollner	Javier Monzón	Jean-Luc Placet	Sylvie Rémond	Marie-Hélène Rigal-Drogerys	Jean-François Sammarcelli	Jessica Scale
Requirement 1: <i>Executive company officer in the past five years</i>	✘	✓	✓	✓	✘	✓	✓
Requirement 2: <i>Cross-directorships</i>	✓	✓	✓	✓	✓	✓	✓
Requirement 3: <i>Material business relationships</i>	✓	✓	✓	✓	✓	✓	✓
Requirement 4: <i>Family ties</i>	✓	✓	✓	✓	✓	✓	✓
Requirement 5: <i>Statutory Auditor</i>	✓	✓	✓	✓	✓	✓	✓
Requirement 6: <i>Term of office of over 12 years</i>	✓	✓	✓	✓	✓	✓	✓
Requirement 7: <i>Non-executive company officer</i>	✓	✓	✓	✓	✓	✓	✓
Requirement 8: <i>Major shareholder</i>	✓	✓	✓	✓	✓	✓	✓

(1) In this table, ✓ represents an independence requirement that is satisfied and ✘ an independence requirement that is not satisfied.

**Comments and clarifications**

**Requirement 1**

Like Sopra Steria Group, Axway Software is fully consolidated by Sopra GMT. In keeping with the opinion of the Nomination, Ethics and Governance Committee, the Board of Directors considers that the status of Michael Gollner and of Marie-Hélène Rigal-Drogerys as members of the Board of Directors of Axway Software does not call into question their status as Independent Directors:

- Axway Software's day-to-day operations and investments are not discussed by Sopra Steria Group's Board of Directors, although it is kept informed on a regular basis of the company's position operational and financial performance;
- the procedure for handling potential conflicts of interest apply to the consideration of matters related to Axway Software;
- the Independent Directors present on both Sopra Steria Group's and Axway Software's Boards of Directors ensure that opinions independent of the core shareholder are heard on issues concerning both companies and their strategy.

**Requirement 3**

Sopra Steria Group purchases consulting services from PwC. Jean-Luc Placet's role within PwC is not connected operationally with the relevant activities. These services are not material either for Sopra Steria Group or for PwC, either with respect to their nature or the revenues they generate (0.03% of the Group's purchases). They

do not give rise to any reciprocal dependence. Accordingly, the Nomination, Ethics and Governance Committee considers that these services do not constitute a material business relationship likely to call into question Jean-Luc Placet's status as an Independent Director. The Board of Directors has endorsed this view.

On the recommendation of the Nomination, Ethics and Governance Committee, the Board of Directors concluded that:

- Sylvie Rémond was appointed in her own name and does not represent the Société Générale group on the Board of Directors;
- Sylvie Rémond's professional duties do not place her in a position to take or influence decisions within the Société Générale group that might have repercussions for Sopra Steria's business or operations;
- the Société Générale group does not generally act as an advisor for the Group's external growth transactions;
- although the Société Générale group is a major client for Sopra Steria (accounting for more than 1% of the Group's revenue), the existing business relations between the two groups do not entail any mutual dependence and are not different in nature from those maintained by Sopra Steria with other large French and international banking groups, given that the banking sector is one of Sopra Steria's key markets.

No other business relationships were identified by the Company with Independent Directors.

1.1.5. SENIOR INDEPENDENT DIRECTOR

Since the duties of Chairman of the Board of Directors and of Chief Executive Officer are held by separate individuals, no Senior Independent Director (*administrateur référent*) has been appointed. The Chairman of the Board of Directors is responsible for the Board's shareholder relations (see Section 2 below: "Role and compensation of executive company officers").

1.1.6. NON-VOTING DIRECTORS

Under the Articles of Association, Non-Voting Directors shall attend Board of Directors' meetings, and shall receive notice of such meetings in the same manner as the Directors. At the initiative of the Board of Directors, they may also serve on the committees created by the Board.

Non-voting members receive all documents provided to the Board of Directors. They shall keep the Board's items of business confidential.

Non-voting members have no decision-making powers, but are at the disposal of the Board of Directors and its Chairman to provide their opinions on matters of all types submitted to them, particularly technical, commercial, administrative and financial matters. They participate in deliberations in an advisory capacity, but do not take part in votes. Their absence from meetings has no effect on the validity of decisions.

Jean-Bernard Rampini, currently the Company's only Non-Voting Director, brings to the Board of Directors his expertise in employee share ownership. His term of office will end at the close of the General Meeting convened in 2020 to approve the financial statements for the year ending 31 December 2019.

1.1.7. DETAILED PRESENTATION OF THE MEMBERS OF THE BOARD OF DIRECTORS

<p><b>PIERRE PASQUIER</b> Chairman of the Board of Directors</p>		<p>Number of shares in the Company owned personally: <b>108,113</b> <sup>(1)</sup></p>		
	<ul style="list-style-type: none"> <li>Member of the Nomination, Ethics and Governance Committee</li> </ul>	<p><b>Date of first appointment:</b> 1968 (date Sopra was founded)</p> <p><b>Date term of office ends:</b> General Meeting to approve the financial statements for the year ended 31/12/2023</p>		
	<p><b>Business address:</b> Sopra Steria Group – 6 Avenue Kleber 75116 Paris – France</p> <p><b>Nationality:</b> French                      <b>Age:</b> 83</p>			
<p><b>Main positions and appointments currently held</b></p>		<p style="text-align: center;"><b>Appointments</b></p>		
		<b>Outside the Group</b>	<b>Outside France</b>	<b>Listed company</b>
<ul style="list-style-type: none"> <li>Chairman of the Board of Directors of Sopra Steria Group</li> </ul>				✓
<ul style="list-style-type: none"> <li>Chairman of the Board of Directors of Axway Software</li> </ul>		✓		✓
<ul style="list-style-type: none"> <li>Chairman and CEO of Sopra GMT</li> </ul>		✓		
<p><b>Biography</b></p> <p>Pierre Pasquier has served as Chairman of the Board of Directors since the company, which he co-founded, was established in 1968. He is a graduate of the University of Rennes (mathematics, 1962).</p> <p>Pierre Pasquier served as Chairman and Chief Executive Officer of Sopra Group until 20 August 2012, when the roles of Chairman and Chief Executive Officer were separated.</p> <p>Pierre Pasquier is Chairman and Chief Executive Officer of Sopra GMT, the holding company for Sopra Steria Group and Axway Software.</p> <p>Pierre Pasquier has served as Chairman of the Board of Directors of Axway Software – formerly a wholly owned subsidiary of Sopra Steria Group listed on the stock exchange in June 2011 – since it was formed.</p> <p>Pierre Pasquier has over 50 years' experience in IT services and corporate management.</p>				

(1) The Pasquier family group holds 68.44% of the share capital of Sopra GMT (the holding company that takes an active role in managing Sopra Steria Group and Axway Software). Shares held directly or indirectly through Sopra GMT by the Chairman in a personal capacity or by the Chairman's family group make up more than 10% of the Company's share capital. See Chapter 6, Section 2 ("Share ownership structure"), on page 217 of the Sopra Steria 2018 Registration Document.

**ÉRIC PASQUIER**

Vice-Chairman of the Board of Directors

Number of shares in the Company owned personally: **503** <sup>(1)</sup>



- Member of the Audit Committee

**Business address:**  
Sopra Banking Software –  
6 avenue Kleber 75116 Paris – France

**Nationality:** French      **Age:** 48

**Date of first appointment:** 27/06/2014  
**Date term of office ends:** General Meeting to approve the financial statements for the year ended 31/12/2023

Main positions and appointments currently held	Appointments		
	Outside the Group	Outside France	Listed company
<ul style="list-style-type: none"> <li>Chief Executive Officer of Sopra Banking Software</li> <li>Managing Director and member of the Board of Directors of Sopra GMT</li> <li>Company officer of direct and indirect subsidiaries of Sopra Steria Group</li> </ul>			✓
<b>Other directorships and offices held during the last five years</b>			
<ul style="list-style-type: none"> <li>Not applicable</li> </ul>			

**Biography**

Éric Pasquier has been a member of the Board of Directors of Sopra Steria Group since 2014 and is Managing Director of Sopra GMT, the holding company that takes an active role in managing Sopra Steria Group and Axway Software.

After completing his engineering studies at EPITA, he joined Sopra Steria Group in 1999, handling the operational management of major IT projects. In 2004, he became head of the Group's operations in Spain to define its delivery model there, which would later be rolled out across the entire Group. He was then appointed Managing Director of the Spanish subsidiaries, where he oversaw their growth and profitability in a difficult economic context. In 2014, he became Deputy Chief Executive Officer of Sopra Banking Software, and then its CEO in 2016. Since 2014, Éric Pasquier has supported major banking clients in Europe, the Middle East and Africa through their digital transformation, while overseeing the rollout of Sopra Banking Software's project.

(1) The Pasquier family group holds 68.44% of the share capital of Sopra GMT (the holding company that takes an active role in managing Sopra Steria Group and Axway Software). Shares held directly or indirectly through Sopra GMT by the Chairman in a personal capacity or by the Chairman's family group make up more than 10% of the Company's share capital. See Section 2 of Chapter 6 "Share ownership structure" on page 217 of the Sopra Steria 2018 Registration Document.

**SOPRA GMT**

**KATHLEEN CLARK BRACCO**

Permanent representative of Sopra GMT

Number of shares in the Company held by Sopra GMT:  
**4,034,409**



- Chairman of the Nomination, Ethics and Governance Committee
- Member of the Compensation Committee

**Date of first appointment:** 27/06/2014

**Date term of office ends:** General Meeting to approve the financial statements for the year ended 31/12/2023

**Business address:**

Sopra Steria Group – 6 Avenue Kleber 75116 Paris – France

**Nationality:** American      **Age:** 51

**Appointments**

Main positions and appointments currently held by Kathleen Clark Bracco	Appointments		
	Outside the Group	Outside France	Listed company
■ Director of Corporate Development of Sopra Steria Group			✓
■ Vice-Chairman of the Board of Directors of Axway Software	✓		✓
■ Deputy Director of Sopra GMT	✓		
■ Director or permanent representative of Sopra GMT at Sopra Steria Group subsidiaries (direct and indirect)			
<b>Other directorships and offices held during the last five years</b>			
■ Director of Sopra Group – (19/06/2012 – 15/07/2014)			✓

**Biography**

Kathleen Clark Bracco is Director of Corporate Development for Sopra Steria Group.

A graduate of the University of California, Irvine (literature, 1994) and the University of California, San Jose (English, 1989), she began her career in teaching in the United States.

She headed up Group Investor Relations for over 12 years.

Ms Clark Bracco has been a member of the Board of Directors of Axway Software since 28 April 2011 and has served as Deputy Chairman since 24 October 2013.

She has been Deputy Director of Sopra GMT since 1 January 2012 and permanent representative of Sopra GMT on the Board of Directors of Sopra Steria Group since 27 June 2014, after having served as a Director from June 2012 until that date.

**ÉRIC HAYAT**

Vice-Chairman of the Board of Directors

Number of shares in the Company  
owned personally: **37,068**

- Member of the Compensation Committee
- Member of the Nomination, Ethics and Governance Committee

**Business address:**  
Sopra Steria Group – 6 Avenue Kleber 75116 Paris – France

**Nationality:** French      **Age:** 78

**Date of first appointment:** 27/06/2014

**Date term of office ends:** General Meeting to approve the financial statements for the year ended 31/12/2023

Main positions and appointments currently held	Appointments		
	Outside the Group	Outside France	Listed company
■ President of Éric Hayat Conseil	✓		
■ Chairman of the public interest group <i>Modernisation des Déclarations Sociales</i> (MDS GIP)	✓		
<b>Other directorships and offices held during the last five years</b>			
■ Director of Rexecode	✓		
■ Member of the Supervisory Board and then Chairman of the Board of Directors of Groupe Steria SA			✓

**Biography**

Éric Hayat has been Deputy Chairman of the Board of Directors of Sopra Steria Group since 3 September 2014, the date of Sopra Steria Group's successful public exchange offer for Groupe Steria SCA. Éric Hayat was co-founder and then Deputy CEO of Steria SA. He holds an engineering degree from the École Nationale Supérieure de l'Aéronautique.

He was previously Chairman of Syntec Informatique (1991–1997), and of Fédération Syntec (1997–2003), and then a member of the Executive Board of the French employers' union MEDEF (1997–2005).

**ASTRID ANCIAUX**

Director

Number of shares in the Company  
owned personally: **845**

**Business address:**  
Sopra Steria Benelux – Le Triomphe  
Avenue Arnaud Fraiteur 15/23  
1050 Brussels – Belgium

**Nationality:** Belgian      **Age:** 54

**Date of first appointment:** 27/06/2014

**Date term of office ends:** General Meeting to approve the financial statements for the year ended 31/12/2019

Main positions and appointments currently held	Appointments		
	Outside the Group	Outside France	Listed company
■ Chief Finance Officer of Sopra Steria Benelux			
■ Company officer of direct and indirect subsidiaries of Sopra Steria Group		✓	
■ Chairman of the Supervisory Board of the Steriactions company mutual fund (FCPE)			
■ Director of Soderi	✓		
<b>Other directorships and offices held during the last five years</b>			
■ <i>Not applicable</i>			

**Biography**

Currently Finance Director of Sopra Steria Benelux with over 30 years of experience in three regions, Astrid Anciaux has been a member of the Board of Directors since 3 September 2014, the date of Sopra Steria Group's successful public exchange offer for Groupe Steria SCA.

After studying at EPHEC (*École Pratique des Hautes Études Commerciales*) in Brussels, she gained professional experience at an accounting firm before joining the finance department at Steriabel, Steria's first Belgian subsidiary, in 1987.

Astrid Anciaux also chairs the Supervisory Board of the Steriactions employee investment fund and is a member of the Board of Directors of Soderi.

**SOLFRID SKILBRIGT**  
Director

Number of shares in the Company owned personally: **1,187**



**Business address:**  
Sopra Steria Group Biskop Gunnerus' gate 14A  
0185 Oslo – Norway

**Nationality:** Norwegian      **Age:** 59

**Date of cooption:** 21/04/2015  
**Date term of office ends:** General Meeting to approve the financial statements for the year ended 31/12/2019

Main positions and appointments currently held	Appointments		
	Outside the Group	Outside France	Listed company
<ul style="list-style-type: none"> <li>Director of HR &amp; Strategy at Sopra Steria Group Scandinavia</li> </ul>			
<ul style="list-style-type: none"> <li>Director of Soderi</li> </ul>	✓		
<ul style="list-style-type: none"> <li>Director of the French-Norwegian Chamber of Commerce</li> </ul>	✓	✓	
<b>Other directorships and offices held during the last five years</b>			
<ul style="list-style-type: none"> <li>Not applicable</li> </ul>			

**Biography**

Solfrid Skilbrigt currently oversees Sopra Steria's Human Resources, Strategy, Marketing and Communications department in Scandinavia. She has a Masters of Management from the Norwegian Business School specialising in knowledge management, change management, information management and business intelligence. She has been with Steria Group since 2001, holding a variety of positions in human resources in Scandinavia, as well as at the same time taking charge of social and environmental responsibility at Group level, until the tie-up with Sopra in 2015. From 1986 to 2001, she worked for the Bull group in Norway as Business Director, head of the infrastructure unit and Human Resources Director.

**MICHAEL GOLLNER**  
Independent Director

Number of shares in the Company owned personally: **100**



- Member of the Audit Committee

**Business address:**  
21 Poland Street  
London United Kingdom W1F 8QG

**Nationality:** American      **Age:** 60  
and British

**Date of first appointment:** 12/06/2018  
**Date term of office ends:** General Meeting to approve the financial statements for the year ended 31/12/2021

Main positions and appointments currently held	Appointments		
	Outside the Group	Outside France	Listed company
<ul style="list-style-type: none"> <li>Director of Axway Software</li> </ul>	✓		✓
<ul style="list-style-type: none"> <li>Executive Chairman of Madison Sports Group</li> </ul>	✓		
<ul style="list-style-type: none"> <li>Managing Partner of Operating Capital Partners</li> </ul>	✓		
<ul style="list-style-type: none"> <li>Director of Zlien, Incorporated</li> </ul>	✓		
<b>Other directorships and offices held during the last five years</b>			
<ul style="list-style-type: none"> <li>Not applicable</li> </ul>			

**Biography**

Michael Gollner has been a member of the Board of Directors of Axway Software since 24 May 2012. Since 2013, he has been Executive Chairman of Madison Sports Group, promoter of the Six Day Series professional cycling events. He is also Managing Partner of Operating Capital Partners, an investment firm that he founded in 2008. He previously served as Managing Director – Europe for Citigroup Venture Capital (and then its successor, Court Square Capital) from 1999 to 2008.

Before that he had worked for several investment banks: Marine Midland Bank from 1985 to 1987, Goldman Sachs International from 1989 to 1994 and Lehman Brothers International from 1994 to 1999.

Michael Gollner is a graduate of Tulane University in New Orleans and holds an MBA from the Wharton School as well as an MA in International Studies from the University of Pennsylvania.

**JAVIER MONZÓN**  
Independent DirectorNumber of shares in the Company  
owned personally: 100

- Member of the Compensation Committee

Date of first appointment: 12/06/2018

**Business address:**

Sopra Steria Group – 6 Avenue Kleber 75116 Paris – France

Date term of office ends: General Meeting to  
approve the financial statements for the year ended  
31/12/2021

Nationality: Spanish

Age: 62

Main positions and appointments currently held	Appointments		
	Outside the Group	Outside France	Listed company
<ul style="list-style-type: none"> <li>Chairman of the Board of Directors of Prisa Group, Spain</li> </ul>	✓	✓	✓
<ul style="list-style-type: none"> <li>Chairman of the Board of Directors of Openbank (Santander Group in Spain) and Member of the Board of Directors of Santander Group, Spain</li> </ul>	✓	✓	
<ul style="list-style-type: none"> <li>Director of Ferroglobe, United Kingdom</li> </ul>	✓	✓	✓
<ul style="list-style-type: none"> <li>Member of the Advisory Board of Trident Cybersecurity and Member of the Board of 4IQ, United States</li> </ul>			
<ul style="list-style-type: none"> <li>Chairman of the Executive Committee of Fundación CyD, Spain</li> </ul>			
<ul style="list-style-type: none"> <li>Member of the Board of Endeavor, Spain</li> </ul>			
<ul style="list-style-type: none"> <li>Member of the International Advisory Council of The Brookings Institution, United States</li> </ul>			
<b>Other directorships and offices held during the last five years</b>			
<ul style="list-style-type: none"> <li>Chairman and Chief Executive Officer of Indra, Spain</li> </ul>	✓	✓	✓
<ul style="list-style-type: none"> <li>Director of ACS and ACS Servicios y Concesiones, Spain</li> </ul>	✓	✓	✓
<ul style="list-style-type: none"> <li>Member of the Supervisory Board of Lagardère, France</li> </ul>	✓		✓
<ul style="list-style-type: none"> <li>Vice-Chairman of the Board of Universidad Carlos III de Madrid, Spain</li> </ul>			

**Biography**

Javier Monzón is an economist. His professional career has been focused on finance and technology. He served as Corporate Banking Director of Cajamadrid, a large Spanish savings bank, and a Partner at Arthur Andersen in charge of Corporate Finance Consulting Services in Spain. He was appointed as Chief Financial Officer and Executive Vice President of Telefónica in charge of strategic business development, as well as Chairman of Telefónica International. From 1993 to 2015, he was Chairman and Chief Executive Officer of Indra, Spain's largest IT company. He was also a member of the Supervisory Board of Lagardère.

He is currently Chairman of the Board of Directors and Chairman of the Appointments, Compensation and Governance Committee of Prisa Group in Spain, Director of (Nasdaq-listed) Ferroglobe in the United Kingdom, Chairman of Openbank (Santander Group's digital bank) and Member of the Board and Chairman of the Appointments Committee of Banco Santander in Spain. He is also an investor in several technology companies in Europe and the United States.

In addition to his executive management roles, Javier Monzón has been closely involved in non-profit organisations focusing on education, innovation and entrepreneurship. He was Vice-Chairman of the Board of Universidad Carlos III de Madrid in Spain, and is currently Chairman of the Executive Committee of Fundación CyD, a member of the Board of Endeavor in Spain, and a member of the International Advisory Council of The Brookings Institution in the United States.

**JEAN-LUC PLACET**  
Independent Director

Number of shares in the Company owned personally: **100**



- Chairman of the Compensation Committee
- Member of the Nomination, Ethics and Governance Committee

**Business address:**  
PwC – 63 rue de Villiers  
92208 Neuilly-sur-Seine – France

**Nationality:** French      **Age:** 66

**Date of first appointment:** 19/06/2012

**Date term of office ends:** General Meeting to approve the financial statements for the year ended 31/12/2021

Main positions and appointments currently held	Appointments		
	Outside the Group	Outside France	Listed company
■ PwC Partner	✓		
■ Chairman of IDRH SA	✓		
<b>Other directorships and offices held during the last five years</b>			
■ Member of the Conseil Économique, Social et Environnemental			
■ Chairman of Fédération Syntec			
■ Member of the Statutory Committee of MEDEF			
■ Chairman of EPIDE			

**Biography**

Jean-Luc Placet is a partner at PwC and Chairman of IDRH SA. After graduating from the ESSEC business school, he began his career with Saint-Gobain's marketing department and then *L'Expansion* magazine before joining IDRH in 1981. As Chairman and Chief Executive Officer of IDRH from 1992 to 2016, he helped a number of government ministries (notably including infrastructure and finance) and French multinationals (including Lafarge, Michelin, BNP Paribas and France Télécom) run projects in the areas of strategic analysis, organisation, management and human resources. He is a member of the Statutory Committee of MEDEF.

**SYLVIE RÉMOND**  
Independent Director

Number of shares in the Company owned personally: **2**



**Business address:**  
Société Générale  
75886 Paris Cedex 18 – France

**Nationality:** French      **Age:** 55

**Date of cooption:** 17/03/2015

**Date term of office ends:** General Meeting to approve the financial statements for the year ended 31/12/2019

Main positions and appointments currently held	Appointments		
	Outside the Group	Outside France	Listed company
■ Group Chief Risk Officer, Société Générale Group			
■ Director of Sogecap (Société Générale Group)	✓		
<b>Other directorships and offices held during the last five years</b>			
■ Director, SGBT Luxembourg (Société Générale group)	✓	✓	✓
■ Director of Rosbank, Russia (Société Générale group)	✓	✓	
■ Director of KB Financial Group Czech Republic (Société Générale group)	✓	✓	
■ Director, ALD SA, France (a subsidiary of Société Générale Group)	✓		✓
■ Director of Oseo Banque	✓		

**Biography**

Sylvie Rémond has been Group Chief Risk Officer of the Société Générale Group since May 2018. She has been a member of the Société Générale Group's Executive Committee since January 2011. She joined Société Générale in 1985 and held various different positions in the Individual Client Division and the Large Corporate Division. In 1992, she joined the Acquisition Finance team within the Structured Finance business. Subsequently in 2000, she was appointed as co-head of the Corporate and Acquisition Finance syndication team. She joined the Risk Division in 2004 as co-head of credit risk for the Corporate and Investment Banking unit, before becoming Deputy Group Chief Risk Officer in January 2010. In January 2015, she was appointed Co-Head of the Coverage and Investment Banking Division, a position she held until May 2018. Sylvie Rémond is a graduate of the ESC Rouen business school.

**MARIE-HÉLÈNE RIGAL-DROGERYS**

Independent Director

Number of shares in the Company  
owned personally: **100**

- Chairman of the Audit Committee

**Business address:**

École Normale Supérieure de Lyon  
15, parvis René Descartes, BP 7000 –  
69342 Lyon Cedex 07 – France

**Nationality:** French**Age:** 48**Date of first appointment:** 27/06/2014**Date term of office ends:** General Meeting to  
approve the financial statements for the year ended  
31/12/2023

Main positions and appointments currently held	Appointments		
	Outside the Group	Outside France	Listed company
<ul style="list-style-type: none"> <li>■ Advisor to the President, École Normale Supérieure de Lyon</li> </ul>			
<ul style="list-style-type: none"> <li>■ Director of Axway Software</li> </ul>	✓		✓
<ul style="list-style-type: none"> <li>■ Expert member of the Advisory Board, Institut Mines-Télécom (IMT) Albi-Carmaux</li> </ul>			
Other directorships and offices held during the last five years			
<ul style="list-style-type: none"> <li>■ Consultant and Partner of ASK Partners</li> </ul>			

**Biography**

Currently serving as advisor to the President at the *École Normale Supérieure de Lyon*, Marie-Hélène Rigal-Drogerys was a consulting partner with ASK Partners. With a PhD in mathematics, she began her career as a lecturer and researcher at the University of Montpellier and then at École Normale Supérieure de Lyon. She then joined Mazars as Senior Manager, where she notably managed Sopra Group's financial audit. Since 2009, she has worked in strategic and organisational consulting.

**JEAN-FRANÇOIS SAMMARCELLI**

Independent Director

Number of shares in the Company  
owned personally: **500**

- Member of the Audit Committee
- Member of the Nomination, Ethics and Governance Committee

**Business address:**

Sopra Steria Group – 6 avenue Kleber, 75116 Paris – France

**Nationality:** French**Age:** 68**Date of cooption:** 15/04/2010**Date term of office ends:** General Meeting to  
approve the financial statements for the year ended  
31/12/2021

Main positions and appointments currently held	Appointments		
	Outside the Group	Outside France	Listed company
<ul style="list-style-type: none"> <li>■ Chairman of the Supervisory Board, NextStage</li> </ul>	✓		✓
<ul style="list-style-type: none"> <li>■ Director of RiverBank, Luxembourg</li> </ul>	✓	✓	
<ul style="list-style-type: none"> <li>■ Director of Crédit du Nord</li> </ul>	✓		
<ul style="list-style-type: none"> <li>■ Director of Boursorama</li> </ul>	✓		
<ul style="list-style-type: none"> <li>■ Director of Sogeprom</li> </ul>	✓		
<ul style="list-style-type: none"> <li>■ Member of the Supervisory Board of Société Générale Marocaine de Banques</li> </ul>	✓	✓	
<ul style="list-style-type: none"> <li>■ Director of Société Générale Monaco</li> </ul>	✓		
<ul style="list-style-type: none"> <li>■ Non-Voting Director of Ortec Expansion</li> </ul>	✓		
Other directorships and offices held during the last five years			
<ul style="list-style-type: none"> <li>■ Advisor to the Chairman of Société Générale</li> </ul>			
<ul style="list-style-type: none"> <li>■ Chairman of the Board of Directors of Crédit du Nord</li> </ul>	✓		
<ul style="list-style-type: none"> <li>■ Director of Banque Tarneaud</li> </ul>	✓		
<ul style="list-style-type: none"> <li>■ Director of Amundi Group</li> </ul>	✓		
<ul style="list-style-type: none"> <li>■ Permanent representative of SG FSH on the Board of Directors of Franfinance</li> </ul>	✓		

**Biography**

Jean-François Sammarcelli is a graduate of the *École Polytechnique* and spent his entire career at Société Générale. In particular, he served as Deputy Chief Executive Officer and Head of Retail Banking in France from 2010 to 2014, his last positions before his retirement in 2015. He also was Chairman of the Board of Directors of Crédit du Nord and has been a Director of Banque Tarneaud and Amundi Group.

<b>JESSICA SCALE</b>		Number of shares in the Company owned personally: <b>10</b>	
Independent Director			
	<ul style="list-style-type: none"> <li>Member of the Compensation Committee</li> <li>Member of the Nomination, Ethics and Governance Committee</li> </ul>	<b>Date of first appointment:</b> 22/06/2016 <b>Date term of office ends:</b> General Meeting to approve the financial statements for the year ended 31/12/2019	
	<b>Business address:</b> Sopra Steria Group – 6 Avenue Kleber 75116 Paris – France		
	<b>Nationality:</b> French and British <b>Age:</b> 56		
		<b>Appointments</b>	
<b>Main positions and appointments currently held</b>		<b>Outside the Group</b>	<b>Outside France</b>
<ul style="list-style-type: none"> <li>Chairman of digitfit</li> <li>Independent consultant specialising in the challenges posed by the digital transformation</li> </ul>		✓	<b>Listed company</b>
<b>Other directorships and offices held during the last five years</b>			
<ul style="list-style-type: none"> <li>Not applicable</li> </ul>			
<b>Biography</b>			
Jessica Scale runs digitfit, a hub that advises senior executives on the opportunities provided by the digital transformation. A graduate of Sciences Po Paris and holder of a PhD in political science, she has taught at Sciences Po Paris since 1990. Having begun her career in strategy consulting (at Bossard and PwC), she held operational management and executive management positions at tech companies (including IBM Global Services, Unisys and Logica-CGI). She has been involved in international entrepreneurship networks and in campaigns promoting women in business. She has also written books on strategy, communication and marketing.			

<b>HÉLÈNE BADOSA</b>		Number of shares in the Company owned personally: <b>None</b>	
Director representing the employees			
	<b>Business address:</b> Sopra Steria Group – 6 Avenue Kleber 75116 Paris – France	<b>Date of first appointment:</b> Works Council Meeting of 27–28/09/2018 <b>Date term of office ends:</b> General Meeting to approve the financial statements for the year ended 31/12/2019	
	<b>Nationality:</b> French <b>Age:</b> 61		
			<b>Appointments</b>
<b>Main positions and appointments currently held</b>		<b>Outside the Group</b>	<b>Listed company</b>
<ul style="list-style-type: none"> <li>Lead Engineer</li> <li>Member of the Board of Directors of the Traid-Union union</li> <li>Manager of two SCIs</li> </ul>			✓
<b>Other directorships and offices held during the last five years</b>			
<ul style="list-style-type: none"> <li>Member of the Regional Economic Commission - SSG Auvergne-Rhône-Alpes</li> <li>SSG - Lyon's employee representative affiliated with the Traid Union trade union</li> <li>Union representative with the Lyon and Aix-en-Provence CHSCT (Health, safety and working conditions commission)</li> </ul>			
<b>Biography</b>			
Hélène Badosa, currently a testing specialist for one of Sopra Steria's large client accounts, began her professional career as an IT specialist. After running a department in EDS' data processing centre in north-eastern France, she resumed her studies at the age of 37 and specialised in production management, going on to become an SAP ERP consultant. In the last 19 years with Sopra Steria, she has worked on numerous engineering projects, both in France and abroad.			

**RENÉ-LOUIS GAINARD**

Director representing the employees

Number of shares in the Company owned personally: None



**Business address:**  
Sopra Steria Group – 6 Avenue Kleber 75116 Paris – France

**Nationality:** French      **Age:** 53

**Date of first appointment:** Works Council Meeting of 27–28/09/2018

**Date term of office ends:** General Meeting to approve the financial statements for the year ended 31/12/2019

**Appointments**

**Main positions and appointments currently held**

Outside the Group	Outside France	Listed company
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- Business Analyst in healthcare and social affairs



**Other directorships and offices held during the last five years**

- *Not applicable*

**Biography**

René-Louis Gaignard began his career with Unilog, where he worked as a programmer/analyst. He then joined Inforsud (a company acquired in 2003 by Sopra Group) where he became project leader in banking information and desktop publishing. Since 2017, he has been a business analyst in healthcare and social affairs. In a private capacity, René-Louis Gaignard is the treasurer of a sports association in the Tarn department.

**JEAN-BERNARD RAMPINI**

Non-Voting Director

Number of shares in the Company owned personally: **1,815**



**Business address:**  
Sopra Steria Group – 6 Avenue Kleber 75116 Paris – France

**Nationality:** French      **Age:** 62

**Date of first appointment:** 27/06/2014

**Date term of office ends:** General Meeting to approve the financial statements for the year ended 31/12/2019

**Appointments**

**Main positions and appointments currently held**

Outside the Group	Outside France	Listed company
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- Innovation Executive Manager, Sopra Steria Group
- Chairman of the Board of Directors of Soderi
- Founder and Director of Fondation Sopra Steria Group - Institut de France



**Other directorships and offices held during the last five years**

- *Not applicable*

**Biography**

An alumnus of the École Supérieure d'Électronique-Informatique-Automatique, Jean-Bernard Rampini is currently Innovation Executive Manager at Sopra Steria Group and Chairman of the Board of Directors of Soderi. He is also the founder and a Director of the Sopra Steria – Institut de France Foundation.

Jean-Bernard Rampini has been with Sopra Steria Group for over 38 years. He became Chief Operating Officer at Steria after having led and developed Steria's Transport and Manufacturing vertical markets for over 20 years, both in France and abroad, first as Deputy Director and then as Director of Steria's Transport and Industry business unit, and Chief Executive Officer of Steria's Singapore subsidiary. He gained an independent director qualification awarded by IFA-Sciences Po in 2017.

Owing to their professional experience as well as activities pursued outside the Company, the members of the Board of Directors have all acquired expertise in the area of management and some of them also have gained expertise in the Company's industry sector.

In addition, to the best of the Company's knowledge, none has:

- any conflict of interest affecting the exercise of his/her duties and responsibilities;
- any familial relationship with another member of the Board of Directors, with the exception of Éric Pasquier, who is related to Pierre Pasquier;
- any conviction during the last five years in relation to fraudulent offences;

- been incriminated and/or been the focus of an official public sanction issued by statutory or regulatory authorities, nor barred by a court from serving as a member a supervisory board, board of directors or other management body of an issuer or from taking part in the management or conduct of an issuer's business affairs at any point during the past five years;
- been involved in any bankruptcy proceedings or been subject to property sequestration during the last five years as a member of a board of directors, a management body or a supervisory board.

Furthermore, there are no service agreements binding the members of governing and management bodies to the issuer or to any one of its subsidiaries that provide benefits upon the termination of such agreements.

## Role and compensation of executive company officers

### 1.1. Roles of executive company officers

On 19 June 2012, Sopra's Board of Directors decided to separate the roles of Chairman and Chief Executive Officer. It confirmed this decision at the meeting it held after the General Meeting of 12 June 2018, during which the terms of office of all the current Directors, other than those of the Directors representing the employees, were extended.

This separation of roles emerged as the most appropriate organisational choice in light of the themes raised by the Group's growth and ongoing transformation. The Chairman is tasked with managing strategy, while the Chief Executive Officer is responsible for operations, but they and their teams work in close collaboration and maintain an ongoing dialogue.

*The Chairman:*

- Guides the implementation of the Group's strategy and all related matters, including mergers and acquisitions;
- Assists Executive Management with the transformation of the Group;
- Oversees investor relations and manages the Board's relations with shareholders.

*The Chief Executive Officer:*

- Works with the Chairman to formulate strategy;
- Supervises the implementation of decisions adopted;
- Ensures the operational management of all Group entities.

It should be noted that Vincent Paris – appointed Chief Executive Officer on 17 March 2015 – does not hold any company officer positions outside the Group.

### 1.2. Succession plan for executive company officers

In 2018, the succession plan for the executive company officers, namely the Chairman of the Board of Directors and the Chief Executive Officer, was reviewed by the Nomination, Ethics and Governance Committee, which found it to be realistic, effective and appropriate to the Company's circumstances. This plan is reviewed every year by the Committee, which reports on it to the Board of Directors.

### 1.3. Overview of the activities of the Chairman of the Board of Directors in 2018

The Chairman of the Board of Directors carried out activities on a full-time basis throughout the year, involving not only the direction of the work of the Board, but also complementary assignments entrusted to him by the governance.

This scope comprises the governance of strategy, acquisitions and investor relations as well as the supervision of matters listed early in the year in coordination with the Chief Executive Officer. These issues all relate to preparations for the long term necessitated in particular by the Group's transformation (transformation of HR, digital, industrial, main principles for the organisation and functioning of the Group, employee share ownership, promotion of values and compliance).

The various matters placed under the Chairman's responsibility require a perfect knowledge of operational realities and thus close relations with the Chief Executive Officer and the Executive Committee. This close relationship fosters information flows between them. It facilitates effective coordination on decisions required for the delivery of the medium-term strategic plan and follow-up over the long term on implementation of these decisions, although operational imperatives may be given a higher priority.

The separation of the roles of Chairman and Chief Executive Officer is based on the definition of duties and responsibilities set out in the Board of Directors' internal rules, observance of the respective prerogatives of the Chairman and Chief Executive Officer, a relationship founded on trust built up over time, and a natural complementarity between these office holders. In sum, the current framework contributes to fluid and flexible governance arrangements. It ensures decisions are taken with due care and provides the execution speed needed to keep a firm grip on Sopra Steria Group's strategic priorities.

### 1.4. Agreement with Sopra GMT, the holding company that manages and controls Sopra Steria Group

In carrying out all of these assignments, the Chairman draws on resources across the Group but is also supported by a permanent team of five individuals – four of whom are highly experienced – at

the Sopra GMT holding company. These resources underpin the Board of Directors' ability to oversee the smooth running of the Company.

The team established at the time of the Axway Software spin-off mainly comprised senior managers who have spent most of their working life within the Group and are fully familiar with all the details of its operations. It performs assignments for Sopra Steria Group and Axway Software, a company in which Sopra Steria Group is a shareholder. Above and beyond the support provided separately to each of these companies, Sopra GMT makes sure that best practices are shared and, that synergies are harnessed.

Sopra GMT's staff work on specific assignments (management of acquisitions, board secretarial tasks for Sopra Steria Group and Axway Software and their committees) and provide assistance to the functional division managers of Sopra Steria Group and Axway Software. Sopra GMT's employees play an active role on steering committees and work groups and on key issues for Sopra Steria Group.

The costs rebilled by Sopra GMT mainly comprise the portion of payroll and related personnel costs allocated to the assignments performed for Sopra Steria Group, plus, where applicable, the external expenses (such as specialised advisors' fees) incurred by Sopra GMT under the same conditions.

Sopra Steria Group charges Sopra GMT fees for providing premises, IT resources, and assistance from the Group's functional departments as well as provision of appropriate expertise for the assignments performed by Sopra GMT.

The work performed by this team and the principle for the rebilling to the Company of the costs incurred are covered in a framework agreement for assistance approved by the shareholders at the General Meeting among related-party agreements and commitments and reviewed each year by the Board of Directors. This agreement does not cover services provided in connection with the position of Pierre Pasquier within Sopra Steria Group.

In sum, 95% of Sopra GMT's expenses are rebilled (with the remaining 5% reflecting the estimated expenses arising from Sopra GMT's administration of its investments). Expenses are rebilled on a cost-plus basis including a 7% margin. By definition, Sopra GMT generally records a small operating loss. On average since 2011, 70% of the rebillings have been allocated to Sopra Steria Group. The actual allocation varies from year to year and reflects the respective needs of Sopra Steria Group and Axway Software.

The tripartite agreement does not fall within the purview of Point 10° of Article R. 225-29-1 of the French Commercial Code, since it was not entered into as a result of the office held by Pierre Pasquier at Sopra Steria Group.

Pierre Pasquier's compensation at Sopra GMT (€60,000 gross p.a.), reflects his oversight of the assignments performed by the Sopra GMT team for Sopra Steria Group and Axway Software.

The income and expenses recorded in Sopra Steria Group's financial statements in respect of services provided under this agreement during the 2018 financial year were as follows:

- Expenses: €1,137.1 thousand;
- Income: €334.3 thousand.

## 1.5. Principles and guidelines used to determine the compensation of executive company officers

While paying particular attention to the stability of the principles used to determine and structure compensation for executive company officers, the Board of Directors re-examines their compensation packages on an annual basis to verify their fit with the Group's requirements. The Board's discussions are preceded by a series of two or three preparatory meetings of the Compensation Committee between December and February.

During these meetings, the Compensation Committee considers the updated information it has received concerning the Group's pay policy. It receives the performance assessment for the past year and the objectives set for the Executive Committee members, as well as the updates to the annual component of their compensation under consideration. Lastly, it examines the recommendations of the Chairman of the Board of Directors concerning the Chief Executive Officer and takes into account comparisons with other companies. The Committee ensures that its own recommendations are consistent with all of the information it receives.

### 1.5.1. COMPENSATION OF THE CHAIRMAN OF THE BOARD OF DIRECTORS

#### 2018 and previous financial years

In 2017, the General Meeting of Shareholders approved a proposal to the General Meeting to suppress the variable component of compensation for the Chairman without altering the amount of his total compensation package. Under this proposal, the average amount of variable compensation paid since the last update of the fixed component in January 2011 was included within his fixed compensation, whose gross annual amount would thus be raised to €500,000 on a gross basis.

This decision by the Board of Directors aims in particular to align the structure of the compensation received by the Chairman of the Board of Directors with the AFEP-MEDEF Code (§24.2) without changing the overall compensation at unchanged activity levels.

No changes were made to the compensation policy applicable to the Chairman for 2018. His overall compensation package has thus remained the same since 2011.

Details of Pierre Pasquier's compensation for 2018 and 2017 are shown below in the standard format tables recommended in the AFEP-MEDEF Code (see Section 1.5.3 of this document, pages 46 to 49).

#### Financial year 2019 and following

On the recommendation of the Compensation Committee, the Board of Directors decided at its meeting of 21 February 2019 not to make any changes to the compensation policy applicable to the Chairman of the Board of Directors.

In accordance with the second paragraph of Article L. 225-37-2 of the French Commercial Code, the principles and guidelines used to determine, structure and grant the fixed, variable and exceptional components of the total compensation and benefits of any kind received by the Chairman, in recognition of his service in this position, are presented below.

Presentation of the principles and guidelines used to determine, structure and grant the fixed, variable and exceptional components of total compensation and benefits of any kind received by the Chairman of the Board of Directors, the Chief Executive Officer and, where applicable, any Deputy Chief Executive Officers, subject to shareholder approval at the General Meeting

**I COMPENSATION OF THE CHAIRMAN OF THE BOARD OF DIRECTORS**

Items of compensation	Comments
Annual fixed compensation	Determination by the Board of Directors, acting on a recommendation by the Compensation Committee
Annual variable compensation	Not applicable
Variable deferred compensation	Not applicable
Multi-year variable compensation	Not applicable
Exceptional compensation	Applicable, by decision of the Board of Directors, contingent upon very specific circumstances (spin-off and listing of a subsidiary, merger, etc.) Payment subject to shareholder approval of all items of compensation at an Ordinary General Meeting and in all circumstances capped at 100% of annual fixed compensation
Share options, performance shares and any other long-term items of compensation	Not applicable
Directors' fees	In accordance with the Board of Directors' internal rules (see allocation rules in Section 1.2.5 of the chapter 2 of the Sopra Steria 2018 Registration Document, pages 66 and 67)
Any other benefits	Company car
Severance pay	Not applicable
Non-compete payment	Not applicable
Supplementary pension plan	Not applicable

**1.5.2. COMPENSATION OF THE CHIEF EXECUTIVE OFFICER**
**2018 and previous financial years**

In 2017, at the General Meeting, the shareholders approved the change in the compensation policy for the Chief Executive Officer decided by the Board of Directors:

- The Chief Executive Officer's annual fixed compensation was raised to €500,000 on a gross basis, effective 1 January 2017;
- Under this proposal, the Chief Executive Officer's variable compensation was set at 60% of his annual fixed compensation should the objectives be met, capped at 100% in the event of particularly outstanding performance.

The procedures used to determine the granting of annual variable compensation were also revised in the interests of clarity and compliance with AFEP-MEDEF recommendations. Of the criteria taken into account, two-thirds (i.e. 40% of annual fixed compensation, if targets are fully met) was based on the quantifiable target (operating margin on business activity) and one-third (i.e. 20% of annual fixed compensation, if targets are fully met) was based on one or more qualitative targets. The qualitative targets are precisely defined, in line with the Group's strategy and/or the assessment of the Chief Executive Officer's performance.

For 2018, the quantifiable objective of operating margin on business activity and the three qualitative objectives in line with strategy were unanimously approved by the Board of Directors at its meeting of 16 February 2018, without the Chief Executive Officer being present. They have not been made public for confidentiality reasons. It should be noted that the qualitative targets were aligned with the Group's organisational, governance and HR transformation priorities.

While noting the progress made by the Group in 2018, particularly on the cash generation front, the Compensation Committee took into consideration the implications for all the various stakeholders (employees and management, shareholders) of the shortfall in the operating margin on business activity relative to the targets set at

the beginning of the year. At the end of its review, it concluded that the Group's performance was not sufficient to justify the payment of variable compensation in respect of the 2018 financial year. After due consideration, the Board of Directors approved the recommendation made by the Compensation Committee.

The long-term incentive plan for senior managers based on the grant of rights to performance shares (on the basis of the authorisation received at the General Meeting of the shareholders on 22 June 2016) gave rise to the implementation at the beginning of the year of a third three-year plan covering the 2018–2020 plan, and Vincent Paris was thus granted rights to 3,000 shares.

For this plan and for those that preceded it in 2016 and 2017:

- For all recipients, the granting of shares is subject to continued employment at the end of the vesting period. However, this condition may be waived in whole or in part on an exceptional basis, depending on the circumstances and arrangements for his departure;
- Strict performance conditions are measured over three financial years (the year of allotment and the two following years) against targets for organic consolidated revenue growth, operating profit on business activity (expressed as a percentage of revenue) and free cash flow. These targets are at least equal to any guidance disclosed to the financial market;
- Achievement of the performance condition is measured by calculating the average annual achievement rates, with each of the three criteria given an equal weighting;
- Vincent Paris is subject to the same rules as all the other recipients under these plans. In addition, the Board of Directors decided that he must retain at least 50% of the vested shares allocated to him under these plans throughout his entire term of office as Chief Executive Officer. Vincent Paris has agreed not to engage in any hedging transactions with respect to performance shares held until the expiry of these plans.

Details of Vincent Paris' compensation for 2017 and 2018 are shown below in the standard format tables recommended in the AFEP-MEDEF Code (see Section 1.5.3 of this document, pages 46 to 49).

**Financial year 2019 and following**

On the recommendation of the Compensation Committee, the Board of Directors decided not to make any changes to the Chief Executive Officer's annual fixed compensation.

The Board of Directors decided on the following variable compensation structure for the Chief Executive Officer:

Requirement	Type	% of AVC*	% of AFC*
Organic revenue growth of 4% to 6%	Quantifiable	40%	24%
An improvement in the operating margin on business activity compared with 2018 (The specific target is not disclosed for confidentiality reasons and so as not to interfere with financial communications)	Quantifiable	40%	24%
Target aligned with the Group's organisational and medium-term priorities (Exact details of the target are not disclosed for confidentiality reasons)	Qualitative	15%	9%
Support provided to help meet corporate social responsibility targets, particularly regarding gender equality	Qualitative	5%	3%
<b>TOTAL</b>		<b>100%</b>	<b>60%</b>

\* AVC: annual variable compensation; AFC: annual fixed compensation.

Based on the targets adopted, an amount equivalent to 60% of the annual fixed compensation cannot be exceeded. Even so, in the event of an outstanding performance relative to the quantifiable targets, the Board of Directors may, after consulting the Compensation Committee, authorise a gesture to recognize the fact that the targets were beaten, without exceeding the cap on annual variable compensation set at 100% of annual fixed compensation. Actual payment of the Chief Executive Officer's variable compensation will, in any event, be subject to shareholder approval at an Ordinary General Meeting.

The Compensation Committee formulated its recommendation to the Board of Directors in consideration of the strategy, the Group's circumstances and the goal of boosting its performance and competitiveness over the medium to long term through qualitative targets.

At the present time, the Board of Directors does not envisage introducing another long-term incentive plan in 2019 granting performance shares to management.

In accordance with the second paragraph of Article L. 225-37-2 of the French Commercial Code, the principles and guidelines used to determine, structure and grant the fixed, variable and exceptional components of the total compensation and benefits of any kind received by the Chief Executive Officer and any Deputy Chief Executive Officers who might be appointed, in recognition of their service in these positions, are presented below.

It should be noted that the payment of variable and exceptional components of compensation is subject to shareholder approval at an Ordinary General Meeting of the compensation package for the individual in question.

Corporate governance and compensation of executive company officers

Presentation of the principles and guidelines used to determine, structure and grant the fixed, variable and exceptional components of total compensation and benefits of any kind received by the Chief Executive Officer and, where applicable, any Deputy Chief Executive Officers, subject to shareholder approval at the General Meeting

**I COMPENSATION OF THE CHIEF EXECUTIVE OFFICER (PRINCIPLES ALSO APPLICABLE FOR ANY DEPUTY CHIEF EXECUTIVE OFFICERS)**

Items of compensation	Comments
Annual fixed compensation	Determination by the Board of Directors, acting on a recommendation by the Compensation Committee (taking into account the responsibilities held, experience, plus internal and external benchmarking)
Annual variable compensation	Amount: <ul style="list-style-type: none"> <li>■ 60% of annual fixed compensation if objectives are met</li> <li>■ Capped at 100% of annual fixed compensation</li> <li>■ Criteria:                             <ul style="list-style-type: none"> <li>• Four-fifths based on one or more quantifiable objectives</li> <li>• One-fifth based on meeting one or more precisely defined qualitative objectives consistent with the Group's strategy, its corporate responsibility policy and/or the assessment of the company officer's performance</li> </ul> </li> <li>■ Payment subject to shareholder approval of all items of compensation at an Ordinary General Meeting</li> </ul>
Variable deferred compensation	Not applicable
Multi-year variable compensation	Not applicable
Exceptional compensation	Applicable, by decision of the Board of Directors, in case of very specific circumstances (spin-off and listing of a subsidiary, merger, etc.) Payment subject to shareholder approval of all items of compensation at an Ordinary General Meeting and in all circumstances capped at 100% of annual fixed compensation
Share options, performance shares and any other long-term items of compensation	Eligibility for long-term incentive plans set up by the Group for its senior managers These plans are subject to continued employment and to strict performance conditions based on targets that are at least equal to any guidance disclosed to the market Obligation to hold a portion of the shares that will vest under these plans for the entire duration of the recipient's term of office
Directors' fees	Not applicable (except in case of appointment by the Board of Directors of the Company Appointments held at Group subsidiaries do not give rise to any compensation)
Any other benefits	Company car; contribution to the GSC unemployment insurance for executives
Severance pay	Not applicable
Non-compete payment	Not applicable
Supplementary pension plan	Not applicable

**1.5.3. STANDARD-FORMAT PRESENTATION OF THE COMPENSATION OF EXECUTIVE COMPANY OFFICERS (2018 FINANCIAL YEAR)**
**I SUMMARISED STATEMENT OF COMPENSATION, OPTIONS AND SHARES GRANTED TO PIERRE PASQUIER, CHAIRMAN OF THE BOARD OF DIRECTORS (TABLE 1 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, JUNE 2018)**

	2018	2017
Compensation due for the year	€531,818	€529,077
Value of stock options granted during the year	-	-
Value of performance shares granted during the year	-	-
Value of other long-term compensation plans	-	-
<b>TOTAL</b>	<b>€531,818</b>	<b>€529,077</b>

**I SUMMARISED STATEMENT OF THE COMPENSATION OF PIERRE PASQUIER, CHAIRMAN OF THE BOARD OF DIRECTORS**  
(TABLE 2 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, JUNE 2018)

	2018		2017	
	Amount due	Amount paid	Amount due	Amount paid
Fixed compensation	€500,000	€500,000	€500,000	€500,000
Annual variable compensation	-	-	-	€150,000
Exceptional compensation	-	-	-	-
Directors' fees	€23,268	€20,527	€20,527	€21,791
Benefits in kind	€8,550	€8,550	€8,550	€8,550
<b>TOTAL</b>	<b>€531,818</b>	<b>€529,077</b>	<b>€529,077</b>	<b>€680,341</b>

As Chairman and CEO of Sopra GMT – the holding company that takes an active role in managing Sopra Steria Group – Pierre Pasquier received fixed compensation of €60,000 from that company in respect of his duties there (leading the Sopra GMT team), as well as €12,000 in directors' fees for the 2018 financial year. As Chairman of the Board of Directors of Axway Software, as indicated in its registration document, he also received fixed compensation from that company in the amount of €138,000.

**I SUMMARISED STATEMENT OF COMPENSATION, OPTIONS AND SHARES GRANTED TO VINCENT PARIS, CHIEF EXECUTIVE OFFICER**  
(TABLE 1 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, JUNE 2018)

	2018	2017
Compensation due for the year	€510,848	€701,471
Value of stock options granted during the year	-	-
Value of performance shares granted during the year	€431,640	€312,930
Value of other long-term compensation plans	-	-
<b>TOTAL</b>	<b>€942,488</b>	<b>€1,014,401</b>

See Table 6 below for details and comments relating to the granting of shares subject to conditions regarding continued employment and performance over a period of three financial years.

**I SUMMARISED STATEMENT OF THE COMPENSATION OF VINCENT PARIS, CHIEF EXECUTIVE OFFICER**  
(TABLE 2 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, JUNE 2018)

	2018		2017	
	Amount due	Amount paid	Amount due	Amount paid
Fixed compensation	€500,000	€500,000	€500,000	€500,000
Annual variable compensation	€0	€190,000	€190,000	€162,400
Exceptional compensation	-	-	-	-
Directors' fees	-	-	-	-
Benefits in kind	€10,848	€11,471	€11,471	€11,471
<b>TOTAL</b>	<b>€510,848</b>	<b>€701,471</b>	<b>€701,471</b>	<b>€673,871</b>

**I STATEMENT OF DIRECTORS' FEES AND OTHER COMPENSATION RECEIVED BY NON-EXECUTIVE COMPANY OFFICERS**  
(TABLE 3 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, JUNE 2018)

See Section 1.2.5, "Compensation of members of the Board of Directors" of the chapter 2, of the Sopra Steria 2018 Registration Document, (pages 66 and 67).

**I SHARE SUBSCRIPTION AND PURCHASE OPTIONS GRANTED DURING THE YEAR TO EXECUTIVE COMPANY OFFICERS**  
(TABLE 4 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, JUNE 2018)

None.

**I SHARE SUBSCRIPTION AND PURCHASE OPTIONS EXERCISED DURING THE YEAR BY EXECUTIVE COMPANY OFFICERS**  
(TABLE 5 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, JUNE 2018)

None.

Corporate governance and compensation of executive company officers

**I PERFORMANCE SHARES AWARDED TO EACH EXECUTIVE COMPANY OFFICER DURING THE FINANCIAL YEAR (TABLE 6 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, JUNE 2018)**

Name of executive company officer	Number and date of plan	Number of Sopra Steria Group shares awarded during the year	Value of shares according to the method used for the consolidated financial statements	Vesting date	Availability date	Performance conditions
Vincent Paris	16/02/2018	3,000	€431,640	31/03/2021	31/03/2021 (50%) At the end of his term of office (50%)	1) Sopra Steria Group's organic consolidated revenue growth in 2018, 2019 and 2020 2) Change in the Group's operating profit on business activity in 2018, 2019 and 2020 3) Change in the Group's free cash flow in 2018, 2019 and 2020
<b>TOTAL</b>	-	<b>3,000</b>	<b>€431,640</b>	-	-	-

At its meeting of 24 June 2016, the Board of Directors decided to set up a long-term incentive plan, covering a total of 88,500 rights to free performance shares, for the Group's senior managers. It granted 3,000 rights to shares (0.01% of the share capital) to Vincent Paris, executive company officer. Since the targets linked to the plan were 66.11% achieved, Vincent Paris received a full and final grant of 1,984 shares, and he is obliged to retain at least 992 of these shares until his term of office as Chief Executive Officer comes to an end.

The Board of Directors decided at its meeting of 24 February 2017 to set up a second long-term incentive (LTI) plan, along the same lines as the 24 June 2016 plan, awarding a total of up to 109,000 rights, including 3,000 (0.01% of the share capital) awarded to Vincent Paris. This plan remains in force.

Lastly, the Board of Directors decided at its meeting of 16 February 2018 to set up a third plan of this type, still along the same lines as the earlier plans and corresponding to a total of 128,000 rights to performance shares, including 3,000 rights (0.01% of the share capital) conditionally awarded to Vincent Paris. This plan remains in force.

A total of 9,000 rights to performance shares have thus been conditionally awarded to Vincent Paris, in accordance with the authorisation given by shareholders at the General Meeting of 22 June 2016. The vesting periods for the three plans in question extend from 24 June 2016 to 31 March 2021. At the present time, the Board of Directors does not envisage setting up another plan in 2019 based on the authorisation received at the General Meeting of 12 June 2018.

**I PERFORMANCE SHARES NO LONGER SUBJECT TO A HOLDING PERIOD DURING THE YEAR FOR EACH EXECUTIVE COMPANY OFFICER (TABLE 7 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, JUNE 2018)**

None.

**I RECORD OF SHARE SUBSCRIPTION OR PURCHASE OPTIONS GRANTED – INFORMATION ON SHARE SUBSCRIPTION OR PURCHASE OPTIONS (TABLE 8 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, JUNE 2018)**

None.

**I OVERVIEW OF PERFORMANCE SHARE GRANTS – INFORMATION ON PERFORMANCE SHARES (TABLE 9 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, JUNE 2018)**

See Chapter 5, Section 6.6.2 (page 203 of the Sopra Steria 2018 Registration Document).

**I SUMMARY STATEMENT OF THE MULTI-YEAR VARIABLE COMPENSATION OF EACH EXECUTIVE COMPANY OFFICER (TABLE 10 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, JUNE 2018)**

None.

**I EMPLOYMENT CONTRACTS, SUPPLEMENTARY PENSION PLANS, ALLOWANCES OR BENEFITS DUE ON THE CESSATION OF DUTIES OR A CHANGE IN DUTIES, NON-COMPETITION CLAUSES (TABLE 11 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, JUNE 2018)**

	Employment contract		Supplementary pension plan		Allowances or benefits due or likely to become due as a result of the cessation of duties or a change in duties		Allowances for a non-competition clause	
	Yes	No	Yes	No	Yes	No	Yes	No
<b>Executive company officers</b>								
Pierre Pasquier Chairman Term of office began: 2018 Term of office ends: 2024		X		X		X		X
Vincent Paris Chief Executive Officer Term of office began: 2015 Term of office ends: indefinite	X			X		X		X

It should be noted that Vincent Paris was appointed Chief Executive Officer on 17 March 2015 and does not hold any company officer positions outside the Group. By way of an exception to the AFEP-MEDEF Code, his employment contract was not terminated and remains in abeyance.

The recommendation in this article applies to the Chairman and the Chief Executive Officer, but not to the Deputy Chief Executive Officers.

Hired on 27 July 1987 following his graduation from the École Polytechnique, Vincent Paris has spent his entire career within Sopra Steria Group or within the companies having merged since that date with Sopra Steria Group. After 26 years of employment within the Group, as part of the tie-up with Groupe Steria and as its integration was being completed, he was appointed Deputy Chief Executive Officer in January 2014, then Chief Executive Officer in April 2014, once again Deputy Chief Executive Officer in September 2014 and finally Chief Executive Officer again in March 2015. Although the criteria used to determine and structure his variable compensation – which have long been strictly in keeping with those used for the Company's senior managers – underwent changes in 2017, they remain very similar.

At present, no commitments have been entered into by the Company with regard to severance pay, a non-compete payment or a supplementary pension plan for Vincent Paris. Vincent Paris is not a member of the Board of Directors. His employment contract has been in abeyance since his first appointment as Deputy Chief Executive Officer.

In light of his career within the Group, his length of service, his circumstances, his significant contributions and the components of his compensation, the decision not to terminate his employment contract still seems to be in the best interests of the Company. A decision of this kind would carry great symbolic weight and would, in addition, be difficult to envision without an agreement to a set of terms in exchange. On the other hand, the possible disadvantages of maintaining the employment contract in abeyance have not been identified. Nonetheless, it should be noted that if Vincent Paris were no longer a company officer, his employment contract would remain in effect and would entitle him to claim retirement bonuses or termination benefits, if applicable. The employment contract in abeyance is a standard Sopra Steria Group employment contract governed by the Syntec collective bargaining agreement with no special provisions, even concerning termination, compared with those signed by the Group's other employees. As things stand, only standard legal rights (*droit commun*) would apply upon the termination of the employment contract.

# Risk management



## INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM STAKEHOLDERS



## IDENTIFICATION OF THE GROUP'S MAIN RISKS

The Group's risk mapping exercise covers all internal and external risk factors and includes both financial and non-financial issues. In particular, the assessment of risks involves an evaluation of their probability of occurrence and the estimated magnitude of their adverse impact should an event occur (low, medium or high). As part of this exercise, the main risks are identified, namely the ones that are most significant for Sopra Steria, in terms of probability of occurrence and the expected magnitude of their impact. They have been ranked by category of risk.

### MAIN OPERATING RISKS

- Risk related to market developments and the transformation of the business model
- Risk related to the adaptation of skills\*
- Risk related to the protection and security of client data
- Risk related to project delivery
- Risk related to continuity of service and information system security
- Risk related to attracting and retaining talent\*
- Risk related to the loss of a significant client
- Risk related to activities in high-risk countries
- Risk related to Brexit
- Risks associated with retirement benefit obligations

### MAIN NON-FINANCIAL RISKS

- Risk of breaches of ethics or violations of the law\*

The aims of the internal control system and the risk management policies put in place by the Group are to reduce the probability of occurrence of these main risks as well as their potential impact on the Group.

Chapter 1 of the Sopra Steria 2018 Registration Document includes a detailed description of each of these risks, including the ways in which they are addressed by the Group's risk management policies.

\* This risk also meets the requirements of the regulations set out in Articles L. 225-102-1-III and R. 225-105 of the French Commercial Code.

See Chapter 1 for more information

## Financial delegations in progress

### 1.1. Authorisations to issue securities granted to the Board of Directors at the Combined General Meetings of 22 June 2016 and 12 June 2018

#### 1.1.1. ISSUE WITH PRE-EMPTIVE SUBSCRIPTION RIGHTS

Securities transaction concerned	Date of GM and resolution	Duration of delegation (Expiry)	Maximum issue amount	Maximum amount of capital increase	Use during the year
Capital increase (ordinary shares and other securities giving access to the share capital)	12 June 2018 Resolution 13	26 months (August 2020)	Nominal amount of €2 billion, if securities giving access to the share capital are to be issued	40% of the nominal share capital	None
Capital increase (ordinary shares and other securities giving access to the share capital) in the event of oversubscription in accordance with Resolution 13	12 June 2018 Resolution 17	26 months (August 2020)	15% of the amount of the capital increase under Resolution 13, up to a maximum of €2 billion	15% of the amount of the capital increase under Resolution 13, up to a maximum of 40% of the total nominal share capital	None
Capital increase through the capitalisation of reserves or the issue of new shares	12 June 2018 Resolution 20	26 months (August 2020)	Amount of discretionary reserves	Amount of discretionary reserves	None
Issue of share subscription warrants to be granted to shareholders free of charge in the event of a takeover bid (offer warrants)	12 June 2018 Resolution 21	18 months (December 2019)	Number of shares representing the share capital	100% of the share capital	None

#### 1.1.2. ISSUE WITHOUT PRE-EMPTIVE SUBSCRIPTION RIGHTS

Securities transaction concerned	Resolution	Duration of delegation (Expiry)	Maximum issue amount	Maximum amount of capital increase	Use during the year
Capital increase (ordinary shares and other securities giving access to the share capital)	12 June 2018 Resolution 14	26 months (August 2020)	Nominal amount of €2 billion, if securities giving access to the share capital are to be issued	20% of the share capital, reduced to 10% of the share capital for non-equity securities	None
Capital increase by way of a private placement offering provided for under Article L. 411-2 of the French Monetary and Financial Code	12 June 2018 Resolution 15	26 months (August 2020)	Nominal amount of €2 billion, if securities giving access to the share capital are to be issued	10% of the share capital per year	None
Capital increase (ordinary shares and other securities giving access to the share capital) in the event of oversubscription in accordance with Resolution 14 or 15	12 June 2018 Resolution 17	26 months (August 2020)	15% of the amount of the capital increase under Resolution 14 or 15, up to a maximum of €2 billion	15% of the amount of the capital increase under Resolutions 14 and 15, up to a maximum of 10%/20% of the share capital	None
Capital increase as consideration for securities tendered in the event of contributions in kind	12 June 2018 Resolution 18	26 months (August 2020)	10% of the share capital, up to a maximum of €2 billion	10% of the share capital	None
Capital increase as consideration for securities tendered in the event of a public exchange offer	12 June 2018 Resolution 19	26 months (August 2020)	10% of the share capital, up to a maximum of €2 billion	10% of the share capital	None

Financial delegations in progress

1.1.3. AUTHORISATIONS FOR ISSUES RESERVED FOR EMPLOYEES AND COMPANY OFFICERS WITHOUT PRE-EMPTIVE SUBSCRIPTION RIGHTS

	Date of GM and resolution	Expiry date	Authorised percentage	Authorised percentage for executive company officers	Use during the year
Capital increase for employees enrolled in a company savings plan	12 June 2018 Resolution 22	26 months (August 2020)	3% <sup>(1)</sup>		None
Share subscription options	22 June 2016 Resolution 24	38 months (August 2019)	3% <sup>(1)</sup>	0.6%	None
Free shares	12 June 2018 Resolution 23	38 months (August 2021)	3% <sup>(1)</sup>	0.15%	None

*(1) This upper limit, calculated on the basis of the share capital at the date of the authorisation, is cumulative for all issues reserved for employees and company officers.*

# 3 SUMMARY OF RESOLUTIONS

## Explanation of resolutions

### 1.1. Ordinary General Meeting

#### 1.1.1. APPROVAL OF THE INDIVIDUAL FINANCIAL STATEMENTS OF THE COMPANY AND THE CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP (RESOLUTIONS 1 AND 2)

The Board of Directors submits for your approval:

- the Company's individual financial statements and the Group's consolidated financial statements for the year ended 31 December 2018, included as Chapter 5 (pages 179 to 213) and 4 (pages 107 to 178) of the Sopra Steria 2018 Registration Document;
- the list of non-tax-deductible expenses totalling €594,950.40 and the corresponding tax charge. These expenses consist of rental or lease payments and depreciation in respect of the Company's vehicle fleet.

Cross-reference tables (on pages 262 to 264 of the Sopra Steria 2018 Registration Document) will help you quickly refer to information found in the various Board reports.

The Statutory Auditors' reports on the Company's individual financial statements and the Group's consolidated financial statements can be found on pages 208 to 211 and 175 to 178 of the Sopra Steria 2018 Registration Document.

#### 1.1.2. PROPOSED APPROPRIATION OF EARNINGS (RESOLUTION 3)

Sopra Steria Group SA generated net profit of €124.7 million, giving consolidated Group net profit (attributable to owners of the parent) of €125.1 million.

The Board of Directors proposes payment of a dividend of €1.85 per share, totalling €38 million. This amount would be adjusted if there were any change in the number of shares with dividend rights.

The balance would be allocated to optional reserves.

In accordance with tax regulations in force, the dividend paid to individual shareholders resident in France for tax purposes shall be subject to a single mandatory flat-rate withholding tax of 30% (subject to income tax reporting requirements) in respect of income tax (12.8%) and social security contributions (17.2%).

When filing their tax returns, shareholders may opt either to continue paying the one-off flat-rate withholding tax or to subject this dividend to the sliding income tax scale (where the taxpayer elects for the general option of all income being subject to the flat-rate withholding tax) after deducting the flat-rate withholding tax (not subject to income tax reporting requirements) already paid and after applying tax relief equal to 40% of the gross amount received (Article 158-3-2° of the French General Tax Code) and deducting a portion of the "CSG" general social security contribution (equating to 6.8%).

The ex-dividend date would therefore be Tuesday, 2 July 2019, before market opening. The dividend will be paid on Thursday, 4 July 2019.

#### 1.1.3. RELATED-PARTY AGREEMENTS (RESOLUTION 4 AND 5)

We are submitting for your approval the following regulated agreement previously authorised by the Board of Directors and presented in the special report of the Statutory Auditors. This report can be found on pages 212 to 213 of the Sopra Steria 2018 Registration Document.

##### **Approval of the renewal of the service agreement entered into by the Company with Éric Hayat Conseil, whose Chairman, Éric Hayat, is a member of the Board of Directors, as provided by Article L. 225-38 of the French Commercial Code (Resolution 4)**

Under the agreement with Éric Hayat Conseil, Éric Hayat is permitted to continue providing support in the large retail sector for the benefit of Sopra Steria Group. It covers the provision of consulting and assistance services by Éric Hayat to executive management in connection with the development of strategic business based on a per diem rate of €2,500 excl. VAT. It ensures that the Board of Directors has members addressing precisely the same strategic and commercial positioning issues as those faced by the Group. The agreement was originally put in place by Groupe Steria and supersedes an identical agreement entered into by the Company on 18 March 2015 that ended on 31 December 2018. It has been renewed for the period to 31 December 2024.

##### **Approval of the Statutory Auditors' special report on agreements governed by Article L. 225-38 et seq. of the French Commercial Code (Resolution 5)**

No new agreements other than that presented above have been entered into since 1 January 2018. In Resolution 5, we are submitting for your general approval the contents of the Statutory Auditors' special report on related-party agreements and commitments. Related-party agreements remaining in force are reviewed annually by the Board of Directors, which decides whether the authorisation previously granted should be maintained.

##### **Framework agreement for assistance with Sopra GMT**

The purpose of this agreement is discussed in further detail in Section 1.4, "Agreement with Sopra GMT, the holding company that manages and controls Sopra Steria Group" (pages 42 and 43), of this document.

##### **Agreement with Axway Software**

The agreement in force now covers only the arm's length provision by Sopra Steria Group of premises in Annecy at a cost of €54k.

## SUMMARY OF RESOLUTIONS

### Explanation of resolutions

#### 1.1.4. APPROVAL OF ITEMS OF COMPENSATION PAID OR ALLOTTED TO EXECUTIVE COMPANY OFFICERS IN RESPECT OF FINANCIAL YEAR 2018 (RESOLUTIONS 6 AND 7)

##### a. Approval of the compensation paid or allotted in respect of financial year 2018 to Pierre Pasquier, Chairman (Resolution 6)

You are asked to approve the items of compensation paid or allotted to Pierre Pasquier, Chairman of the Board of Directors, in respect of financial year 2018, as set out in the following table:

Items of compensation	Amount	Comments
Annual fixed compensation	€500,000	
Annual variable compensation	Not applicable	There are no plans to apply annual variable compensation.
Variable deferred compensation	Not applicable	There are no plans to apply variable deferred compensation.
Multi-year variable compensation	Not applicable	There is no system for multi-year variable compensation.
Exceptional compensation	Not applicable	No exceptional compensation was applied in respect of the 2018 financial year.
Share options, performance shares and any other long-term items of compensation	Not applicable	Pierre Pasquier has never been awarded any share subscription options or performance shares, or any other long-term items of compensation; he is not eligible to receive it.
Directors' fees	€23,268	Directors' fees are allotted in full to participants at meetings of the Board of Directors and its committees in proportion to their actual attendance at those meetings.
Valuation of all benefits in kind	€8,550	Company car.
Severance pay	Not applicable	No such commitment exists.
Non-compete payment	Not applicable	No such commitment exists.
Supplementary pension plan	Not applicable	No supplementary pension plan has been put in place.

##### b. Approval of items of compensation paid or allotted in respect of financial year 2018 to Vincent Paris, Chief Executive Officer (Resolution 7)

You are asked to approve the items of compensation paid or allotted to Vincent Paris, Chief Executive Officer, in respect of financial year 2018

Items of compensation	Amount	Comments
Annual fixed compensation	€500,000	
Annual variable compensation	€0	See §1.5.2, "Corporate governance", pages 44 to 46 of this document.
Variable deferred compensation	Not applicable	There are no plans to apply variable deferred compensation.
Multi-year variable compensation	Not applicable	There is no system for multi-year variable compensation.
Exceptional compensation	Not applicable	No exceptional compensation was applied in respect of the 2018 financial year.
Share options, performance shares and any other long-term items of compensation	€431,640	At its meeting of 16 February 2018, the Board of Directors decided to put in place a long-term incentive plan for the Group's senior managers relating to performance over three years. It granted 3,000 rights (0.01% of the share capital) to Vincent Paris, out of a total of 128,000 rights covered by this plan. Strict performance conditions will be measured over three financial years (the year of allotment and the two following years) against targets for organic consolidated revenue growth, operating profit on business activity (expressed as a percentage of revenue) and free cash flow. These targets are at least equal to any guidance disclosed to the market. The Board of Directors also decided that Vincent Paris must retain at least 50% of vested shares allocated to him under this plan throughout his entire term of office as Chief Executive Officer. Vincent Paris has undertaken not to engage in any hedging transactions with respect to performance shares held until the expiry of this plan.
Directors' fees	Not applicable	
Valuation of all benefits in kind	€10,848	Company car; GSC (unemployment insurance for executives).
Severance pay	Not applicable	No such commitment exists.
Non-compete payment	Not applicable	No such commitment exists.
Supplementary pension plan	Not applicable	No supplementary pension plan has been put in place.

See also Section, "Role and compensation of executive company officers" (pages 42 to 49), of this document.

### 1.1.5. APPROVAL OF THE PRINCIPLES AND CRITERIA FOR THE DETERMINATION, DISTRIBUTION AND ALLOCATION OF ITEMS OF COMPENSATION FOR EXECUTIVE COMPANY OFFICERS (RESOLUTIONS 8 AND 9)

As required by Article L. 225-37-2 of the French Commercial Code, we submit for your approval the principles and guidelines used to determine, structure and grant the fixed and variable components of total compensation and benefits of any kind to be received by the Chairman of the Board of Directors and the Chief Executive Officer respectively, as well as by any Deputy Chief Executive Officers who might be appointed, for their service in these positions. These principles and guidelines, which were decided by the Board of Directors on the recommendation of the Compensation Committee, are set out in Section 1.5, "Principles and guidelines used to determine the compensation of executive company officers" (pages 43 to 49), of this document.

Moreover, the amounts resulting from the application of these principles and criteria will also be submitted to the shareholders for approval at the General Meeting convened to approve the financial statements for the financial year ending 31 December 2019, to be held in 2020.

### 1.1.6. DETERMINATION OF DIRECTORS' FEES (RESOLUTION 10)

It is proposed that the amount of directors' fees for the current financial year be set at €500,000. This amount, unchanged since 2015, is allotted in full to the members of the Board of Directors (both voting and non-voting Directors) on the basis of their actual attendance at meetings of the Board and its committees.

### 1.1.7. BUYBACK BY SOPRA STERIA GROUP OF ITS OWN SHARES (RESOLUTION 11)

You are asked to renew the authorisation granted to the Board of Directors at the General Meeting of 12 June 2018 permitting the Company to buy back its own shares, in accordance with applicable laws and regulations (Articles L. 225-209 et seq. of the French Commercial Code).

Under this authorisation, the number of shares bought back shall not exceed 10% of the share capital; as an indication, this would equate to 2,054,770 shares on the basis of the current share capital. The maximum price per share that can be paid for the shares bought back is set at €200; this price may be adjusted as a result of an increase or decrease in the number of shares representing the share capital, in particular due to capitalisation of reserves, free share awards or reverse stock splits.

Shares may be bought back for the following purposes:

- to obtain market-making services from an investment services provider acting independently under the terms of a liquidity agreement entered into in compliance with the AMF's accepted market practice;
- to award, sell or transfer shares in the Company to employees and/or company officers of the Group, in order to cover share purchase plans and/or free share plans (or equivalent plans) as well as any allotments of shares under a company or Group savings plan (or equivalent plan) in connection with a profit-sharing mechanism, and/or all other forms of share allotment to the Group's employees and/or company officers;
- to retain the shares bought back in order to exchange them or tender them as consideration at a later date for a merger, spin-off or contribution of assets and, more generally, for external growth transactions. Shares bought back for such purposes are not to exceed, in any event, 5% of the number of shares making up the Company's share capital;

- to deliver the shares bought back, upon the exercise of rights attaching to securities giving access to the Company's share capital through redemption, conversion, exchange, tender of warrants or any other means as well as to execute any transaction covering the Company's obligations relating to those securities;
- to retire shares bought back by reducing the share capital, pursuant to Resolution 12 approved at the Combined General Meeting of 12 June 2018;
- to implement any market practice that may come to be accepted by the AMF, and in general, to perform any operation that complies with regulations in force.

This authorisation would supersede the previous authorisation given at the General Meeting of 12 June 2018 and would be granted for a period of 18 months with effect from this General Meeting. It would not be usable during a public tender offer for the Company's shares.

For information, the use made of the previous authorisation is discussed in Chapter 6, Section 8 of the Sopra Steria 2018 Registration Document (pages 220 and 221).

## 1.2. Extraordinary General Meeting

### 1.2.1. FINANCIAL DELEGATIONS GRANTED TO THE BOARD OF DIRECTORS (RESOLUTIONS 12 AND 13)

Section 12, "Authorisations to issue securities granted to the Board of Directors at the Combined General Meetings of 22 June 2016 and 12 June 2018" (pages 223 and 224), in Chapter 6 of this Registration Document, sets out all currently valid delegations and the extent to which they were used by the Board of Directors in financial year 2018. You are asked to renew the delegation of authority to issue share subscription warrants for grant freely in the event of a public offer (*bons d'offre*, or warrant rights) and the delegation of authority to carry out a capital increase for employees enrolled in a company savings plan which is presented to you pursuant to Article L225-129-6 of the French Commercial Code.

The delegation of authority for the issuance of warrants has been presented in a draft resolution at the General Meeting of the shareholders every year since the merger between Groupe Steria and Sopra Group. While it has not been supported by a section of the shareholders (approval rate of 64.36% in 2018), it is aligned with the priority focus on the long term and independence currently adopted by the Group. Its rationale is a desire to enable Executive Management, management and employees to focus on the measures still needed to achieve the medium-term targets that have been set and reflects confidence in the Group's ability to achieve them by gradually improving its performance.

## Proposed resolutions

### Resolutions falling within the powers of the Ordinary General Meeting

#### Resolution 1

*(Approval of the individual financial statements for the financial year ended 31 December 2018; approval of non-deductible expenses)*

The shareholders at the General Meeting, having reviewed the reports of the Board of Directors and the Statutory Auditors' reports, approve the individual financial statements for the year ended 31 December 2018, as presented at the General Meeting, showing a profit of €124,706,054.62.

The shareholders at the General Meeting also approve the transactions reflected in these financial statements and/or summarised in the aforementioned reports.

#### Resolution 3

*(Appropriation of earnings and determination of the dividend)*

The shareholders at the General Meeting note that the profit available for distribution, determined as shown below, amounts to:

Profit for the period	€124,706,054.62
Transfer to the legal reserve	€0
Prior unappropriated retained earnings	€74,145.60
<b>DISTRIBUTABLE PROFIT</b>	<b>€124,780,200.22</b>

and resolve, after acknowledging the consolidated net profit attributable to owners of the parent amounting to €125,127,746, to appropriate this profit as follows:

Dividend	€38,013,246.85
Discretionary reserves	€86,766,953.37
<b>TOTAL</b>	<b>€124,780,200.22</b>

Since the legal reserve already stands at 10% of the share capital, no allocation to it is proposed.

The dividend per share is €1.85, giving a total dividend of €38,013,246.85 based on the number of shares making up the share capital at 31 December 2018, namely 20,547,701 shares. In the

The shareholders at the General Meeting also approve the expenses incurred during the year that are not deductible for tax purposes, covered by Article 39-4 of the French General Tax Code, amounting to €594,950.40, and the corresponding tax charge of €198,316.

#### Resolution 2

*(Approval of the consolidated financial statements for the financial year ended 31 December 2018)*

The shareholders at the General Meeting, having reviewed the reports of the Board of Directors, including the report on Group management and the Statutory Auditors' reports, approve the consolidated financial statements for the year ended 31 December 2018, which show a consolidated net profit (attributable to the Group) of €125,127,746, as well as the transactions reflected in these consolidated financial statements and/or summarised in the reports.

event of a change in the number of shares carrying dividend rights, the amount of the total dividend will be adjusted accordingly and the amount allocated to discretionary reserves will be determined on the basis of the total dividend actually paid out.

The dividend will be paid on 4 July 2019.

The following amounts were distributed as dividends in respect of the previous three financial years:

	2015	2016	2017
Dividend paid	€1.70	€2.20	€2.40
Number of shares	20,324,093	20,517,903	20,516,807
Dividend*	€34,550,958.10	€45,139,386.60	€49,240,336.80

\* The dividend payment entitles individual shareholders resident in France for tax purposes to a 40% deduction on the gross amount of the dividend for the calculation of income tax (Article 158-3-2° of the French General Tax Code).

**Resolution 4**

*(Approval of the service agreement with Éric Hayat as an agreement governed by Article L. 225-38 of the French Commercial Code)*

The shareholders at the General Meeting, apprised of the Statutory Auditors' special report on agreements governed by Article L. 225-38 et seq. of the French Commercial Code and the main features of the service agreement entered into with Éric Hayat, approve the agreement and the related conclusions of the aforementioned report.

**Resolution 5**

*(Approval of the Statutory Auditors' special report on agreements governed by Article L. 225-38 et seq. of the French Commercial Code)*

The shareholders at the General Meeting, having reviewed the Report of the Board of Directors and the Statutory Auditors' special report on agreements governed by Article L. 225-38 et seq. of the French Commercial Code, duly note the terms of Statutory Auditors' special report and the absence of any new agreements of this type subject to approval at this Meeting other than that covered by Resolution 4.

**Resolution 6**

*(Approval of items of compensation paid or allotted in respect of financial year 2018 to Pierre Pasquier, Chairman)*

The shareholders at the General Meeting, having been consulted pursuant to Article L. 225-100 of the French Commercial Code, and having reviewed the Report of the Board of Directors, approve the fixed, variable and exceptional items of compensation making up the total compensation and benefits of any kind paid or allotted to Pierre Pasquier in his capacity as Chairman in respect of financial year 2018.

**Resolution 7**

*(Approval of items of compensation paid or allotted in respect of financial year 2018 to Vincent Paris, Chief Executive Officer)*

The shareholders at the General Meeting, having been consulted pursuant to Article L. 225-100 of the French Commercial Code, and having reviewed the Report of the Board of Directors, approve the fixed, variable and exceptional items of compensation making up the total compensation and benefits of any kind paid or allotted to Vincent Paris in his capacity as Chief Executive Officer in respect of financial year 2018.

**Resolution 8**

*(Approval of the principles and criteria for the determination, distribution and allocation of items of compensation for the Chairman)*

The shareholders at the General Meeting, having reviewed the Report of the Board of Directors, approve the principles and criteria for the determination, distribution and allocation of items of fixed, variable and exceptional compensation forming the total compensation and all benefits of any kind attributable to the Chairman.

**Resolution 9**

*(Approval of the principles and criteria for the determination, distribution and allocation of items of compensation for the Chief Executive Officer)*

The shareholders at the General Meeting, having reviewed the Report of the Board of Directors, approve the principles and criteria for the determination, distribution and allocation of items of fixed, variable and exceptional compensation forming the total compensation and all benefits of any kind attributable to the Chief Executive Officer and, where applicable, to any Deputy CEO that may be appointed.

**Resolution 10**

*(Setting of directors' fees at €500,000)*

The shareholders at the General Meeting set at €500,000 the total amount of directors' fees to be allocated between the members of the Board of Directors for the current financial year.

**Resolution 11**

*(Authorisation granted to the Board of Directors, for a period of 18 months, to allow the Company to buy back its own shares pursuant to Article L. 225-209 of the French Commercial Code)*

The shareholders at the General Meeting, having reviewed the Report of the Board of Directors, in accordance with the provisions of Articles L. 225-209 et seq. of the French Commercial Code, EU regulations on market abuse, and Title IV, Book II of the General Regulation of the Autorité des Marchés Financiers (AMF) as well as its implementing instructions:

- authorise the Board of Directors, with the ability to subdelegate this power as provided by law and by the Company's Articles of Association, to buy back shares in the Company or arrange to have shares in the Company bought back, on one or more occasions and as and when it sees fit, up to a maximum of 10% of the total number of shares representing the Company's share capital at the time of the buyback;
- resolve that shares may be bought back for the following purposes:
  - to obtain market-making services from an investment services provider acting independently under the terms of a liquidity agreement entered into in compliance with the AMF's accepted market practice,
  - to award, sell or transfer shares in the Company to employees and/or company officers of the Group, in order to cover share purchase plans and/or free share plans (or equivalent plans) as well as any allotments of shares under a company or Group savings plan (or equivalent plan) in connection with a profit-sharing mechanism, and/or all other forms of share allotment to the Group's employees and/or company officers,
  - to retain the shares bought back in order to exchange them or present them as consideration at a later date for a merger, spin-off or contribution of assets and, more generally, for external growth transactions. Shares bought back for such purposes are not to exceed, in any event, 5% of the number of shares making up the Company's share capital,
  - to deliver the shares bought back, upon the exercise of rights attaching to securities giving access to the Company's share capital through redemption, conversion, exchange, tender of warrants or any other means, as well as to execute any transaction covering the Company's obligations relating to those securities,
  - to cancel the shares bought back by reducing the share capital, pursuant to Resolution 12 adopted at the Combined General Meeting of 12 June 2018,
  - to implement any market practice that may come to be accepted by the AMF, and in general, to perform any operation that complies with regulations in force;
- resolve that the maximum price per share paid for shares bought back be set at €200, it being specified that in the event of any transactions in the share capital, including in particular capitalisation of reserves, free share awards and/or stock splits or reverse stock splits, this price per share shall be adjusted proportionately;
- resolve that the funds set aside for share buy-backs may not exceed, for guidance purpose and based on the share capital at 31 December 2018, €410,954,000, corresponding to 2,054,770 ordinary shares, with this maximum amount potentially being adjusted to take into account the amount of the share capital on the day of the General Meeting or subsequent transactions;

Proposed resolutions

- resolve that shares may be bought back by any means, through on- or off-market transactions, including block purchases or through the use of derivatives, at any time, subject to compliance with the regulations in force; it being stipulated that unless authorised in advance by the shareholders at the General Meeting, the Board of Directors may not make use of this delegation once a third party has filed a draft tender offer for the Company's shares, and until the end of the offer period;
- grant all powers to the Board of Directors, including the ability to subdelegate these powers, in order to implement this authorisation, to determine the terms and conditions of share buybacks, to make the necessary adjustments, to place any stock market orders, to enter into any and all agreements, to carry out all formalities and file all declarations with the AMF, and generally to take any and all other actions required;
- agree that this delegation of powers to the Board of Directors is to be valid for a period of 18 months with effect from the date of this General Meeting;
- acknowledge that this authorisation supersedes, in relation to the unused portion, any previous authorisation having the same purpose.

## Requiring the approval of the Extraordinary General Meeting

### Resolution 12

*(Delegation of powers to be given to the Board of Directors, for a period of 18 months, to issue share subscription warrants to be allotted to the shareholders free of charge in the event of a takeover bid, up to a nominal amount equal to the amount of the share capital)*

The shareholders at the General Meeting, in accordance with the provisions of the French Commercial Code, and in particular its Articles L. 233-32-II and L. 233-33, having reviewed the Report of the Board of Directors and the Statutory Auditors' special report:

- delegate to the Board of Directors the authority to carry out, within the existing legal and regulatory limits, during a tender offer for the Company's shares, one or more issues of warrants entitling the holder to subscribe for one or more Company shares on preferential terms, and to freely grant said warrants to all shareholders of the Company who are in this capacity before the tender offer expires. These warrants will automatically lapse as soon as the tender offer or any other potential competing offer fails, lapses or is withdrawn;
- resolve that the maximum nominal amount of the capital increase that may result from the exercise of these subscription warrants shall not be allowed to exceed the share capital when the warrants are issued, and that the maximum number of subscription warrants that may be issued shall not be allowed to exceed the number of shares constituting the share capital when the warrants are issued;
- acknowledge that this resolution automatically entails the waiver by the shareholders of their preemptive right to subscribe for the ordinary shares in the Company to which the subscription warrants issued pursuant to this resolution may confer entitlement;
- resolve that the Board of Directors will have all powers, including the ability to subdelegate these powers under the conditions laid down by law and by the Company's Articles of Association, in particular to determine the terms for the exercise of these subscription warrants, which must be relative to the terms of the offer or of any potential competing offer, as well as the other characteristics of these warrants, including the exercise price and methods for setting this price, in addition to, generally speaking, the characteristics and terms of any issue it decides to carry out on the basis of this delegation of powers, which it may defer or

waive; to set the terms of any capital increase resulting from the exercise of these subscription warrants; to record the execution of any capital increase so brought about; to make the corresponding amendments to the Articles of Association; and more generally to make any appropriate arrangements, request any authorisations, carry out any formalities and take the necessary steps to ensure the success of the planned issues;

- resolve that this delegation of powers to the Board of Directors is to be valid for a period of 18 months with effect from the date of this General Meeting;
- acknowledge that this delegation of powers supersedes, in relation to the unused portion, any previous delegation of powers having the same purpose.

### Resolution 13

*(Delegation of powers to the Board of Directors, for a period of 26 months, to decide to increase the share capital, without preemptive subscription rights for existing shareholders, via issues to persons employed by the Company or by a company of the Group, subject to enrolment in a company savings plan, up to a maximum of 3% of the share capital)*

The shareholders at the General Meeting, in accordance with the provisions of Articles L. 3332-18 et seq. of the French Labour Code as well as the provisions of the French Commercial Code, in particular its Articles L. 225-129-2, L. 225-129-6 and L. 225-138-1, having reviewed the Report of the Board of Directors and the Statutory Auditors' special report:

- delegate powers to the Board of Directors, including the ability to subdelegate this power under the conditions laid down in law and in the Company's Articles of Association, to decide on the issuance, on one or more occasions, in the amounts and at the times it sees fit, of (i) ordinary shares or (ii) equity securities giving immediate or future access by any means to other equity securities of the Company, reserved for employees enrolled in a savings plan offered by the Company or by any related French or foreign company or group as defined in Article L. 225-180 of the French Commercial Code (the "Recipients"), under the conditions laid down in Article L. 3332-19 of the French Labour Code;
- resolve to exclude, in favour of the Recipients, the preemptive right of existing shareholders to subscribe for the ordinary shares or other securities that may be issued under this delegation of powers;
- resolve that this delegation of powers may not give access to a total number of shares representing more than 3% of the Company's share capital (as assessed at the date when the Board of Directors makes use of this delegation of powers), it being specified (i) that any issue or allotment carried out pursuant to Resolutions 22 and 23 adopted at the Combined General Meeting of 12 June 2018, will count towards this 3% limit such that any issues or allotments carried out pursuant to the aforementioned Resolutions 22 and 23, will be subject to an overall limit of 3%, and (ii) that this will be in addition to any additional number of shares to be issued to protect the rights of holders of securities giving access to the Company's share capital, in accordance with the law or any applicable contractual agreement;
- resolve that if the subscriptions obtained do not absorb the entirety of an issue of securities, the capital increase will be limited to the amount of subscriptions received;
- resolve that the subscription price will be set in compliance with laws and regulations and resolve to set the maximum discount for the subscription price of an issue offered in connection with an employee savings plan, which is the case for the securities issued under this delegation of powers, at 5% of the average price of the Company's shares on the regulated market of Euronext Paris over the 20 trading days preceding the date of the decision setting the opening date of the subscription period. However, the shareholders at the General Meeting expressly authorise the Board

of Directors to reduce the aforementioned discount, within legal and regulatory limits;

- resolve that the Board of Directors may provide for the allotment of ordinary shares, whether to be issued or already issued, or of securities giving access to the Company's share capital, whether to be issued or already issued, to the Recipients free of charge, in lieu of all or a portion of the employer contribution and/or the discount applied to the subscription price, within the limits set forth in Articles L. 3332-11 and L. 3332-21 of the French Labour Code, it being specified that the maximum aggregate nominal amount of capital increases that may be carried out in line with these allotments will count towards the limit of 3% of the Company's share capital referred to above;
- formally note that, with regard to shares to be issued in lieu of some or all of the employer contribution and/or the discount applied to the subscription price, the Board of Directors may decide to increase the share capital accordingly by capitalising reserves, earnings, issue premiums or other amounts that may be capitalised in favour of the Recipients, thus entailing (i) the corresponding waiver by the shareholders of that portion of reserves, earnings, premiums or other amounts thus capitalised and (ii) the automatic waiver by the shareholders of their preemptive subscription right. The corresponding capital increase shall be deemed to have been completed upon final allotment of the shares in question to the Recipients;
- consequently grant all powers to the Board of Directors, with the option to subdelegate these powers under the conditions laid down by law and by the Company's Articles of Association, to put this authorisation into effect, subject to the limits and conditions set out above, in particular so as to:
  - determine the characteristics of securities to be issued and the proposed amount of any subscriptions and, in particular, determine their issue prices, dates and periods, and the terms and conditions of subscription, payment, delivery and vesting of securities, in accordance with applicable legal and regulatory limits,
  - determine, if necessary, the nature of the securities to be allotted free of charge, as well as the terms and conditions of their allotment,
  - determine whether shares are allotted free of charge in the case of shares to be issued or existing shares, and (i) where new shares are issued, check that there are sufficient reserves and, upon each allotment, transfer to a reserve not available for distribution the amounts needed to pay up the new shares to be issued, increase the share capital by capitalising reserves, earnings, premiums or other amounts that may be capitalised, determine the type and amount of any reserves, earnings or premiums to be capitalised in consideration of the

forementioned shares, certify the completion of increases in the share capital, determine the vesting date of newly issued shares (which may be retrospective), amend the Articles of Association accordingly, and (ii) where existing shares are allotted, acquire the necessary shares under the conditions laid down in law, and take any and all action required to successfully complete the transactions,

- draw up the list of companies whose employees will be recipients of the issues carried out under this delegation of powers,
- determine whether subscriptions may be made directly by the recipients or only through UCITS mutual funds,
- charge any costs incurred in connection with capital increases against the premiums pertaining to those capital increases and deduct from the total to be charged the amount required to bring the legal reserve up to one-tenth of the new share capital after each capital increase,
- record the completion of capital increases up to the value of shares actually subscribed or of other securities issued under the terms of this authorisation,
- enter into any agreements and, either directly or via an agent, complete all procedures and formalities, including formalities subsequent to capital increases and consequential amendments to the Articles of Association and, more generally, take all necessary steps,
- in general terms, enter into any agreement, including in particular agreements to ensure that planned issues are successfully completed, take any steps and complete any formalities required for the issuance, listing and management of securities issued under the terms of this authorisation and for the exercise of any associated rights;
- resolve that this delegation of powers to the Board of Directors is to be valid for a period of 26 months with effect from the date of this General Meeting. Unless authorised in advance by the shareholders at the General Meeting, the Board of Directors may not make use of this delegation once a third party has filed a draft tender offer for the Company's shares, and until the end of the offer period;
- acknowledge that this delegation of powers supersedes, in relation to the unused portion, any previous delegation of powers having the same purpose.

#### Resolution 14

*(Powers granted to carry out all legal formalities)*

The shareholders at the General Meeting give all powers to the bearer of an original or copy of the minutes of this Meeting to carry out all legally required formalities.

Dialogue with investors

# DIALOGUE WITH INVESTORS



## SHARE FACTSHEET

<b>Listing</b>	Euronext Paris
<b>Market</b>	Compartment A
<b>ISIN</b>	FR0000050809
<b>Ticker symbol</b>	SOP
<b>Main indices</b>	SBF 120, CAC ALL-TRADABLE, CAC ALL SHARES, CAC MID & SMALL, CAC MID 60, CAC SOFT & C. S., CAC TECHNOLOGY, EURONEXT FAS IAS, NEXT 150, Dow Jones Sustainability Europe Index (DJSI Europe Index), Eurozone 120 Index, ESI Excellence Europe Index (Ethibel Sustainability Europe Index)

Eligible for French PEA share savings plan  
Eligible for Deferred Settlement Service



## FINANCIAL CALENDAR 2019

<b>22 February 2019</b> before market open	2018 annual revenue and earnings*
<b>26 April 2019</b> before market open	Q1 2019 revenue
<b>12 June 2019</b>	Annual General Meeting
2 July 2019	Ex-dividend date
4 July 2019	Dividend payment date
<b>26 July 2019</b> before market open	2019 interim revenue and earnings*
<b>25 October 2019</b> before market open	Q3 2019 revenue

\* The full-year and half-year results are published in press releases and presented at face-to-face meetings and at bilingual webcast meetings in French and English.

## MEETING WITH INVESTORS



**INSTITUTIONAL INVESTORS MET**

217



**COUNTRIES COVERED**

9



**CITIES COVERED**

15



**INDIVIDUAL INVESTORS MET**

263



**ROADSHOWS**

22



**CONFERENCES**

8



**GRAND PRIX DE LA TRANSPARENCE\***  
Top 20 ranking based on transparency of regulated information - 14<sup>th</sup> place

## PERCENTAGE OF THE GROUP'S SHARE CAPITAL HELD BY INSTITUTIONAL INVESTORS

31.8%

International institutional investors

29.5%

Controlled holdings and holdings managed on behalf of employees

25.7%

French institutional investors

0.2%

Treasury shares

12.8%

Percentage of share capital held by individual investors and other

TPI survey of identifiable holders of shares at 31/12/2018 - Ownership threshold of over 1,000 shares

## TRANSPARENCE LABEL OR

This seal of quality is awarded to Registration Documents achieving the highest level of transparency according to the Annual Transparency Rankings criteria.

\*Scientific Committee of the Grand Prix de la Transparence organised by Labrador

# REQUEST FOR DOCUMENTS AND INFORMATION



## COMBINED GENERAL MEETING OF SHAREHOLDERS

**WEDNESDAY 12 JUNE 2019 AT 2:30 P.M.**

Pursuant to Article R. 225-88 of the French Commercial Code, from the time that notice of a General Meeting is given until the fifth day (inclusive) before the meeting, any shareholder (owning registered shares or showing proof of ownership of bearer shares) may use the form below to ask the Company to send the documents and information described in Articles R. 225-81 and 83 of said Commercial Code.



**Send this form to:**  
**SOPRA STERIA GROUP**  
For the attention of Lima Abdellaoui  
6 Avenue Kleber  
F-75116 PARIS

### REPLY FORM TO REQUEST FOR DOCUMENTS AND INFORMATION

#### COMBINED GENERAL MEETING OF SHAREHOLDERS

**WEDNESDAY 12 JUNE 2019 AT 2:30 P.M.**

Ms    Mlle    M.

LAST NAME: .....

First (and middle) name: .....

Full address: .....

Post code: ..... City: .....

in registered form \*

in bearer form \*

requests to have sent to the address above the documents and information described in Articles R. 225-81 and 83 of the French Commercial Code, with the exception of those that were attached to the postal voting / proxy form.

Signed in: ..... on: .....2019

Signature

Registered shareholders may send a single letter to request to have the Company send the documents described above for each subsequent General Meeting.

(\*) *Cross out the line that does not apply*





# KEEP IN TOUCH



## FOLLOW US ON

Group website

<https://www.soprasteria.com>

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"Investors" section

<https://www.soprasteria.com/en/investors>

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"Corporate Responsibility" section

<https://www.soprasteria.com/en/sopra-steria-at-a-glance/corporate-responsibility>

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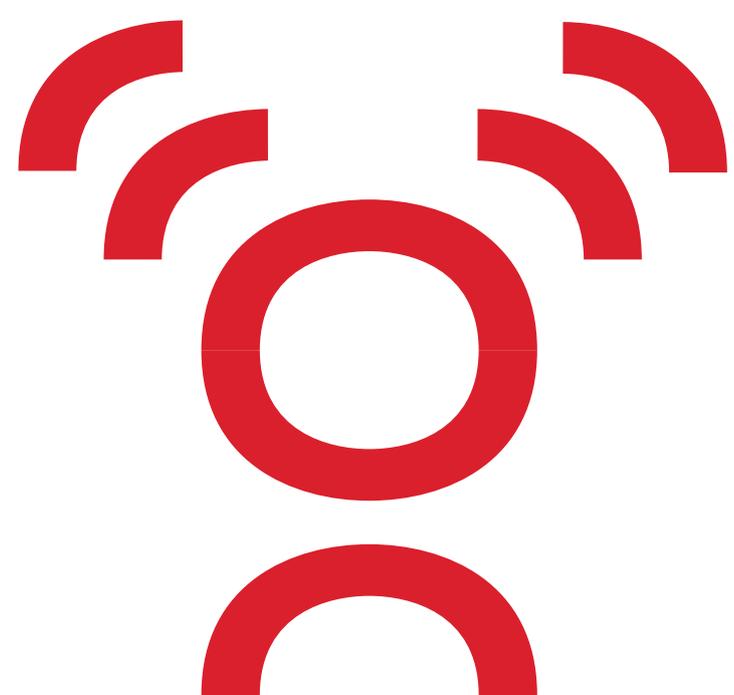
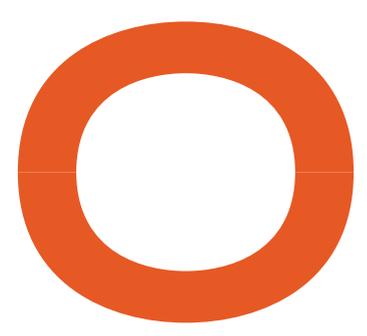
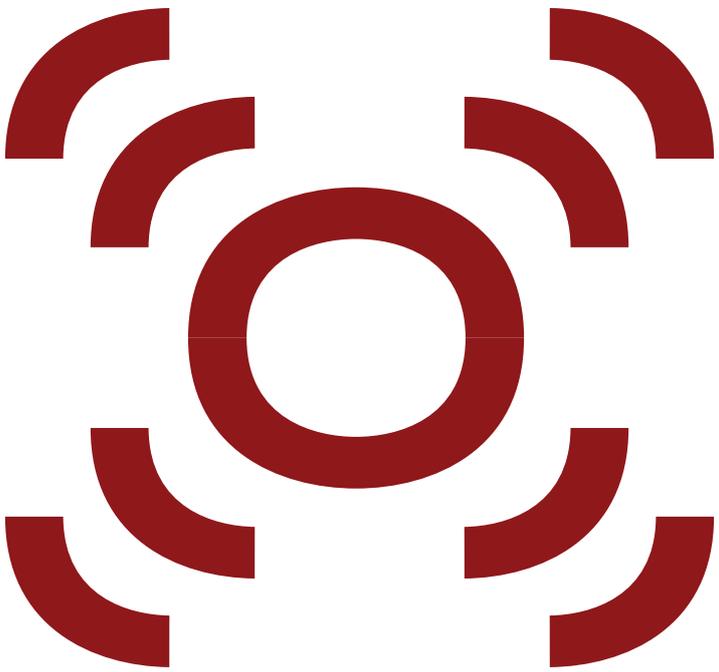
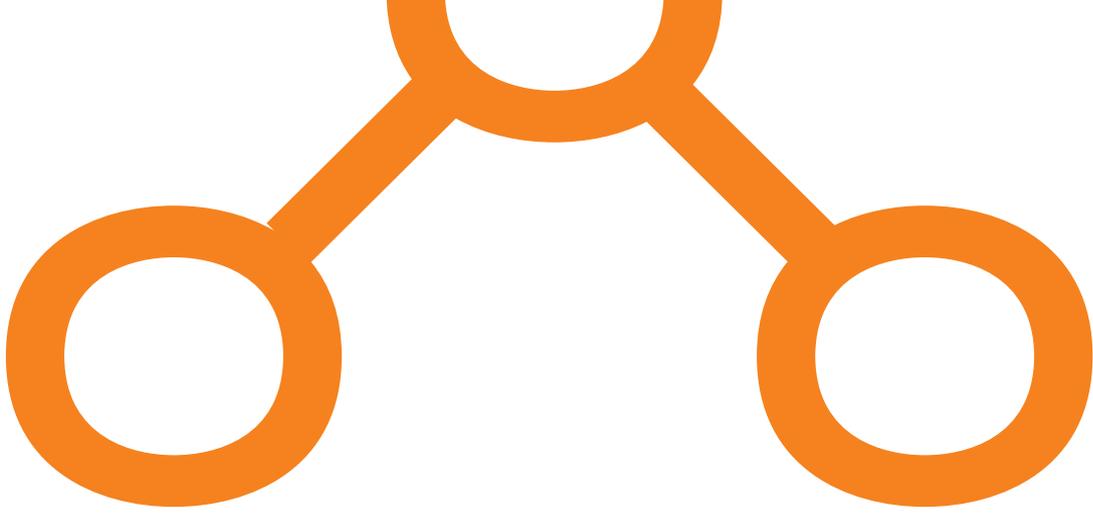
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Investor Relations Department

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