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Sopra Steria Group

A French Société Anonyme (limited company) with share capital of €20,547,701 326 820 065 RCS Annecy - Registered Office: PAE Les Glaisins, Annecy-le-Vieux, 74940 Annecy

Minutes of the Combined General Meeting of 12 June 2019

In the year two thousand and nineteen, on the twelve of June, at two thirty in the afternoon, the Company's shareholders met in a Combined General Meeting at the Pavillon Dauphine, Place du Maréchal de Lattre de Tassigny, F-75116 Paris, as duly convened by the Board of Directors.

An attendance sheet was drawn up and initialled by each individual present upon entering the Meeting, whether in his/her own name or as proxy.

As Chairman of the Board of Directors, Pierre Pasquier chaired the Meeting.

The two shareholders in attendance at the Meeting representing, in their own right and as proxy, the largest number of votes – Christian Charvier, representing Sopra GMT, and Astrid Anciaux, representing the Employee Shareholding Fund (FCPE) Groupe Steriactions – and indicating their acceptance of such duties, were appointed as vote tellers.

Christophe Bastelica, Secretary of Sopra Steria Group's Board of Directors, was selected to serve as secretary for the Meeting.

The attendance sheet, certified as accurate and genuine by the officers of the Meeting thus constituted, supports the observation that the shareholders who were physically present or represented at the Meeting or who voted by mail, held 15,568,454 shares to which were attached 21,220,772 voting rights, out of a total of 20,535,405 shares carrying voting rights.

As the quorum was reached, since more than one-quarter of the total voting shares were represented, the Meeting was deemed to be validly constituted and thus able to discuss and decide upon all items on its agenda.

The Chairman submitted the following documents to the officers of the Meeting, making them available to shareholders:

- the latest version of the Company's Articles of Association,
- the attendance sheet for the Meeting,
- proxy forms for shareholders represented by proxy as well as all mail-in ballots received,
- a copy of the convening letter,
- a copy of the legal gazette containing the convening notice,
- a copy of the convening notice, as published in the Bulletin d'annonces légales obligatoires (BALO),
- a copy of the meetings notice, as published in the Bulletin d'annonces légales obligatoires (BALO),
- the individual company and consolidated financial statements for the year ended 31 December 2018, together with the other documents required by law,
- the five-year financial summary,
- the reports of the Board of Directors submitted to the General Meeting,
- the proposed amendments to the Articles of Association;
- the proposed resolutions submitted to the Meeting.

Next, the Chairman informed the Meeting that the individual company and consolidated financial statements, the reports of the Board of Directors and of the Chairman, the reports of the Statutory Auditors, the list of shareholders, the proposed resolutions submitted to the Meeting as well as all other documents and information required by law and the Articles of Association were made available to shareholders at the Company's registered office as from the date of publication of the convening notice for the Meeting.

The Meeting placed this information on record.

The Chairman informs the Meeting that the Company has not received any written request to add items to the agenda for the Meeting or table additional draft resolutions. In addition, no written questions have been received for discussion.

The Chairman then reminded shareholders that the General Meeting had been called for them to decide on the following 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 \in 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

I would like to remind you that extraordinary resolutions require a quorum of one-quarter of the total voting shares and a two-thirds majority of the votes of the shareholders present or represented. The resolutions on the agenda of the Ordinary General Meeting require a quorum of one-fifth of the total voting shares and a majority of the votes of the shareholders present or represented. However, as an exception to the preceding, Resolution 12, even though they are on the Extraordinary General Meeting agenda, requires a quorum of one-fifth of the total voting shares and a majority of the votes of the shareholders present or represented.

The Chairman then read out the reports of the Board and had the reports of the Statutory Auditors and transfer auditor also read out.

After these reports had been read out, the Chairman opened the discussion and answered questions raised by shareholders.

Then, as no-one wished to take the floor, the Chairman successively put the following resolutions to the vote of shareholders:

Resolutions submitted for the approval 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.

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.

This resolution was adopted by votes FOR, 21,203,077 votes 16,251 AGAINST and 1,444 ABSTENTIONS.

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.

This resolution was adopted by votes FOR, 21, 149, 426 votes 70, 102 AGAINST and 1, 244 ABSTENTIONS.

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
Distributable profit	€124,780,200.22

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

Total	€124,780,200.22
Discretionary reserves	€86,766,953.37
Dividend	€38,013,246.85

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 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).

This resolution was adopted by votes FOR, 20,932,377 votes 287,871 AGAINST and 524 ABSTENTIONS.

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.

This resolution was adopted by votes FOR, 14,752,633 votes 6,397,625 AGAINST and 904 ABSTENTIONS.

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.

This resolution was adopted by votes FOR, 15,809,604 votes 5,410,413 AGAINST and 755 ABSTENTIONS.

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.

This resolution was adopted by votes FOR, 21,036,401 votes 183,468 AGAINST and 903 ABSTENTIONS.

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.

This resolution was adopted by votes FOR, 20,908,226 votes 286,367 AGAINST and 26,179 ABSTENTIONS.

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.

This resolution was adopted by votes FOR, 20,991,544 votes 227,677 AGAINST and 1,551 ABSTENTIONS.

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.

This resolution was adopted by votes FOR, 20,504,896 votes 713,967 AGAINST and 1,909 ABSTENTIONS.

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.

This resolution was adopted by votes FOR, 20,636,928 votes 581,610 AGAINST and 2,234 ABSTENTIONS.

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;
- 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.

This resolution was adopted by votes FOR, 21,200,310 votes 18,640 AGAINST and 1,822 ABSTENTIONS.

Resolutions submitted for 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 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.

This resolution was adopted by votes FOR, 13,424,888 votes 7,795,245 AGAINST and 639 ABSTENTIONS.

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
 aforementioned 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.

This resolution was adopted by votes FOR, 20,999,292 votes 220,954 AGAINST and 526 ABSTENTIONS.

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.

This resolution was adopted by votes FOR, 21, 193, 960 votes 496 AGAINST and 26, 316 ABSTENTIONS.

* *

As we have reached the bottom of the agenda and there are no further requests to speak, the Chairman hereby declares this meeting closed.

These minutes were drawn up and, after they had been read, were signed by the Chairman, the scrutineers and the secretary.

Pierre Pasquier, Chairman

Scrutineers

P / Sopra GMT Christian Charvier P / FCPE GROUPE STERIACTIONS Astrid Anciaux

Secretary Christophe Bastelica