2021 Combined General Meeting of Shareholders

PARIS, 26 MAY 2021 AT 2:30PM
Disclaimer

This presentation contains forward-looking information subject to certain risks and uncertainties that may affect the Group’s future growth and financial results. Readers are reminded that licence agreements, which often represent investments for clients, are signed in greater numbers in the second half of the year, with varying impacts on end-of-year performance. Actual outcomes and results may differ from those described in this document due to operational risks and uncertainties. More detailed information on the potential risks that may affect the Group’s financial results can be found in the 2020 Universal Registration Document filed with the Autorité des Marchés Financiers (AMF) on 18 March 2021 (see pages 35 to 42 in particular). Sopra Steria does not undertake any obligation to update the forward-looking information contained in this document beyond what is required by current laws and regulations. The distribution of this document in certain countries may be subject to the laws and regulations in force. Persons physically present in countries where this document is released, published or distributed should inquire as to any applicable restrictions and should comply with those restrictions.
Opening remarks – 2021 Combined General Meeting

- General Meeting held in closed session and live streamed
- Live Q&A session for shareholders who have pre-registered on the Group’s website
- Meeting recorded, available on the Group’s website
Meeting schedule

01 Agenda for the General Meeting

02 Board of Directors’ reports – Presentation of the 2020 accounts and operating position

03 Statutory Auditors’ reports

04 Q&A session

05 Results of votes on proposed resolutions

06 Closing remarks to the General Meeting
Agenda (1/3)
Notice published in the “Bulletin des Annonces Légales Obligatoires” on 7 May 2021

Requiring the approval of the Ordinary General Meeting

1. Approval of the individual financial statements for the financial year ended 31 December 2020; approval of non-deductible expenses;
2. Approval of the consolidated financial statements for the financial year ended 31 December 2020;
3. Appropriation of earnings for the year ended 31 December 2020 and setting of the dividend;
4. Approval of disclosures as presented in the Report on corporate governance pursuant to Article L. 22-10-34 I of the French Commercial Code;
5. Approval of the fixed, variable and exceptional items of compensation making up the total compensation and benefits of any kind paid during the year ended 31 December 2020 or allotted in respect of that period to Mr Pierre Pasquier, Chairman of the Board of Directors, in accordance with Article L. 22-10-34 II of the French Commercial Code;
6. Approval of the fixed, variable and exceptional items of the total compensation and benefits of any kind paid during the financial year ended 31 December 2020 or allotted in respect of that period to Mr Vincent Paris, Chief Executive Officer, in accordance with Article L. 22-10-34 II of the French Commercial Code;
Requiring the approval of the Ordinary General Meeting

- **7.** Approval of the compensation policy for the Chairman of the Board of Directors, as presented in the Report on corporate governance pursuant to Article L. 22-10-8 of the French Commercial Code;
- **8.** Approval of the compensation policy for the Chief Executive Officer, as presented in the Report on corporate governance pursuant to Article L. 22-10-8 of the French Commercial Code;
- **9.** Approval of the compensation policy for the Directors, as presented in the Report on corporate governance pursuant to Article L. 22-10-8 of the French Commercial Code;
- **10.** Decision setting the total amount of compensation awarded to Directors for their service, as referred to in Article L. 225-45 of the French Commercial Code, at €500,000;
- **11.** Appointment of Astrid Anciaux as Director representing employee shareholders for a term of office of four years;
- **12.** 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. 22-10-62 of the French Commercial Code;
Requiring the approval of the Extraordinary General Meeting

13. Authorisation granted to the Board of Directors, for a period of 38 months, to allot free shares to employees and company officers of the Company and its Group, up to a maximum of 1% of the share capital, entailing the waiver by the shareholders of their pre-emptive subscription right;

14. Delegation of authority to the Board of Directors, for a period of 26 months, to decide to increase the Company’s share capital, without pre-emptive 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 2% of the share capital;

Requiring the approval of the Ordinary General Meeting

15. Powers granted to carry out all legal formalities.
Meeting schedule

01 Agenda for the General Meeting
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06 Closing remarks to the General Meeting
2020 Full-year results
Sopra Steria profile at 31/12/2020
A European leader in digital transformation

Among the top 5 European digital services companies
- 2020 revenue €4.3bn
- 46,000 employees

Operations in 25 countries

End-to-end approach

Revenue to 31/12/2020
- Consulting & Systems Integration
- Cloud & Infrastructure Management
- Development of Business Solutions
- Business Process Services

France
United Kingdom
Other Europe
Rest of the World

Banking
Insurance
Public Sector
Aerospace, Defence, Homeland Security
Energy, Utilities
Telco-Media
Transport
Distribution
Other
Financial year 2020 marked by the Covid-19 pandemic

End-2019: Positive trends

2019 operating margin on business activity: 8%
2020 projections: growth in revenue and margin
Trajectory aligned with medium-term targets

2020: Crisis management

Top priority placed on health and human resources
Increased internal communications
Agile management
Developing specific solutions
Protecting margins and assets

2020 overview: Resilience

Negative organic growth in revenue limited to 4.8%
Decline in operating margin limited to 1 pt
Robust cash flow and reduction in net financial debt
2020 negative organic growth limited to 4.8%
Specific impact linked to the weighting of aerospace and the cyberattack: c. 2.5 pts of growth
Gradually improved after bottoming out in Q2

<table>
<thead>
<tr>
<th>Year</th>
<th>Q1</th>
<th>Q2</th>
<th>Q3</th>
<th>Q4</th>
</tr>
</thead>
<tbody>
<tr>
<td>2020</td>
<td>3.3%</td>
<td>-8.4%</td>
<td>-5.9%</td>
<td>-4.2% (1)</td>
</tr>
<tr>
<td>2021</td>
<td>0%</td>
<td>-7.7% (2)</td>
<td>-0.5%</td>
<td>-7.7% (2)</td>
</tr>
</tbody>
</table>

(1) Q4 restated to exclude the effects of the cyberattack.
(2) Q4 reported.
Resilient operating margin
Declined only 1 pt, including 0.2 pts as a result of the cyberattack

Operating margin on business activity (%)

- 8.0% in 2019
- 7.0% in 2020

- Prices stable overall
  Continued to rise slightly in consulting

- Sharp fall in consultant downtime between April and December
  Situation normalised in Q4 2020

- Cost adjustments
  - Travel and business expenses: -62% vs 2019
  - Administrative fees and advertising: -20% vs 2019
  - Project subcontracting: -11% vs 2019

o/w Cyberattack impact: -0.2 pts
## France

Financial year 2020 affected by the impact of the pandemic and the cyberattack

<table>
<thead>
<tr>
<th></th>
<th>2020</th>
<th>(%) of Rev.</th>
<th>2019</th>
<th>(%) of Rev.</th>
</tr>
</thead>
<tbody>
<tr>
<td>Revenue</td>
<td>1,655.6</td>
<td></td>
<td>1,813.1</td>
<td></td>
</tr>
<tr>
<td>Organic growth (%)</td>
<td>-10.2%</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Operating profit on business activity</td>
<td>111.9</td>
<td>6.8%</td>
<td>175.5</td>
<td>9.7%</td>
</tr>
<tr>
<td>Profit from recurring operations</td>
<td>104.8</td>
<td>6.3%</td>
<td>167.2</td>
<td>9.2%</td>
</tr>
<tr>
<td>Operating profit</td>
<td>84.9</td>
<td>5.1%</td>
<td>156.9</td>
<td>8.7%</td>
</tr>
</tbody>
</table>

- **Sharp decline in revenue explained by sector and business line exposure**
  - The aeronautics sector (20% of revenue) contracted between 20% and 30% starting in Q2
  - Revenue from consulting and product lifecycle management down 15% and 18%, respectively

- **Public sector proved resilient (strong growth in defence & government and a slight decline in the social sector)**

- **Creation of a French leader in digital services for insurance and social security** (acquisition of Sodifrance)

- **2021 off to a good start**
  - Consultant downtime back to normal; recruitment has resumed; order book robust
  - Revenue and margins expected to return to growth after a still challenging first quarter
**United Kingdom**

Performance boosted by our two public-sector joint ventures

<table>
<thead>
<tr>
<th></th>
<th>2020</th>
<th>(%) of Rev.</th>
<th>2019</th>
<th>(%) of Rev.</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Revenue</strong></td>
<td>699.8</td>
<td></td>
<td>771.5</td>
<td></td>
</tr>
<tr>
<td><strong>Organic growth (%)</strong></td>
<td>+ 1.9%</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Operating profit on business activity</strong></td>
<td>56.0</td>
<td>8.0%</td>
<td>56.1</td>
<td>7.3%</td>
</tr>
<tr>
<td><strong>Profit from recurring operations</strong></td>
<td>44.1</td>
<td>6.3%</td>
<td>43.8</td>
<td>5.7%</td>
</tr>
<tr>
<td><strong>Operating profit</strong></td>
<td>27.7</td>
<td>4.0%</td>
<td>42.3</td>
<td>5.5%</td>
</tr>
</tbody>
</table>

- Two joint ventures specialising in business process services for the public sector (NHS SBS and SSCL): organic growth averaged 16.0%
- Defence & security and government sectors proved fairly resilient
- Private sector still under pressure
  - Promising new business wins in the banking sector
## Other Europe

Performance improved across virtually all geographies

<table>
<thead>
<tr>
<th></th>
<th>2020</th>
<th></th>
<th>2019</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>(€m)</td>
<td>(% of Rev.)</td>
<td>(€m)</td>
<td>(% of Rev.)</td>
</tr>
<tr>
<td>Revenue</td>
<td>1,249.0</td>
<td></td>
<td>1,152.9</td>
<td></td>
</tr>
<tr>
<td>Organic growth (%)</td>
<td>+ 2.3%</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Operating profit on business activity</td>
<td>101.0</td>
<td>8.1%</td>
<td>77.4</td>
<td>6.7%</td>
</tr>
<tr>
<td>Profit from recurring operations</td>
<td>96.5</td>
<td>7.7%</td>
<td>73.0</td>
<td>6.3%</td>
</tr>
<tr>
<td>Operating profit</td>
<td>82.4</td>
<td>6.6%</td>
<td>66.1</td>
<td>5.7%</td>
</tr>
</tbody>
</table>

- **Buoyant growth in Scandinavia and Belgium**
- **Moderate decline in other countries**
- **Operating margin on business activity improved in just about every country in the reporting unit**
- **Sopra Financial Technology (runs Sparda banks’ IT system in Germany)**
  - Organic revenue growth of 16.9% at €204.9 million
  - Operating margin on business activity dilutive during the platform construction phase
Sopra Banking Software

Gradual improvement in operating position

<table>
<thead>
<tr>
<th></th>
<th>2020</th>
<th>2019</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>(€m)</td>
<td>(%) of Rev.)</td>
</tr>
<tr>
<td>Revenue</td>
<td>421.6</td>
<td>438.9</td>
</tr>
<tr>
<td><em>Organic growth (%)</em></td>
<td>- 9.1%</td>
<td></td>
</tr>
<tr>
<td>Operating profit on business activity</td>
<td>10.5</td>
<td>2.5%</td>
</tr>
<tr>
<td>Profit from recurring operations</td>
<td>-4.1</td>
<td>-1.0%</td>
</tr>
<tr>
<td>Operating profit</td>
<td>-10.6</td>
<td>-2.5%</td>
</tr>
</tbody>
</table>

- Licence sales proved resilient; services business declined, particularly during the lockdown in H1; business picked up in H2 (down 7.3%, vs a 10.9% decline in H1)
- Held course on the product development roadmap
  - Sopra Banking Platform and acquisition of Fidor Solutions to speed up development of the digital layer (DBEP)
  - Sopra Financing Platform
- Project margins began to show an improvement
- Targeting a gradual return to a double-digit operating margin on business activity
Other Solutions
A year impacted by project postponements

- Licence sales declined and some project launches were postponed
- Profitability improved significantly in H2 (12.7%, vs 5.0% in H1)
- Source Solde fully implemented for France’s armed forces
  - 250,000 members of the French army, air and space force and navy as well as the armed forces health service

<table>
<thead>
<tr>
<th>Other Solutions</th>
<th>2020</th>
<th>(€m)</th>
<th>(%) of Rev.</th>
<th>2019</th>
<th>(€m)</th>
<th>(%) of Rev.</th>
</tr>
</thead>
<tbody>
<tr>
<td>Revenue</td>
<td>236.9</td>
<td></td>
<td></td>
<td>257.5</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Organic growth (%)</td>
<td>- 8.9%</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Operating profit on business activity</td>
<td>20.8</td>
<td>8.8%</td>
<td>40.3</td>
<td>15.7%</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Profit from recurring operations</td>
<td>19.9</td>
<td>8.4%</td>
<td>39.1</td>
<td>15.2%</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Operating profit</td>
<td>17.9</td>
<td>7.5%</td>
<td>35.9</td>
<td>14.0%</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Presentation for the 2021 Combined General Meeting – 26 May 2021
### Income statement

**Financial year 2020**

<table>
<thead>
<tr>
<th></th>
<th>2020 (€m)</th>
<th>2020 (% of Rev.)</th>
<th>2019 (€m)</th>
<th>2019 (% of Rev.)</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Revenue</strong></td>
<td>4,262.9</td>
<td></td>
<td>4,434.0</td>
<td></td>
</tr>
<tr>
<td><strong>Organic growth</strong></td>
<td>-4.8%</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Operating profit on business activity</strong></td>
<td>300.2</td>
<td>7.0%</td>
<td>354.3</td>
<td>8.0%</td>
</tr>
<tr>
<td><strong>Share-based payment expenses</strong></td>
<td>- 4.2</td>
<td></td>
<td>- 11.1</td>
<td></td>
</tr>
<tr>
<td><strong>Amortisation of allocated intangible assets</strong></td>
<td>- 34.8</td>
<td></td>
<td>- 28.9</td>
<td></td>
</tr>
<tr>
<td><strong>Profit from recurring operations</strong></td>
<td>261.2</td>
<td>6.1%</td>
<td>314.2</td>
<td>7.1%</td>
</tr>
<tr>
<td><strong>Other operating income and expenses</strong></td>
<td>- 58.9</td>
<td></td>
<td>- 31.0</td>
<td></td>
</tr>
<tr>
<td><strong>Operating profit</strong></td>
<td>202.3</td>
<td>4.7%</td>
<td>283.2</td>
<td>6.4%</td>
</tr>
<tr>
<td><strong>Cost of net financial debt</strong></td>
<td>- 9.9</td>
<td></td>
<td>- 9.9</td>
<td></td>
</tr>
<tr>
<td><strong>Other financial income and expenses</strong></td>
<td>- 15.4</td>
<td></td>
<td>- 14.7</td>
<td></td>
</tr>
<tr>
<td><strong>Tax expense</strong></td>
<td>- 60.4</td>
<td></td>
<td>- 87.3</td>
<td></td>
</tr>
<tr>
<td><strong>Share of net profit from equity-accounted companies</strong></td>
<td>2.3</td>
<td></td>
<td>1.8</td>
<td></td>
</tr>
<tr>
<td><strong>Net profit</strong></td>
<td>118.9</td>
<td></td>
<td>173.1</td>
<td></td>
</tr>
<tr>
<td><strong>of which attributable to Group</strong></td>
<td>106.8</td>
<td>2.5%</td>
<td>160.3</td>
<td>3.6%</td>
</tr>
<tr>
<td><strong>of which minority interests</strong></td>
<td>12.2</td>
<td></td>
<td>12.7</td>
<td></td>
</tr>
</tbody>
</table>
## Simplified balance sheet

<table>
<thead>
<tr>
<th>Section</th>
<th>31/12/2020 (€m)</th>
<th>31/12/2019 (€m)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Goodwill</td>
<td>1,843.2</td>
<td>1,813.9</td>
</tr>
<tr>
<td>Allocated intangible assets</td>
<td>161.5</td>
<td>181.5</td>
</tr>
<tr>
<td>Other fixed assets</td>
<td>241.1</td>
<td>267.9</td>
</tr>
<tr>
<td>Right-of-use assets</td>
<td>290.3</td>
<td>320.4</td>
</tr>
<tr>
<td>Equity-accounted investments</td>
<td>193.4</td>
<td>195.0</td>
</tr>
<tr>
<td><strong>Fixed assets</strong></td>
<td><strong>2,729.6</strong></td>
<td><strong>2,778.8</strong></td>
</tr>
<tr>
<td>Net deferred tax</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Trade accounts receivable (net)</td>
<td>954.6</td>
<td>1,074.3</td>
</tr>
<tr>
<td>Other assets and liabilities</td>
<td>-1,112.8</td>
<td>-1,256.1</td>
</tr>
<tr>
<td><strong>Working capital requirement (WCR)</strong></td>
<td>-158.2</td>
<td>-181.8</td>
</tr>
<tr>
<td><strong>Assets + WCR</strong></td>
<td><strong>2,684.8</strong></td>
<td><strong>2,695.1</strong></td>
</tr>
<tr>
<td>Equity</td>
<td>1,445.4</td>
<td>1,422.2</td>
</tr>
<tr>
<td>Provisions for post-employment benefits</td>
<td>380.1</td>
<td>339.7</td>
</tr>
<tr>
<td>Provisions for contingencies and losses</td>
<td>116.0</td>
<td>77.0</td>
</tr>
<tr>
<td>Lease liabilities</td>
<td>317.5</td>
<td>342.1</td>
</tr>
<tr>
<td>Net financial debt</td>
<td>425.6</td>
<td>513.9</td>
</tr>
<tr>
<td><strong>Capital invested</strong></td>
<td><strong>2,684.8</strong></td>
<td><strong>2,695.1</strong></td>
</tr>
</tbody>
</table>
Outlook for 2021
Continued improvement in business activity in early 2021

Q1 2021 revenue

<table>
<thead>
<tr>
<th></th>
<th>Q1 2021 (€m)</th>
<th>Q1 2020 Restated* (€m)</th>
<th>Organic growth (%)</th>
<th>Total growth (%)</th>
</tr>
</thead>
<tbody>
<tr>
<td>France</td>
<td>460.2</td>
<td>491.3</td>
<td>- 6.3%</td>
<td>- 0.9%</td>
</tr>
<tr>
<td>United Kingdom</td>
<td>208.9</td>
<td>178.8</td>
<td>+ 16.8%</td>
<td>+ 15.2%</td>
</tr>
<tr>
<td>Other Europe</td>
<td>331.2</td>
<td>328.7</td>
<td>+ 0.8%</td>
<td>+ 1.3%</td>
</tr>
<tr>
<td>Sopra Banking Software</td>
<td>101.4</td>
<td>111.2</td>
<td>- 8.8%</td>
<td>- 4.1%</td>
</tr>
<tr>
<td>Other Solutions</td>
<td>63.5</td>
<td>61.5</td>
<td>+ 3.2%</td>
<td>+ 3.2%</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>1,165.2</strong></td>
<td><strong>1,171.5</strong></td>
<td><strong>- 0.5%</strong></td>
<td><strong>+ 2.2%</strong></td>
</tr>
</tbody>
</table>

* Revenue at 2021 scope and exchange rates

Revenue came to €1,165.2 million, up 2.2%

At constant scope and exchange rates, revenue contracted slightly (0.5%)

- Base of comparison with Q1 2020 (3.3% organic growth) highly unfavourable
- Brisk market that improved with respect to previous quarters
- Downtime lower than in Q1 2020
- Hiring resumed since the beginning of the year and subcontracting relaunched
- Recovery in organic revenue growth expected starting in Q2 2021
Recap of guidance for 2021

- Overall environment improved with respect to the last 3 quarters of 2020
- Low visibility and situation in certain verticals is still highly challenging

Recap of targets set at 26 February 2021:
- Organic revenue growth of between 3% and 5%
- Operating margin on business activity of between 7.5% and 8.0%
- Free cash flow of around €150 million
Our corporate project
Independent and creating value for stakeholders

**Expanding**
- Organic growth
- External growth

**European**
...in services and worldwide in software

**Independent**
- Reference shareholder
- Employee shareholding
- Performance

**Added value**
- End-to-end approach
- A powerful consulting business
- Focus: Vertical integration

**Unique**
- Software development
- Contribution to Europe’s digital sovereignty challenges
- Entrepreneurial culture and close relationships with clients
Overview of the corporate responsibility strategy
Long-standing focus on sustainability

Corporate responsibility approach anchored in the Group’s history and identity

**Fundamental values** that encourage in particular open-mindedness, curiosity and respect for others

Commitment to the **UN Global Compact since 2004** (and since 2017 in the “Global Compact Advanced” category)

Community outreach programme spearheaded for the past **20 years** by the Sopra Steria-Institut de France Foundation

Environmental programme launched nearly **10 years ago**: carbon-neutral **since 2015** for all our sites, business travel and data centres

Specific organisation and governance structure

- Nomination, Governance, Ethics and Corporate Responsibility **Committee**
- **Corporate Responsibility Advisory Board**
  - Five leading figures and experts from civil society provide an outside perspective on corporate responsibility-related issues
- **Corporate Responsibility Department**
  - Led by the CR&SD Director, who is also a member of the Executive Committee
  - Reports to Executive Management
  - In charge of initiatives in four areas: Environment, Workforce, Market, Community
- **Corporate Responsibility team at each of the Group’s entities**
Our mission

“Together, building a positive future by making digital work for people”

A contribution that aims to be:

**Purposeful**

What we offer is rooted in our ability to anticipate, understand and translate the challenges posed by digital technology so as to better assess their impacts on our clients’ sustainability goals and on everyday life.

**Sustainable**

We see our actions – whether in running our businesses or helping our clients with their digital transformation – as part of a long-term approach.

**Human-centred**

Our activities are focused on implementing projects that foster digital inclusion, equal opportunity and social openness.
Our contribution\(^{(1)}\) to the United Nations’ 17 SDGs

7 commitments aligned with the business model

- Supporting local communities
- Leading employer: attracting talent, equal opportunity, diversity, employee dialogue
- Applying our corporate responsibility approach to the entire value chain
- Ethically managing our operations
- Long-term partner for our clients, meeting their needs as effectively as possible by providing them with the best technology
- Interaction and transparency with stakeholders
- Reducing our environmental impact, contributing to a net-zero greenhouse gas (GHG) emissions economy

\(^{(1)}\) Direct or indirect SDGs = Sustainable Development Goals
Commitment to net-zero emissions by 2028 (1/2)
Plan to reduce our greenhouse gas (GHG) emissions

**Direct activities**
- Sites
- Business travel
- Data centres

- Energy management
- Mobility policy
- Digitisation

**Levers for reducing emissions**

- **-74% per employee** (baseline: 2015) (vs -36% in 2019)
- **-85% per employee** by 2040 (baseline: 2015)

**Supply chain**
- Commuting
- Waste

**Indirect activities**
- Suppliers’ charter
- Responsible purchasing policy
- Supplier assessment

- **35% of the Group’s purchases assessed by EcoVadis**

- Adoption by 2025 of a GHG-reduction target for 2/3 of our highest-emitting suppliers
Commitment to net-zero emissions by 2028 (2/2)

Our trajectory toward achieving net-zero emissions by 2028

Waste and commuting

100% of the supply chain

Direct activities

Indirect activities

2022

Sites, business travel and data centres

50% of the supply chain

2025

2027

2028
Senior management positions: a proactive policy

The Group’s target is for women to make up 30% of the Executive Committee by 2025

% Women in 2020

Executive Committee: 12%

Senior managers: 15%

Targets for 2025

- 30%
- 20%
- 17% (2023)

Action plan

Recruitment
Promotions
Mentoring
Stereotype awareness training
Gradually integrating sustainability into our value proposition

- Sopra Steria sponsors the “Digital, Governance and Sovereignty” academic chair at Sciences Po
- Sopra Steria Next launched Exploratoire, a “do tank” for responsible digital technology
- Sopra Steria Next signed up to the Digital Responsibility Charter

Digital sobriety & sustainable IT
- Measuring the environmental impact of our clients’ systems
- Developing systems that meet our clients’ sustainability goals
- Sustainable design

Digital sovereignty
- GAIA-X: taking part in the project to create a European data infrastructure
- Founding member of France’s Campus Cyber (cybersecurity training programme)

Digital ethics
- Inform and guide our clients on digital ethics matters
Meeting schedule

01 Agenda for the General Meeting
02 Board of Directors’ reports – Presentation of the 2020 accounts and operating position
03 Statutory Auditors’ reports
04 Q&A session
05 Results of votes on proposed resolutions
06 Closing remarks to the General Meeting
Auditors’ reports

- Statutory Auditors’ report on the consolidated and individual financial statements
- Statutory Auditors’ special report on regulated agreements and commitments
Meeting schedule

01 Agenda for the General Meeting
02 Board of Directors’ reports – Presentation of the 2020 accounts and operating position
03 Statutory Auditors’ reports
04 Q&A session
05 Results of votes on proposed resolutions
06 Closing remarks to the General Meeting
2021 Combined General Meeting

Q&A session
Meeting schedule

01  Agenda for the General Meeting
02  Board of Directors’ reports – Presentation of the 2020 accounts and operating position
03  Statutory Auditors’ reports
04  Q&A session
05  Results of votes on proposed resolutions
06  Closing remarks to the General Meeting
Quorum and majority rules

_ Ordinary General Meeting_
- The resolutions submitted for the approval of the Ordinary General Meeting require a **quorum of at least one fifth of the total voting shares** and a **majority of the votes** of the shareholders present or represented by proxy holders.

_ Extraordinary General Meeting_
- The resolutions submitted for the approval of the Extraordinary General Meeting require a **quorum representing at least one quarter of the total voting shares** and a **majority of two thirds of the votes** of the shareholders present or represented by proxy holders.

All the resolutions proposed by the Board of Directors are presented on pages 85 and following of the 2021 Convening Notice.
# Shareholder attendance

<table>
<thead>
<tr>
<th>Share</th>
<th>Vote</th>
</tr>
</thead>
<tbody>
<tr>
<td>Total number of shares</td>
<td>20,547,701</td>
</tr>
<tr>
<td>Number of shares with voting rights</td>
<td>20,538,355</td>
</tr>
<tr>
<td>Quorum required OGM 1/5</td>
<td>4,107,671</td>
</tr>
<tr>
<td>Quorum required EGM 1/4</td>
<td>5,134,589</td>
</tr>
</tbody>
</table>

Number of shareholders in attendance or being represented (1,203) 81.07% 16,649,532

Number of votes in attendance or represented 82.50% 22,013,360

Simple majority 1/2 11,006,680

Reinforced majority 2/3 14,675,574
Resolutions 1 to 3

Approval of financial statements, Setting of the dividend
Resolution 1
Requiring the approval of the Ordinary General Meeting – Simple majority

APPROVAL OF THE INDIVIDUAL FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020; APPROVAL OF NON-DEDUCTIBLE EXPENSES.

expressed votes
In favor 21,988,842 99.97%
Against 6,293
Abstention 18,225

Adopted Resolution
Resolution 2
Requiring the approval of the Ordinary General Meeting – Simple majority


expressed votes

<p>| | | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>In favor</td>
<td>21,989,220</td>
<td>99.97%</td>
</tr>
<tr>
<td>Against</td>
<td>6,175</td>
<td></td>
</tr>
<tr>
<td>Abstention</td>
<td>17,965</td>
<td></td>
</tr>
</tbody>
</table>

Adopted Resolution
Resolution 3
Requiring the approval of the Ordinary General Meeting – Simple majority

**APPROPRIATION OF EARNINGS FOR THE YEAR ENDED 31 DECEMBER 2020 AND SETTING OF THE DIVIDEND.**

<table>
<thead>
<tr>
<th></th>
<th>Expressed Votes</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>In favor</td>
<td>22,012,862</td>
<td>99.99%</td>
</tr>
<tr>
<td>Against</td>
<td>349</td>
<td></td>
</tr>
<tr>
<td>Abstention</td>
<td>149</td>
<td></td>
</tr>
</tbody>
</table>

**Adopted Resolution**
Resolutions 4 to 10

Consultation of shareholders on the compensation of company officers
Resolution 4
Requiring the approval of the Ordinary General Meeting – Simple majority

Approval of disclosures as presented in the Report on Corporate Governance pursuant to Article L. 22-10-34 I of the French Commercial Code.

expressed votes
In favor 21,924,246 99.60%
Against 87,580
Abstention 1,534

Adopted Resolution
Resolution 5
Requiring the approval of the Ordinary General Meeting – Simple majority

Approval of the fixed, variable and exceptional items of compensation making up the total compensation and benefits of any kind paid during the year ended 31 December 2020 or allotted in respect of that period to Mr Pierre Pasquier, Chairman of the Board of Directors, in accordance with Article L. 22-10-34 II of the French Commercial Code.

expressed votes
In favor 21,571,572 98.00%
Against 439,404
Abstention 2,384

Adopted Resolution
Resolution 6
Requiring the approval of the Ordinary General Meeting – Simple majority

- **APPROVAL OF THE FIXED, VARIABLE AND EXCEPTIONAL ITEMS OF THE TOTAL COMPENSATION AND BENEFITS OF ANY KIND PAID DURING THE FINANCIAL YEAR ENDED 31 December 2020 OR ALLOTTED IN RESPECT OF THAT PERIOD TO MR VINCENT PARIS, CHIEF EXECUTIVE OFFICER, IN ACCORDANCE WITH ARTICLE L. 22-10-34 II OF THE FRENCH COMMERCIAL CODE.**

<table>
<thead>
<tr>
<th>expressed votes</th>
<th></th>
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</thead>
<tbody>
<tr>
<td>In favor</td>
<td>21,085,595</td>
</tr>
<tr>
<td>Against</td>
<td>925,281</td>
</tr>
<tr>
<td>Abstention</td>
<td>2,484</td>
</tr>
</tbody>
</table>

**Adopted Resolution**
Resolution 7
Requiring the approval of the Ordinary General Meeting – Simple majority

_ _ APPROVAL OF THE COMPENSATION POLICY FOR THE CHAIRMAN OF THE BOARD OF DIRECTORS, AS PRESENTED IN THE REPORT ON CORPORATE GOVERNANCE PURSUANT TO ARTICLE L. 22-10-8 OF THE FRENCH COMMERCIAL CODE._

expressed votes

<table>
<thead>
<tr>
<th>In favor</th>
<th>21,403,311</th>
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</thead>
<tbody>
<tr>
<td>Against</td>
<td>608,019</td>
</tr>
<tr>
<td>Abstention</td>
<td>2,030</td>
</tr>
</tbody>
</table>

97.23%

Adopted Resolution
Resolution 8
Requiring the approval of the Ordinary General Meeting – Simple majority

APPROVAL OF THE COMPENSATION POLICY FOR THE CHIEF EXECUTIVE OFFICER, AS PRESENTED IN THE REPORT ON CORPORATE GOVERNANCE PURSUANT TO ARTICLE L. 22-10-8 OF THE FRENCH COMMERCIAL CODE.

expressed votes

<table>
<thead>
<tr>
<th>In favor</th>
<th>20,967,397</th>
<th>95.25%</th>
</tr>
</thead>
<tbody>
<tr>
<td>Against</td>
<td>1,043,960</td>
<td></td>
</tr>
<tr>
<td>Abstention</td>
<td>2,003</td>
<td></td>
</tr>
</tbody>
</table>

Adopted Resolution
Resolution 9
Requiring the approval of the Ordinary General Meeting – Simple majority

APPROVAL OF THE COMPENSATION POLICY FOR THE DIRECTORS, AS PRESENTED IN THE REPORT ON CORPORATE GOVERNANCE PURSUANT TO ARTICLE L. 22-10-8 OF THE FRENCH COMMERCIAL CODE.

expressed votes
In favor 22,008,269 99.98%
Against 3,298
Abstention 1,793

Adopted Resolution
Resolution 10
Requiring the approval of the Ordinary General Meeting – Simple majority

_ DECISION SETTING THE TOTAL AMOUNT OF COMPENSATION AWARDED TO DIRECTORS FOR THEIR SERVICE, AS REFERRED TO IN ARTICLE L. 225-45 OF THE FRENCH COMMERCIAL CODE, AT €500,000._

expressed votes

<table>
<thead>
<tr>
<th>In favor</th>
<th>21,992,131</th>
<th>99.98%</th>
</tr>
</thead>
<tbody>
<tr>
<td>Against</td>
<td>3,972</td>
<td></td>
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<tr>
<td>Abstention</td>
<td>17,257</td>
<td></td>
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</tbody>
</table>

Adopted Resolution
Resolution 11

Appointment of Director representing employee shareholders
Resolution 11
Requiring the approval of the Ordinary General Meeting – Simple majority

Appointment of Astrid Anciaux as Director representing employee shareholders for a term of office of four years.

Expressed votes

| In favor | 21,886,118 | 99.61% |
| Against | 85,009     |
| Abstention | 42,233    |

Adopted Resolution
Resolution 12

Authorization for the company to buy back its own shares
Resolution 12
Requiring the approval of the Ordinary General Meeting – Simple majority

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. 22-10-62 of the French Commercial Code.

expressed votes

<table>
<thead>
<tr>
<th>In favor</th>
<th>21,986,594</th>
<th>99.95%</th>
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</thead>
<tbody>
<tr>
<td>Against</td>
<td>10,581</td>
<td></td>
</tr>
<tr>
<td>Abstention</td>
<td>16,185</td>
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</tbody>
</table>

Adopted Resolution
Resolutions 13 to 14

Involvement of management and employees in the capital
Resolution 13
Requiring the approval of the Extraordinary General Meeting – Reinforced majority

Authorisation granted to the Board of Directors, for a period of 38 months, to allot free shares to employees and company officers of the Company and its Group, up to a maximum of 1% of the share capital, entailing the waiver by the shareholders of their pre-emptive subscription right.

expressed votes
In favor 20,988,049 95.34%
Against 1,024,599
Abstention 712

Adopted Resolution
Resolution 14
Requiring the approval of the Extraordinary General Meeting – Reinforced majority

DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS, FOR A PERIOD OF 26 MONTHS, TO DECIDE TO INCREASE THE COMPANY’S SHARE CAPITAL, WITHOUT PRE-EMPTIVE 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 2% OF THE SHARE CAPITAL.

expressed votes
In favor 21,427,697 97.34%
Against 585,242
Abstention 421

Adopted Resolution
Resolution 15

Powers for formalities
Resolution 15
Requiring the approval of the Ordinary General Meeting – Simple majority

Powers granted to carry out all legal formalities.

<table>
<thead>
<tr>
<th>expressed votes</th>
<th>In favor</th>
<th>22,012,100</th>
<th>99.99%</th>
</tr>
</thead>
<tbody>
<tr>
<td>Against</td>
<td>870</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Abstention</td>
<td>390</td>
<td></td>
<td></td>
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</tbody>
</table>

Adopted Resolution
Meeting schedule

01 Agenda for the General Meeting
02 Board of Directors’ reports – Presentation of the 2020 accounts and operating position
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06 Closing remarks to the General Meeting
Closing remarks – 2021 Combined General Meeting

A video recording will soon be available on the Company’s website
Annexes
Alternative performance measures

- **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 Universal 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 Universal 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 and equipment, and intangible assets; less lease payments; less net interest paid; and less additional contributions in respect of retirement benefit obligations to address any deficits in defined-benefit pension plans.

- **Downtime**: Number of days between two contracts (excluding training, sick leave, other leave and pre-sale) divided by the total number of business days.