

Press Release

Sopra Steria Group's Combined General Meeting: Wednesday, 1st June 2022

Paris, 2nd June 2022, 8:00 a.m. - The Combined General Meeting of Sopra Steria Group shareholders took place in Paris today, 1st June 2022 and was chaired by Pierre Pasquier, Chairman of Sopra Steria Group..

All 29 resolutions submitted by the Board were approved.

The results of the vote on the 29 resolutions are presented hereafter. They are also available on the Group's website, in the investors / shareholders' meetings section: [The results of the vote](#)

Disclaimer

This document is a free translation into English of the original French press release. 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.

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| | |
|---|------------|
| Total number of shares: | 20,547,701 |
| Number of shares with voting rights: | 20,527,696 |
| Number of shareholders in attendance or being represented: | 1,323 |
| Percentage of shares held by shareholders in attendance or being represented at the meeting | 80.09% |
| Number of votes in attendance or represented : | 21,836,621 |

| Resolution | Type | Vote Time | Valid for majority | | | | Votes not valid for majority (Abstain+Invalid+Not voted) | Presents & Represented | | % of shares capital | Excluded voting rights | State of adoption |
|--|----------|------------------------|--------------------|---------|---------|--------|---|------------------------|------------|---------------------|------------------------|-------------------|
| | | | For | % | Against | % | | Shares | Votes | | | |
| 1 Approval of the parent company financial statements for financial year 2021 | Ordinary | 01/06/2022 15:28:03 | 21,801,387 | 99.944% | 12,163 | 0.056% | 32,551 | 16,446,048 | 21,846,101 | 80.04% | 0 | Carried |
| 2 Approval of the consolidated financial statements for financial year 2021 | Ordinary | 01/06/2022 15:28:36 | 21,801,507 | 99.945% | 12,045 | 0.055% | 32,549 | 16,446,048 | 21,846,101 | 80.04% | 0 | Carried |
| 3 Appropriation of earnings for financial year 2021 and setting of the dividend | Ordinary | 01/06/2022 15:29:10 | 21,843,847 | 99.999% | 160 | 0.001% | 2,094 | 16,446,048 | 21,846,101 | 80.04% | 0 | Carried |
| 4 Approval of the report on the compensation of company officers relating to the disclosures mentioned in Article L. 22-10-9 I of the French Commercial Code | Ordinary | 01/06/2022 15:29:41 | 21,005,135 | 96.362% | 793,048 | 3.638% | 47,918 | 16,446,048 | 21,846,101 | 80.04% | 0 | Carried |

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| | | | For | % | Against | % | | Shares | Votes | | | | |
| 5 | Approval of the fixed, variable and exceptional items of compensation making up the total compensation and benefits of any kind paid or allotted to Pierre Pasquier, Chairman of the Board of Directors, in respect of financial year 2021 | Ordinary | 01/06/2022 15:30:11 | 21,348,612 | 97.914% | 454,921 | 2.086% | 42,568 | 16,446,048 | 21,846,101 | 80.04% | 0 | Carried |
| 6 | Approval of the fixed, variable and exceptional items of compensation making up the total compensation and benefits of any kind paid or allotted to Vincent Paris, Chief Executive Officer, in respect of financial year 2021 | Ordinary | 01/06/2022 15:30:41 | 14,233,147 | 65.163% | 7,609,357 | 34.837% | 3,597 | 16,446,048 | 21,846,101 | 80.04% | 0 | Carried |
| 7 | Approval of the compensation policy for the Chairman of the Board of Directors | Ordinary | 01/06/2022 15:31:12 | 21,348,061 | 97.910% | 455,599 | 2.090% | 42,441 | 16,446,048 | 21,846,101 | 80.04% | 0 | Carried |
| 8 | Approval of the compensation policy for the Chief Executive Officer | Ordinary | 01/06/2022 15:31:41 | 20,013,865 | 91.629% | 1,828,406 | 8.371% | 3,830 | 16,446,048 | 21,846,101 | 80.04% | 0 | Carried |
| 9 | Approval of the compensation policy for Directors for their service | Ordinary | 01/06/2022 15:32:13 | 21,799,088 | 99.985% | 3,242 | 0.015% | 43,771 | 16,446,048 | 21,846,101 | 80.04% | 0 | Carried |
| 10 | Decision setting the total amount of compensation awarded to Directors for their service at €500,000 per financial year | Ordinary | 01/06/2022 15:32:43 | 21,815,668 | 99.981% | 4,066 | 0.019% | 26,367 | 16,446,048 | 21,846,101 | 80.04% | 0 | Carried |
| 11 | Renewal of the directorship of André Einaudi for a term of office of four years | Ordinary | 01/06/2022 15:33:14 | 21,630,014 | 99.203% | 173,740 | 0.797% | 42,347 | 16,446,048 | 21,846,101 | 80.04% | 0 | Carried |
| 12 | Renewal of the directorship of Michael Gollner for a term of office of one year | Ordinary | 01/06/2022 15:33:43 | 21,727,879 | 99.475% | 114,566 | 0.525% | 3,656 | 16,446,048 | 21,846,101 | 80.04% | 0 | Carried |

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|----|---|---------------|------------------------|--------------------|---------|-----------|---------|---|------------------------|------------|---------------------|------------------------|-------------------|
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| 13 | Renewal of the directorship of Noëlle Lenoir for a term of office of four years | Ordinary | 01/06/2022 15:34:13 | 20,944,353 | 96.060% | 859,011 | 3.940% | 42,737 | 16,446,048 | 21,846,101 | 80.04% | 0 | Carried |
| 14 | Renewal of the directorship of Jean-Luc Placet for a term of office of two years | Ordinary | 01/06/2022 15:34:44 | 20,363,985 | 93.232% | 1,478,290 | 6.768% | 3,826 | 16,446,048 | 21,846,101 | 80.04% | 0 | Carried |
| 15 | Appointment of Yves de Talhouët as a Director for a term of office of three years | Ordinary | 01/06/2022 15:35:14 | 21,835,613 | 99.969% | 6,846 | 0.031% | 3,642 | 16,446,048 | 21,846,101 | 80.04% | 0 | Carried |
| 16 | Renewal of the appointment of ACA Nexia as Principal Statutory Auditor | Ordinary | 01/06/2022 15:35:45 | 16,983,303 | 77.749% | 4,860,527 | 22.251% | 2,271 | 16,446,048 | 21,846,101 | 80.04% | 0 | Carried |
| 17 | Authorisation to be granted to the Board of Directors to trade in the Company's shares up to a maximum of 10% of the share capital | Ordinary | 01/06/2022 15:36:14 | 21,812,919 | 99.961% | 8,517 | 0.039% | 24,665 | 16,446,048 | 21,846,101 | 80.04% | 0 | Carried |
| 18 | Authorisation to be granted to the Board of Directors to retire any shares that the Company may have acquired and to reduce the share capital accordingly | Extraordinary | 01/06/2022 15:36:47 | 21,682,212 | 99.309% | 150,776 | 0.691% | 3,633 | 16,441,308 | 21,836,621 | 80.02% | 0 | Carried |
| 19 | Delegation of authority to be granted to the Board of Directors to issue ordinary shares and/or other securities giving access to the Company's share capital and/or the share capital of its subsidiaries, with pre-emptive subscription rights for existing shareholders, subject to an upper limit of 50% of the Company's share capital | Extraordinary | 01/06/2022 15:37:16 | 21,212,090 | 97.153% | 621,546 | 2.847% | 2,985 | 16,441,308 | 21,836,621 | 80.02% | 0 | Carried |

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| 20 Delegation of authority to be granted to the BoD to issue ord. shares and/or other sec. giving access to the Company's capital and/or the capital of its subsidiaries, through public offerings (excluding offerings pursuant to §1 Art. L411-2, MFC), without PSR, subject to an upper limit of 20% of Company's capital, or 10% where no priority is granted | Extraordinary | 01/06/2022 15:37:45 | 20,359,688 | 93.259% | 1,471,691 | 6.741% | 5,242 | 16,441,308 | 21,836,621 | 80.02% | 0 | Carried |
| 21 Delegation of authority to be granted to the BoD to issue ordinary shares and/or other securities giving access to the Company's share capital and/or the share capital of its subsidiaries, by means of a public offering provided for under §1 Art. L. 411-2, MFC, without PSR, subject to an upper limit of 10% of the Company's share capital per year | Extraordinary | 01/06/2022 15:38:19 | 20,043,542 | 91.804% | 1,789,482 | 8.196% | 3,597 | 16,441,308 | 21,836,621 | 80.02% | 0 | Carried |

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| 22 Delegation of authority to be granted to the BoD to determine the issue price for ordinary shares and/or other securities giving access to the Company's share capital and/or the capital of its subsidiaries, subject to an upper limit of 10% of the Company's share capital in connection with a capital increase without pre-emptive subscription rights | Extraordinary | 01/06/2022 15:38:52 | 20,416,378 | 93.515% | 1,415,930 | 6.485% | 4,313 | 16,441,308 | 21,836,621 | 80.02% | 0 | Carried |
| 23 Delegation of authority to be granted to the Board of Directors to increase, with or without pre-emptive rights for existing shareholders, the number of ordinary shares and/or other securities giving access to the Company's share capital to be issued, subject to an upper limit of 15% of the size of the initial issue | Extraordinary | 01/06/2022 15:39:20 | 19,886,029 | 91.086% | 1,946,092 | 8.914% | 4,500 | 16,441,308 | 21,836,621 | 80.02% | 0 | Carried |
| 24 Delegation of authority to be granted to the Board of Directors to issue ordinary shares and/or other securities giving access to the Company's share capital and/or the capital of its subsidiaries, without pre-emptive subscription rights, in consideration for contributions in kind, subject to an upper limit of 10% of the Company's share capital | Extraordinary | 01/06/2022 15:39:52 | 21,235,307 | 97.257% | 598,877 | 2.743% | 2,437 | 16,441,308 | 21,836,621 | 80.02% | 0 | Carried |

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| | | | For | % | Against | % | | Shares | Votes | | | | |
| 25 | Delegation of authority to be granted to the Board of Directors to issue ordinary shares and/or other securities giving access to the Company's share capital and/or the share capital of its subsidiaries, without PSR, in consideration for instruments tendered to a public exchange offer, subject to an upper limit of 10% of the Company's share capital | Extraordinary | 01/06/2022 15:40:25 | 21,636,939 | 99.100% | 196,514 | 0.900% | 3,168 | 16,441,308 | 21,836,621 | 80.02% | 0 | Carried |
| 26 | Delegation of authority to be granted to the Board of Directors to increase the Company's share capital, through the capitalisation of premiums, reserves, earnings or any other item eligible for capitalisation | Extraordinary | 01/06/2022 15:40:58 | 21,797,049 | 99.832% | 36,643 | 0.168% | 2,929 | 16,441,308 | 21,836,621 | 80.02% | 0 | Carried |
| 27 | Authorisation to be granted to the Board of Directors to allot existing or new free shares to employees and/or company officers of the Company and/or related companies, subject to a cap of 1.1% of the share capital, entailing the waiver by the shareholders of their pre-emptive subscription right | Extraordinary | 01/06/2022 15:41:31 | 20,577,503 | 94.253% | 1,254,781 | 5.747% | 4,337 | 16,441,308 | 21,836,621 | 80.02% | 0 | Carried |
| 28 | Delegation of authority to be granted to the Board of Directors 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 related company, subject to enrolment in a company savings plan, up to a maximum of 2% of the share capital | Extraordinary | 01/06/2022 15:42:03 | 21,283,867 | 97.478% | 550,623 | 2.522% | 2,131 | 16,441,308 | 21,836,621 | 80.02% | 0 | Carried |
| 29 | Powers granted to carry out all legal formalities | Ordinary | 01/06/2022 15:42:32 | 21,843,304 | 99.997% | 605 | 0.003% | 2,192 | 16,446,048 | 21,846,101 | 80.04% | 0 | Carried |

End.

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