

Press Release

Sopra Steria Group's Combined General Meeting: Tuesday, 21st May, 2024

Paris, 21 May 2024, 8:30 p.m. - The Combined General Meeting of Sopra Steria Group shareholders took place in Paris today, and was chaired by Pierre Pasquier, Chairman of Sopra Steria Group.

All 34 resolutions submitted by the Board were approved.

The results of the vote on the 34 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:	20,362,388
Number of shareholders in attendance or being represented:	1,800
Percentage of shares held by shareholders in attendance or being represented at the meeting	81.90%
Number of votes in attendance or represented:	22,237,847
Percentage of votes in attendance or represented:	84.19%

Resolution	Type	Vote Time	Votes valid for majority				Votes not valid for majority			Presents & Represented		Shares valid for majority		Excluded voting rights	State of adoption
			For	%	Against	%	Abstain	Invalid	Not voted	Shares	Votes	For + Against	% of shares capital		
1 Approval of the parent company financial statements for financial year 2023	Ordinary	21/05/2024 15:38:11	22,186,092	99.96%	9,983	0.04%	35,551	0	1,159	16,673,837	22,232,785	16,502,719	80.31%	0	Carried
2 Granting of final discharge to the Board of Directors	Ordinary	21/05/2024 15:38:33	18,158,796	82.58%	3,831,607	17.42%	241,601	0	781	16,673,837	22,232,785	16,297,823	79.32%	0	Carried
3 Approval of the consolidated financial statements for financial year 2023	Ordinary	21/05/2024 15:38:53	22,180,844	99.93%	15,455	0.07%	35,726	0	760	16,673,837	22,232,785	16,502,720	80.31%	0	Carried
4 Appropriation of earnings for financial year 2023 and setting of the dividend	Ordinary	21/05/2024 15:39:15	22,229,674	>99.99%	1,779	<0,01%	562	0	770	16,673,837	22,232,785	16,537,789	80.48%	0	Carried
5 Approval of disclosures relating to the compensation of company officers mentioned in Section I of Article L. 22-10-9 of the French Commercial Code, in accordance with Section I of Article L. 22-10-34 of the French Commercial Code	Ordinary	21/05/2024 15:39:38	22,073,425	99.29%	157,052	0.71%	1,548	0	760	16,673,837	22,232,785	16,536,724	80.48%	0	Carried

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6	Approval of the fixed, variable and exceptional items of compensation making up the total compensation and benefits of any kind paid during the financial year ended 31 December 2023 or allotted in respect of that period to Pierre Pasquier, Chairman of the Board of Directors	Ordinary	21/05/2024 15:40:03	21,913,688	98.59%	314,455	1.41%	3,856	0	786	16,673,837	22,232,785	16,535,632	80.47%	0	Carried
7	Approval of the fixed, variable and exceptional items of compensation making up the total compensation and benefits of any kind paid during the financial year ended 31 December 2023 or allotted in respect of that period to Cyril Malargé, Chief Executive Officer	Ordinary	21/05/2024 15:40:26	21,964,168	98.81%	263,896	1.19%	3,930	0	791	16,673,837	22,232,785	16,535,597	80.47%	0	Carried
8	Approval of the compensation policy for the Chairman of the Board of Directors	Ordinary	21/05/2024 15:40:46	21,896,653	98.50%	333,068	1.50%	2,280	0	784	16,673,837	22,232,785	16,536,492	80.48%	0	Carried
9	Approval of the compensation policy for the Chief Executive Officer	Ordinary	21/05/2024 15:41:08	20,814,530	95.80%	912,639	4.20%	504,852	0	764	16,673,837	22,232,785	16,037,402	78.05%	0	Carried
10	Approval of the compensation policy for Directors for their service	Ordinary	21/05/2024 15:41:28	22,219,849	99.96%	9,843	0.04%	2,233	0	860	16,673,837	22,232,785	16,536,537	80.48%	0	Carried
11	Decision setting the total annual amount of compensation awarded to Directors for their service at €700,000	Ordinary	21/05/2024 15:41:50	22,212,157	99.92%	17,872	0.08%	1,996	0	760	16,673,837	22,232,785	16,536,771	80.48%	0	Carried

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12	Reappointment of Pierre Pasquier as a Director	Ordinary	21/05/2024 15:42:12	19,005,895	85.92%	3,113,296	14.08%	112,774	0	820	16,673,837	22,232,785	16,429,354	79.96%	0	Carried
13	Reappointment of Éric Pasquier as a Director	Ordinary	21/05/2024 15:42:31	21,313,130	95.93%	905,324	4.07%	7,371	0	6,960	16,673,837	22,232,785	16,533,798	80.47%	0	Carried
14	Reappointment of Sopra GMT as a Director	Ordinary	21/05/2024 15:42:53	19,634,465	88.36%	2,587,651	11.64%	9,905	0	764	16,673,837	22,232,785	16,532,896	80.46%	0	Carried
15	Reappointment of Éric Hayat as a Director	Ordinary	21/05/2024 15:43:13	19,409,592	87.32%	2,817,579	12.68%	4,659	0	955	16,673,837	22,232,785	16,536,658	80.48%	0	Carried
16	Reappointment of Marie-Hélène Rigal-Drogerys as a Director	Ordinary	21/05/2024 15:43:34	21,870,337	98.86%	252,521	1.14%	108,969	0	958	16,673,837	22,232,785	16,431,677	79.97%	0	Carried
17	Appointment of KPMG SA as Joint Statutory Auditor	Ordinary	21/05/2024 15:43:58	21,851,865	98.34%	368,786	1.66%	4,450	0	7,684	16,673,837	22,232,785	16,535,504	80.47%	0	Carried
18	Appointment of ACA Nexia as Joint Sustainability Auditor	Ordinary	21/05/2024 15:44:20	21,989,549	98.93%	237,479	1.07%	4,819	0	938	16,673,837	22,232,785	16,535,265	80.47%	0	Carried
19	Appointment of Cabinet de Saint Front as Joint Sustainability Auditor	Ordinary	21/05/2024 15:44:42	22,217,543	99.94%	12,549	0.06%	1,555	0	1,138	16,673,837	22,232,785	16,536,928	80.48%	0	Carried
20	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	21/05/2024 15:45:04	22,209,571	99.98%	5,174	0.02%	17,257	0	783	16,673,837	22,232,785	16,521,028	80.40%	0	Carried

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21	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	21/05/2024 15:45:30	22,064,559	99.23%	170,935	0.77%	1,593	0	760	16,676,368	22,237,847	16,539,223	80.49%	0	Carried
22	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	21/05/2024 15:45:52	21,308,946	95.83%	926,404	4.17%	1,564	0	933	16,676,368	22,237,847	16,539,338	80.49%	0	Carried
23	Delegation of authority to be granted to the BoD to issue ordinary shares and/or other securities giving access to the Co.'s share capital and/or of its subsidiaries', thru public offerings (other than those of Art. L411-2 1° of the CMF), without preemptive subscription rights, capped to 20% of the Co.'s share capital, or 10% if no priority rights	Extraordinary	21/05/2024 15:46:15	20,480,883	92.11%	1,754,386	7.89%	1,778	0	800	16,676,368	22,237,847	16,539,436	80.49%	0	Carried

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24 Delegation of authority to be granted to the BoD to issue ordinary shares and/or other securities giving access to the Co.'s share capital and/or its subsidiaries' share capital, by a public offering provided under Art. L411-2 1° of the Monetary & Financial Code, without preemptive subscription rights, capped at 10% of the Co.'s share capital p.a.	Extraordinary	21/05/2024 15:46:43	20,554,128	92.45%	1,678,629	7.55%	4,114	0	976	16,676,368	22,237,847	16,539,446	80.49%	0	Carried
25 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 its subsidiaries' share capital, capped at 10% of the Company's share capital per year, in connection with a capital increase without pre-emptive subscription rights	Extraordinary	21/05/2024 15:47:08	20,403,507	91.76%	1,831,644	8.24%	1,300	0	1,396	16,676,368	22,237,847	16,539,586	80.49%	0	Carried

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26 Delegation of authority to be granted to the Board of Directors to increase, with or without pre-emptive subscription 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	21/05/2024 15:47:38	19,871,197	89.37%	2,364,075	10.63%	1,260	0	1,315	16,676,368	22,237,847	16,539,627	80.49%	0	Carried
27 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 its subsidiaries' share capital, 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	21/05/2024 15:48:05	21,721,193	97.74%	501,558	2.26%	1,327	0	13,769	16,676,368	22,237,847	16,539,555	80.49%	0	Carried

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28	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 its subsidiaries' share capital, without pre-emptive subscription rights, in consideration for instruments tendered to a public exchange offer, capped at 10% of the Company's share capital	Extraordinary	21/05/2024 15:48:31	22,122,467	99.49%	112,742	0.51%	1,705	0	933	16,676,368	22,237,847	16,539,560	80.49%	0	Carried
29	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	21/05/2024 15:48:54	22,225,127	99.98%	4,290	0.02%	1,390	0	7,040	16,676,368	22,237,847	16,539,492	80.49%	0	Carried
30	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 affiliated 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	21/05/2024 15:52:00	21,202,923	95.42%	1,017,058	4.58%	17,102	0	764	16,676,368	22,237,847	16,539,471	80.49%	0	Carried

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31	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 an affiliated company, subject to enrolment in a company savings plan, up to a maximum of 2% of the share capital	Extraordinary	21/05/2024 15:52:27	21,855,772	98.32%	374,096	1.68%	1,115	0	6,864	16,676,368	22,237,847	16,539,706	80.49%	0	Carried
32	Amendment to Article 14 of the Articles of Association concerning the method of appointing Directors representing the employees	Extraordinary	21/05/2024 15:52:52	22,229,301	>99,99%	1,562	<0,01%	3,410	0	3,574	16,676,368	22,237,847	16,538,254	80.49%	0	Carried
33	Amendment to Article 15 of the Articles of Association concerning the age limit for the Chairman of the Board of Directors	Extraordinary	21/05/2024 15:53:18	20,355,653	94.95%	1,083,076	5.05%	792,084	0	7,034	16,676,368	22,237,847	15,749,358	76.65%	0	Carried
34	Powers granted to carry out formalities	Ordinary	21/05/2024 15:53:38	22,230,276	>99,99%	913	<0,01%	631	0	965	16,673,837	22,232,785	16,537,634	80.48%	0	Carried

End.

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