

2024

Combined General meeting

Convening notice

Tuesday 21st May 2024 at 2:30 PM
Pavillon Dauphine,
Place du Maréchal de Lattre de Tassigny,
75116 Paris

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Sopra Steria Group

Founded 1968

Société anonyme with share capital de €20,547,701
326 820 065 RCS Annecy

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74940 ANNECY

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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 digital version of the 2023 Universal Registration Document and the Notice of Meetings are available on the Sopra Steria website : <https://www.soprasteria.com/home>

Chairman's message

“ Sopra Steria’s ambition is to become a compelling alternative to global providers for major European clients ”



Pierre Pasquier

Chairman and Founder
of Sopra Steria Group

We are living at a time of considerable upheaval that is affecting all aspects of our lives: political, international, social, environmental, and societal. The development of digital technology is one of the key drivers of this change and heralds yet more major change to come.

As a major player in the European tech sector, Sopra Steria plays an important role in the development of digital technology. Our mission is to guide our clients, partners and employees towards bold choices, building a positive future by making digital work for people. Drawing on our founding values and corporate culture, we have adopted a responsible approach to digital technology that takes into account its impacts on all our stakeholders. That means digital ethics and sovereignty are priorities. We strive to continuously improve our environmental footprint by reducing our emissions. We are committed to work every day to uphold workplace gender equality, inclusion and diversity.

The strategic review we kicked off at the end of the public health crisis highlighted the need to speed up our internal transformation to adapt the Group to the environment in which it now operates. We are firmly committed to this process.

We have begun to streamline our range of services and solutions so that we can serve our clients even more effectively as they navigate the digital transition. In particular, we are expanding our consulting business and upgrading our operating model to better leverage our tech expertise.

Our external growth strategy is aimed at consolidating our position in markets we see as strategic for Sopra Steria in Europe. Through acquisitions over the past two years, we have significantly expanded our presence in Benelux and considerably strengthened our position in defence and security as well as securing a promising new foothold in the space segment.

Thanks to the changes that are underway, Sopra Steria’s ambition is to become a compelling alternative to global providers for major European clients, particularly in the public sector and in defence, aeronautics and financial services.

As we look ahead to the rest of 2024, I am confident the Group will be able to continue with its development. Sopra Steria is poised to leverage future growth in the digital space to continue gradually ramping up our performance towards the highest industry standards.

In this document, you will find all the information related to the 2024 Shareholder’s Meeting.

I encourage you to participate fully in this Shareholder’s Meeting by voting and asking your questions during the question-and-answer session planned for this purpose.

On behalf of the Board of Directors, I would like to thank you for your ongoing confidence.

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Agenda

The shareholders of Sopra Steria Group are invited to attend the Combined General Meeting to be held on Tuesday, 21 May 2024, at 2:30 p.m., at Pavillon Dauphine, Place du Maréchal de Lattre de Tassigny, 75116 Paris (France), to vote on the following agenda.

Requiring the approval of the Ordinary General Meeting

- 1) Approval of the parent company financial statements for financial year 2023;
- 2) Granting of final discharge to the Board of Directors;
- 3) Approval of the consolidated financial statements for financial year 2023;
- 4) Appropriation of earnings for financial year 2023 and setting of the dividend;
- 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;
- 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;
- 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;
- 8) Approval of the compensation policy for the Chairman of the Board of Directors;
- 9) Approval of the compensation policy for the Chief Executive Officer;
- 10) Approval of the compensation policy for Directors for their service;
- 11) Decision setting the total annual amount of compensation awarded to Directors for their service at €700,000;
- 12) Reappointment of Pierre Pasquier as a Director;
- 13) Reappointment of Éric Pasquier as a Director;
- 14) Reappointment of Sopra GMT as a Director;
- 15) Reappointment of Éric Hayat as a Director;
- 16) Reappointment of Marie-Hélène Rigal-Drogerys as a Director;
- 17) Appointment of KPMG SA as Joint Statutory Auditor;
- 18) Appointment of ACA Nexia as Joint Sustainability Auditor;
- 19) Appointment of Cabinet de Saint Front as Joint Sustainability Auditor;
- 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;

Requiring the approval of the Extraordinary General Meeting

- 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;
- 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;
- 23) 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, through public offerings (excluding offerings pursuant to paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code), without pre-emptive subscription rights, subject to an upper limit of 20% of the Company's share capital, or 10% of the share capital where no priority is granted;
- 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 share capital of its subsidiaries, by means of a public offering provided for under paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code, without pre-emptive subscription rights, subject to an upper limit of 10% of the Company's share capital per year;
- 25) Delegation of authority to be granted to the Board of Directors to determine the issue price for ordinary shares and/or other securities giving access to the Company's share capital and/or the share capital of its subsidiaries, subject to an upper limit of 10% of the Company's share capital per year, in connection with a capital increase without pre-emptive subscription rights;
- 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;
- 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 the share 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;
- 28) 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 pre-emptive subscription rights, in consideration for instruments tendered to a public exchange offer, subject to an upper limit of 10% of the Company's share capital;
- 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;

- 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;
- 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;
- 32) Amendment to Article 14 of the Articles of Association concerning the method of appointing Directors representing the employees;
- 33) Amendment to Article 15 of the Articles of Association concerning the age limit for the Chairman of the Board of Directors.

Requiring the approval of the Ordinary General Meeting

- 34) Powers granted to carry out formalities.

Procedures governing participation in the General Meeting

I. Participation in the General Meeting

A. RIGHT TO PARTICIPATE IN THE GENERAL MEETING

1. Proof of shareholder status

Sopra Steria Group's share capital is made up of 20,547,701 shares. Double voting rights are allocated to all fully paid-up shares that are proved to have been registered in the name of the same shareholder for at least two years.

Every shareholder has the right to participate in the General Meeting, regardless of the number of shares held.

In accordance with Article R. 22-10-28 of the French Commercial Code, the only shareholders allowed to take part in the General Meeting or to be represented by proxy are those able to prove their status by showing that their shares are held in accounts in their name, or in the name of their authorised financial intermediary, no later than the second business day preceding the General Meeting, i.e. by **Friday, 17 May 2024** at 0.00 a.m. (Paris time):

- **for holders of directly registered** (*nominatif pur*) or intermediary-registered (*nominatif administré*) shares: in registered share accounts;
- **for holders of bearer shares:** in bearer share accounts kept by the authorised intermediary responsible for managing the account, the Securities Account Holder.

2. Sales of shares by shareholders prior to the General Meeting

Any shareholder who has already submitted their remote voting and proxy form (the Combined Form) may sell all or a portion of their shares up to the date of the General Meeting.

However, only sales completed before the second business day preceding the General Meeting, i.e. before **Friday, 17 May 2024** at 0.00 a.m. (Paris time), will be taken into consideration. Only in such cases, the Securities Account Holder is required to send notification of the sale and provide the information necessary to cancel the vote or to change the number of shares and votes corresponding to the vote.

No share transfers completed after the second business day preceding the General Meeting, i.e. after **Friday, 17 May 2024** at 0.00 a.m. (Paris time), irrespective of the means employed, are to be taken into consideration, notwithstanding any agreement to the contrary.

B. MEANS OF PARTICIPATION IN THE GENERAL MEETING

Centralising agent for the General Meeting – Use of the secure Votaccess platform

Société Générale Securities Services is the centralising agent for the General Meeting. Requests submitted by post to the centralising agent must be addressed to Société Générale Securities Services – Service des Assemblées, CS 30812, 44308 Nantes CEDEX 3 (France).

Shareholders who are able to do so are encouraged to give priority to the use of the secure Votaccess platform. This platform allows them to quickly and securely select their means of participation in

the General Meeting. **The secure Votaccess platform will be open from Friday, 3 May 2024 at 9.00 a.m to Monday, 20 May 2024 at 3.00 p.m. (Paris time).**

Holders of directly registered or intermediary-registered shares will need to sign in to the www.sharinbox.societegenerale.com website, then click on the "Replay" button in the "General Meeting" box on the homepage, and finally click on "Participe" to access the secure Votaccess platform.

- **Holders of directly registered shares** will need to use their usual access code to activate their Sharinbox By SG Markets account. On the Sharinbox welcome page, shareholders will find all information necessary to guide them through the process. If the shareholder has already activated their account using their email address as their username, their access code is not required, and they can use this email address to log in. Shareholders will have received their password by post when opening their registered account with Société Générale, or by post over the past few days. If this has not yet been done, shareholders activate their account so as to benefit from the latest version of authentication.

If a shareholder loses or forgets their password, they follow the procedure online on the authentication page.

- **Holders of intermediary-registered shares** will need to log in using the access code and password provided for this purpose by Société Générale Securities Services.
- **Holders of bearer shares** will need to log in to their Securities Account Holder's website, using their usual access code and password, then access the secure Votaccess platform by following the on-screen instructions. Holders of bearer shares are recommended to contact their Securities Account Holder to find out whether access to this service is subject to any specific terms and conditions of use.

Shareholders are encouraged to log in to the secure Votaccess platform as soon as it opens, and in any event before the day before the General Meeting.

Shareholders have several options for participating in the General Meeting:

- 1) attending the General Meeting in person;
- 2) voting remotely prior to the General Meeting;
- 3) appointing as their proxy:
 - **the Chairman** (or if a shareholder does not name a proxy holder in a proxy form submitted to the Company), it being specified that in such a case, the Chairman of the General Meeting shall vote in favour of proposed resolutions submitted for approval by the Board of Directors, and against any other proposed resolutions,
 - **another shareholder**, their spouse, the partner with whom they have entered into a *pacte civil de solidarité* (PACS, the French civil union contract), or any other individual or legal entity of their choosing under the conditions set out in Articles L. 225-106 and L. 22-10-39 of the French Commercial Code.

Pursuant to Article R. 22-10-28 III of the French Commercial Code, all shareholders who, having requested their admission card, have voted remotely or appointed a proxy, may no longer opt for any other means of participation.

1. Attending the General Meeting in person

Shareholders who wish to attend the General Meeting in person must bring proof of their identity and their admission card.

a) Electronic requests for admission cards

Shareholders may request an admission card online on the secure Votaccess platform by following the on-screen instructions after having logged in as described above in Section B. "Means of participation in the General Meeting"/"Centralisation of the General Meeting – Use of the secure Votaccess platform".

b) Postal requests for admission cards

- 1) **Holders of directly registered** or intermediary-registered shares must ensure their request for an admission card is received before 17 May 2024 at 12.00 noon (Paris time) by Société Générale Securities Services, using the Combined Form and the prepaid envelope attached to the notice of meeting.
- 2) **Holders of bearer shares** must ask their Securities Account Holder to send them an admission card. Société Générale Securities Services must receive all requests by the Securities Account Holder no later than 17 May 2024 at 12.00 noon (Paris time). If, despite having submitted a request, holders of bearer shares have not received their admission card by 17 May 2024, they must ask their Securities Account Holder to provide them with a certificate of investment, which will allow them to prove their status as a shareholder to be admitted to the General Meeting.

Shareholders who arrive on the date of the General Meeting without an admission card or a certificate of investment are responsible for contacting their Securities Account Holder and requesting to be sent the certificate of investment required to attend the General Meeting.

On the day of the General Meeting, the certificate of investment shall be accepted either in print or electronic format, provided that, for the latter format, the shareholder is able to send it to the email address that will be provided upon arrival at the venue.

2. Voting remotely prior to the General Meeting

a) Voting remotely online

Shareholders may submit their voting instructions online on the secure Votaccess platform by following the on-screen instructions after having logged in as described above in Section B. "Means of participation in the General Meeting"/"Centralisation of the General Meeting – Use of the secure Votaccess platform".

b) Voting remotely by post

- 1) **Registered shareholders** must fill out and sign the Combined Form attached to the notice of meeting and send it back using the prepaid envelope to Société Générale Securities Services.
- 2) **Holders of bearer shares** must: 1) ask their Securities Account Holder to send them the Combined Form; 2) send the completed signed Combined Form together with their voting instructions to their Securities Account Holder. The Securities Account Holder is responsible for sending the Combined Form, together with a certificate of investment, directly to Société Générale Securities Services – Service des Assemblées, CS 30812, 44308 Nantes CEDEX 3 (France).

In order to be taken into account, Combined Forms must be received by Société Générale Securities Services no later than Friday, 17 May 2024 at 12.00 noon (Paris time).

3. Appointing a proxy

a) By email

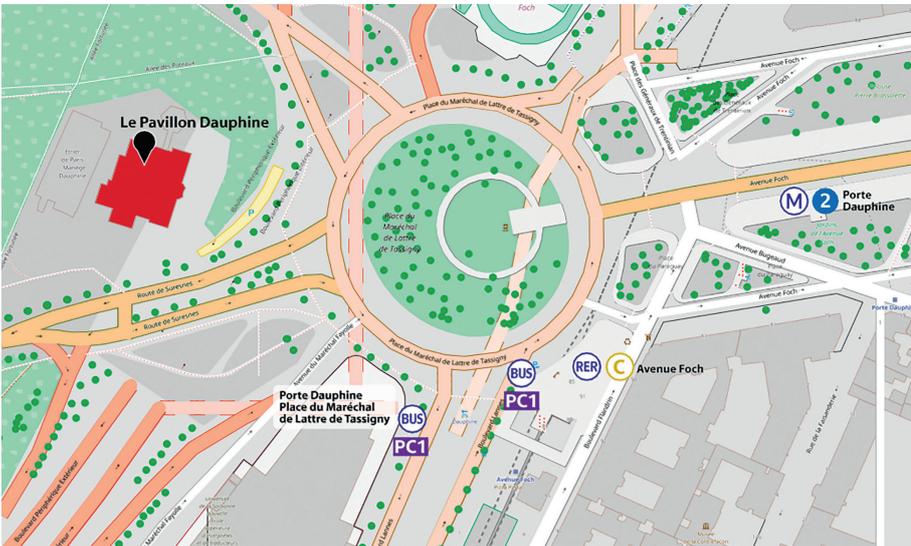
Shareholders may appoint a proxy or rescind a proxy appointment online on the secure Votaccess platform by following the on-screen instructions after having logged in as described above in Section B. "Means of participation in the General Meeting"/"Centralisation of the General Meeting – Use of the secure Votaccess platform". If and only if their Account Holder has not joined the Votaccess system, holders of bearer shares can send an email to the following address: assembleegenerale@soprasteria.com. The message must specify the full name and address of the principal shareholder, as well as those of the proxy appointed or whose appointment is rescinded. Holders of bearer shares must ask their Securities Account Holder to send Société Générale Securities Services a certificate of investment to prove their status as a shareholder.

b) By post

Holders of directly registered or intermediary-registered shares and holders of bearer shares shall use the Combined Form, following the instructions detailed in Section 2. b) on voting remotely by post.

Proxy appointments may be rescinded using the same procedure.

II. How to get to 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"

III. Procedure for exercising the right to add items of business or proposed resolutions to the agenda

Requests made by shareholders fulfilling the legal requirements to include items of business or proposed resolutions on the agenda must be sent to Sopra Steria Group's registered office, in accordance with the conditions set forth in Article R. 225-71 et seq. of the French Commercial Code, by registered letter with proof of receipt, or by email to the following address: assembleegenerale@soprasteria.com, and received no later than the 25th day preceding the General Meeting, i.e. 26 April 2024, and must be sent no more than 20 days and must be sent no more than 20 days after the notice of meeting publication date of 25 March 2024, i.e. 14 April 2024. 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*).

Any such items of business or proposed resolutions will be included on the agenda of the General Meeting and posted on the Company's website, <https://www.soprasteria.com/investors>, in accordance with Article R. 22-10-23 of the French Commercial Code.

The examination by the General Meeting of items of business or proposed resolutions included on the agenda by shareholder request remains subject to the submission by the authors of the request of newly issued deposit certificates for their securities under the same accounts by the second business day preceding the General Meeting, i.e. Friday, 17 May 2024 at 0.00 a.m. (Paris time).

IV. Procedure for exercising the right to submit written questions

All shareholders have the right to submit written questions. To be acceptable, these questions must be sent to the Chairman of the Board of Directors at the Company's registered office, by registered letter with proof of receipt or by email to assembleegenerale@soprasteria.com no later than the fourth business day preceding the General Meeting, i.e. by Tuesday, 14 May 2024. 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*).

In accordance with the laws in force, a single answer may be provided in response to multiple written questions that share the same content.

All written questions submitted by shareholders and the answers provided will be posted in the section dedicated to General Meetings on the Company's website, at the following address: <https://www.soprasteria.com/investors>.

V. Documents and information made available to the shareholders

Pursuant to applicable legal and regulatory provisions, all documents that must be made available to shareholders in connection with General Meetings will be 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, for the types of documents mentioned in Article R. 22-10-23 of the French Commercial Code, on the Company's website at the following address: <https://www.soprasteria.com/investors> no later than the twenty-first day preceding the General Meeting, i.e. by Tuesday, 30 April 2024.

Prior notice of the Combined General Meeting was published in the Bulletin des Annonces Légales Obligatoires dated 25 March 2024.

The official notice will be published in the Bulletin des Annonces Légales Obligatoires and in the Eco des Pays de Savoie newspaper on 3 May 2024.

Instructions for filling out the voting form

- To attend** the General Meeting in person: **fill in box A**
[I wish to attend the shareholders Meeting].
- To vote by post**: **fill in box B** [I am voting by post], each numbered box corresponding to the draft resolutions presented by the Board of Directors and appearing in the notice of meeting. Then complete as follows:
 - to vote "FOR", leave the boxes empty;
 - to vote "AGAINST" on any of these proposed resolutions, fill in the individual boxes corresponding to the resolutions;
 - to vote "ABSTAIN" on any of these proposed resolutions, fill in the individual boxes corresponding to the resolutions.
- To appoint the Chairman** as your proxy: **fill in box C**
[I hereby give my proxy to the Chairman of the General Meeting]
- To appoint a different proxy**: **fill in box D**
[I hereby appoint...], 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: Société Générale Securities Services – Service des Assemblées – CS 30812, 44308 Nantes CEDEX 3 (France).

To attend the General Meeting in person:
fill in box A "I wish to attend the shareholders Meeting".

To appoint the Chairman as your proxy:
fill in box C "I hereby give my proxy to the Chairman of the General Meeting".

A

JE DÉSIRES ASSISTER À CETTE ASSEMBLÉE et demande une carte d'admission - dater et signer au bas du formulaire // **I WISH TO ATTEND THE SHAREHOLDER'S MEETING** and request an admission card: date and sign at the bottom of the form

ASSEMBLÉE GÉNÉRALE MIXTE
du 21 Mai 2024 à 14h30 (Paris CET)
Au Pavillon Dauphine
Place du Maréchal de Lattre de Tassigny
75116 Paris

COMBINED GENERAL MEETING
of May 21, 2024 at 2:30 p.m. (Paris CET)
At the Pavillon Dauphine
Place du Maréchal de Lattre de Tassigny
75116 Paris

CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY

Identifiant - Account: _____
Nominatif Registered / Porteur Bearer: _____
Nombre d'actions / Number of shares: _____
Vote simple / single vote: _____
Vote double / Double vote: _____
Nombre de voix - Number of voting rights: _____

B

JE VOTE PAR CORRESPONDANCE / I VOTE BY POST
Ci. au verso (2) - See reverse (2)

Sur les projets de résolutions non agréés, je vote en notifiant au cas échéant mon choix. / On the draft resolutions not approved, I cast my vote by shading the box of my choice.

	1	2	3	4	5	6	7	8	9	10	A	B
Non / No	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>									
Abs.	<input type="checkbox"/>	Non / No	<input type="checkbox"/>									
	11	12	13	14	15	16	17	18	19	20	C	D
Non / No	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>									
Abs.	<input type="checkbox"/>	Non / No	<input type="checkbox"/>									
	21	22	23	24	25	26	27	28	29	30	E	F
Non / No	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>									
Abs.	<input type="checkbox"/>	Non / No	<input type="checkbox"/>									
	31	32	33	34	35	36	37	38	39	40	G	H
Non / No	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>									
Abs.	<input type="checkbox"/>	Non / No	<input type="checkbox"/>									
	41	42	43	44	45	46	47	48	49	50	I	J
Non / No	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>									
Abs.	<input type="checkbox"/>	Non / No	<input type="checkbox"/>									
											K	L
Non / No	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>									
Abs.	<input type="checkbox"/>	Non / No	<input type="checkbox"/>									

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée, je vote NON sauf si je signale un autre choix en notifiant au cas échéant :
In case amendments or new resolutions are proposed during the meeting, I vote NO unless I indicate another choice by shading the corresponding box:
- Je me réserve le droit de voter en assemblée. / I reserve the right to vote in person.
- Je m'abstiens. / I abstain from voting.
- Je donne pouvoir au Président de l'assemblée générale. / I appoint the Chairman of the general meeting.
- Je donne procuration (cf. au verso verso (4) à M. Mlle, Mme ou Mlle, Raison Sociale pour voter en mon nom.
I appoint (see reverse (4) M. Mlle or Mlle, Corporate Name to vote on my behalf).

From the date of completion, this completed form must be returned no later than:
17 mai 2024, 12h00 / May 17, 2024 12:00 pm

à la banque / to the bank

D

JE DONNE POUVOIR À : Ci. au verso (4) pour me représenter à l'Assemblée
I HEREBY APPOINT: See reverse (4) to represent me at the above mentioned Meeting

M. Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name

Adresse / Address

REGARDLESS OF YOUR CHOICE, SIGN AND DATE THE BOX BELOW.

Verify your first and last name and address.

To vote by post: **fill in box B "I vote by post"** and follow the voting instructions for the resolutions below.

To grant proxy power to a designated person: **fill in box D "I hereby appoint"** and provide accurate contact details for the person designated.

8

SOPRA STERIA NOTICE OF MEETING 2024

Request for documents and information



COMBINED GENERAL MEETING OF SHAREHOLDERS

TUESDAY 21ST MAY 2024 AT 2:30 PM

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
Or by postal mail:
6 Avenue Kleber, 75116 PARIS
Or by email at:
lima.abdellaoui@soprasteria.com

REPLY FORM TO REQUEST FOR DOCUMENTS AND INFORMATION

COMBINED GENERAL MEETING OF SHAREHOLDERS
TUESDAY 21ST MAY 2024 AT 2:30 PM

Ms Mr

LAST NAME:

First (and middle) name:

Full address:

Post code: City:

Shareholders⁽¹⁾ :

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:2024

Signature

Registered shareholders may send a single request to have the Company send the documents and information described above for each subsequent General Meeting. The same right is accorded to all holders of bearer shares who can prove their ownership by submitting a deposit certificate for a securities account in the name of the shareholder (attestation d'inscription en compte) kept by an intermediary, as set out in Article L. 211-3 of the French Monetary and Financial Code.

(1) Tick the appropriate box.





Opt for the e-notice service

Registered
shareholders

**This year, make
the move to our
e-notice service!**



Easy to
set up



Simple



Secure

**Nearly one
in two**
registered
shareholders
have gone
Digital!



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

Go to your registered account:
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The Shareholder Relations Team

2. Sopra Steria Group's presentation

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Activities and strategy

Key figures for 2023

Sopra Steria, a major player in the European tech sector recognised for its consulting, digital services and software development, helps its clients drive their digital transformation and obtain tangible and sustainable benefits.

It provides end-to-end solutions to make large companies and organisations more competitive by combining in-depth knowledge of a wide range of business sectors and innovative technologies with a fully collaborative approach.

Sopra Steria places people at the heart of everything it does and is committed to putting digital to work for its clients in order to build a positive future for all.

Revenue

€5.8bn

€5.1 bn Digital Services

€0.7 bn Banking Software & Other Solutions

6.6% organic growth¹

Operating profit on business activity

€548.2m

9.4% of revenue

Net profit attributable to the Group

€183.7m

3.2% of revenue

Basic earnings per share

€9.08

Dividend per share

€4.65₂

Equity

€1.9bn

Net financial debt

€946.0m

Slightly below 1.5x 2023 pro forma EBITDA before the impact of IFRS 16

Market capitalisation at 31/12/2023

€4.1bn

Number of employees

55,883

Number of locations

164

Number of countries

30

TOP 13

Digital services companies operating in Europe

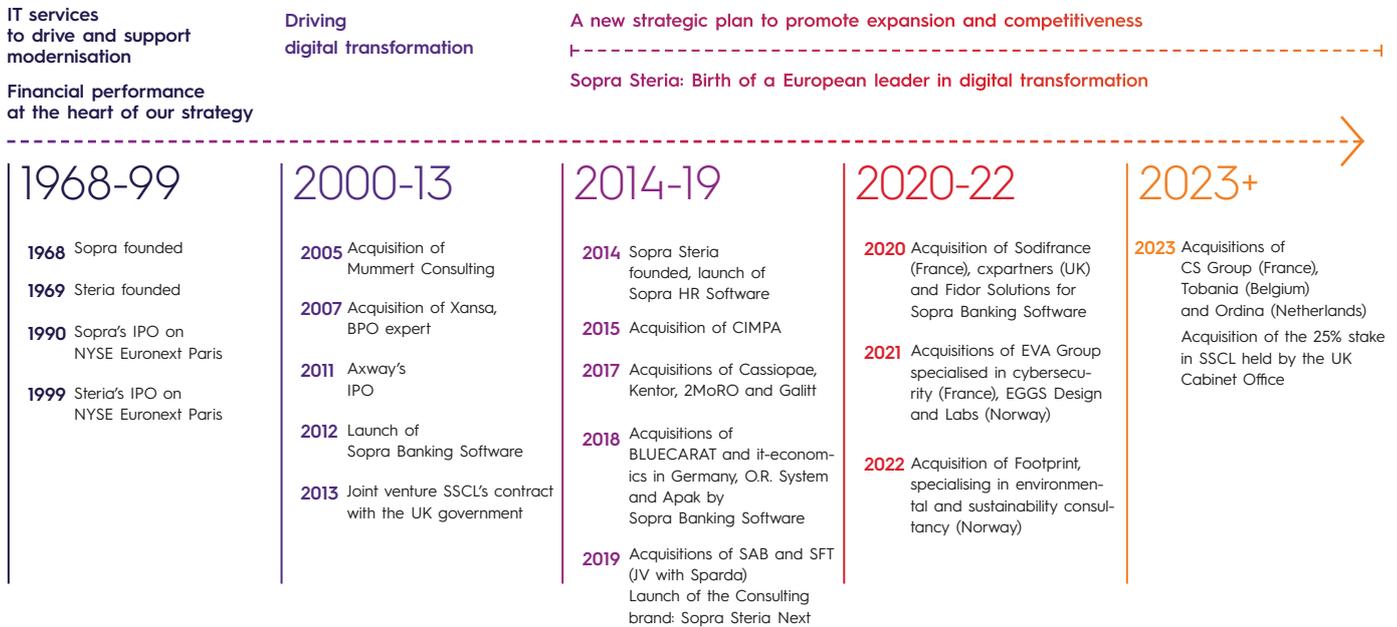
¹Alternative performance measures are defined in the glossary of this document.

²Dividend proposed for approval at the General Meeting of 21 May 2024

See Chapter 5 of the 2023 URD for more information

History and corporate plan

More than 50 years of continuous growth and transformation



Key features of the corporate plan

Independent model

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

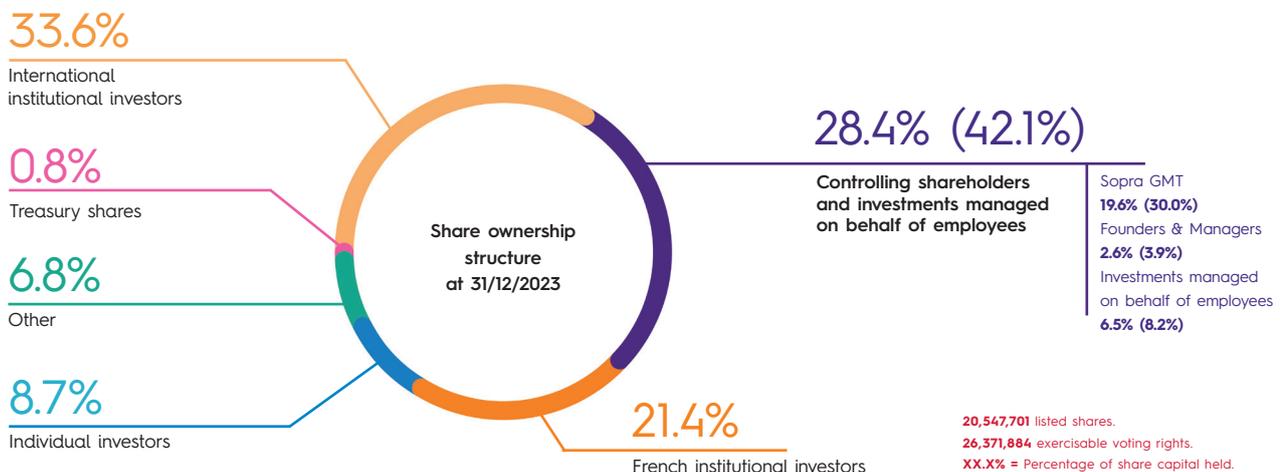
Agility, rapid decision-making and speed of execution are hard-wired into Sopra Steria's DNA. Our ethos is predicated on an unwavering focus on customer service, autonomous decision-making, collective endeavour and respect for others.

Importance of human capital

Rigorous human resources policy focused on talent who offer expertise along with a strong collective mindset, and on employee skills development.

A core shareholder backing the corporate plan

See Chapter 1 of the 2023 URD for more information

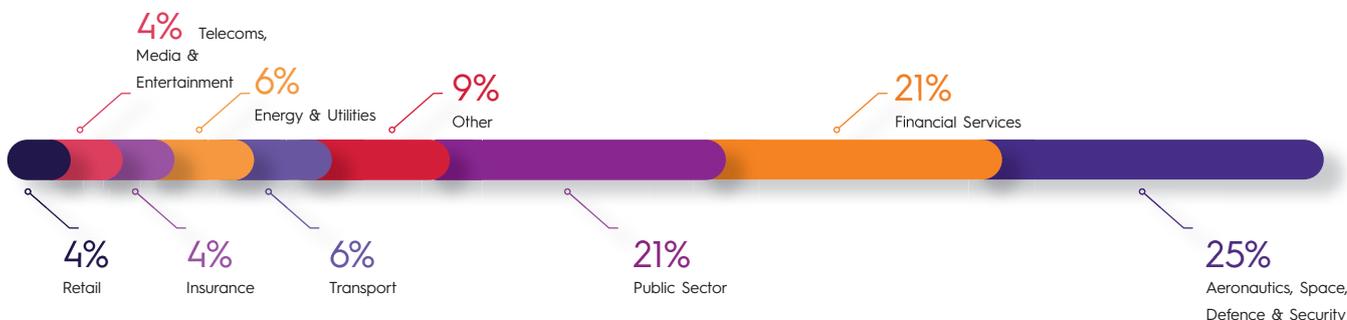


20,547,701 listed shares.
26,371,884 exercisable voting rights.
XX.X% = Percentage of share capital held.
(XX.X%) = Percentage of exercisable voting rights held.
TPI survey of identifiable owners of shares at 31/12/2023 - Ownership threshold of over 1,000 shares

See Chapter 7 of the 2023 URD for more information

Breakdown of revenue and the workforce

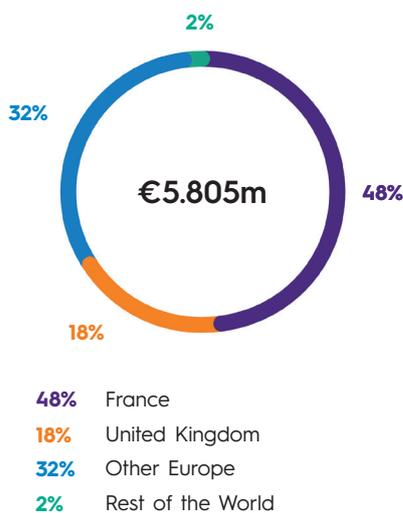
Group revenue by vertical market



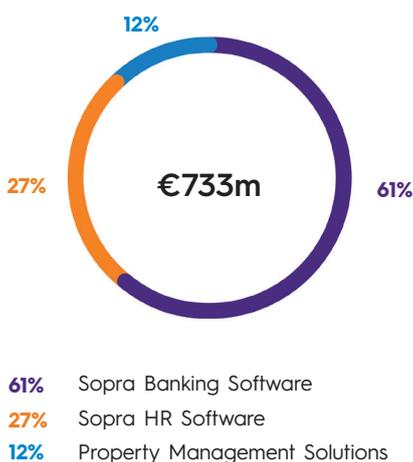
Group revenue by business line



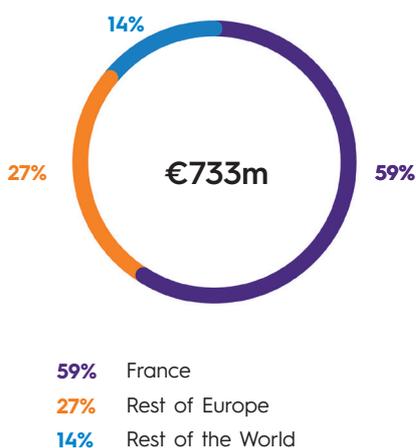
Group revenue by geographic region



Solutions revenue by product



Solutions revenue by geographic region



Workforce

Group	55,833
Employees	
France	21,758
United Kingdom	7,779
Other Europe	16,534
Rest of the World	560
International Service Centres	
	9,202
(India, Poland, Spain and North Africa)	

See Chapter 5 of the 2023 URD for more information

Strategy & Ambitions

Strategy

Sopra Steria's strategy is built around its independent corporate plan focused on sustainable value creation for its stakeholders. This Europe-wide corporate plan is underpinned by expansion through organic and acquisition-led growth. Its goal is to generate substantial added value by leveraging a comprehensive range of end-to-end solutions. Our ambition is to be the partner of choice in Europe for major public administrations, financial and industrial operators and strategic businesses, when they are looking for support with driving the digital transformation of their activities (business and operating model) and their information systems, and preserving their digital sovereignty.

Strategic levers

Focus strategy

- 100 European key accounts
- 8 preferred verticals, including several strategic verticals
 - Financial Services
 - Aeronautics & Space
 - Defence & Security
 - Public Sector
- Specific business areas

Commercial strategy

- End-to-end approach
- Strengthening of consulting
- Tech & Digital
 - Cloud, Cyber, AI, Data, Blockchain
- Solutions
 - Banking
 - Human Resources
 - Property Management

Digital and industrial production model

- Industrial Approach
- DevOps and Asset-based platforms
- X-shore
- Cloud centres of excellence – Data – AI

Medium-term ambitions

Sopra Steria plans to expand its development of digital services and solutions in Europe and focus its investments on consulting and digital technology in its strategic verticals: financial services, defence & security, aeronautics, space and the public sector.

The Group's ambition is to become a compelling European alternative to global providers, particularly with regard to issues of digital sovereignty, for major European clients in its strategic verticals.

Sopra Steria's corporate plan is set within an upbeat market for digital services in the medium term, boosted by demand for digital transformation on the part of businesses and institutions looking to optimise their processes and increase their resilience.

STRONG, ORIGINAL POSITIONING IN EUROPE

Sopra Steria's ambition is to be a European leader in digital transformation. Its high value-added solutions, delivered by applying an end-to-end approach to transformation, enable its clients to make the best use of digital technology to innovate, transform their models (business as well as operating 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 continues to strengthen its key competitive advantages:

- leading positions in priority verticals (Financial Services, Aerospace, Defence & Security, Public Sector);
- very close relationships with its clients, thanks to its roots in the regions where it operates and its ability to meet core business requirements;
- a strong European footprint with numerous locations in many of the region's countries which, when combined with these close relationships, raises its profile among large public authorities and strategic companies throughout Europe as a trusted and preferred partner for all projects involving digital sovereignty;
- business software solutions which, when combined with the Group's full range of services, make its offering unique.

Lastly, the Group's mission statement – formally adopted in 2019 – reflects both its values and its desire to help meet the Sustainable Development Goals of the Company and its stakeholders: "Together, building a positive future by making digital work for people."

CONFIRMED OBJECTIVES AND PRIORITY ACTION AREAS

Development of consulting activities

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 continuing to develop its activities in this area. 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 Group's plan is to establish and develop a European consulting capability specialising in business transformation through technology. The Group aims to help its clients define and deliver on the promises they make to their own clients and employees by seizing opportunities offered by the ongoing digital, environmental and social transitions, in support of the Group's strategy. The Group's ambition is to be a powerful and widely recognised European consulting firm at the cutting edge of innovation in technology and management, where business and technology intersect, offering tailored solutions designed to address specific business issues while honouring its clients' culture and ESG policy ⁽¹⁾. The consulting business mainly operates in three segments: IT consulting; operational consulting, with a focus on Group clients' core business; and strategy consulting, with a focus on digital services and associated marketing, innovation and data use.

The prominence of the Sopra Steria Next brand, created in 2019 to promote the Group's digital transformation consulting expertise, has benefited from this. In France, it is also bolstered by the Group's decision to integrate its CSR mission into its consulting activities. This mission, built around the idea of digital ethics, is backed by a dedicated communications plan.

Acceleration in digital technology

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.

To step up its commitment to digital technology, the Group is continuing to invest with the goal of:

- being at the cutting edge of the market in all of its services and business models;
- strengthening its technology assets;
- transforming its operating 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.

Digitalisation of offerings and business model adaptation

The Group is adapting its software to factor in advances in digital technology in a number of key areas, such as the customer/user experience, analytics, AI, APIs, etc., and to take account in their architecture of changes in client needs, such as growing use of the (hybrid) cloud, increasing demand for Software-as-a-Service and the gradual adoption of the platform company model (particularly in the financial sector).

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

- using the potential of new technologies – analytics, smart machines, blockchain, IoT, augmented/virtual reality etc. – to benefit its clients through innovative applications, with a particular focus on AI, and in particular generative AI, through a large-scale programme launched in 2023 across all the Group's geographies and involving all its business lines;
- driving its clients' transformation from its current position: for example, the Application Management offering has evolved to encompass the end-to-end transformation of processes and the corresponding modernisation of existing IT systems, including connecting digital technologies with legacy systems and migrating all or some of the IT system to the cloud;
- promoting new end-to-end approaches combining consulting and software: providing IT strategy support for large companies and public authorities, implementing digital continuity in industrial value chains, building service platforms, overseeing the cloud-based and digital transformation of information systems, etc.

1) Environmental, Social and Governance.

The digitalisation of solutions and services and, more broadly speaking, changing client expectations, have led the Group to adapt its business models. The Group will thus be selling more and more solutions operated on behalf of clients and, in services, increasingly leveraging intellectual property (reusable components, implementation accelerators, etc.). It will thus generate more recurring revenue through its solutions, with less of a direct connection to the size of its workforce in services.

Technology assets

The Group is continually investing in the exploration of new ideas and expertise in architectures, and in emerging digital, cloud and AI technologies and uses, relying on its teams of "digital champions" (experts led by the Group's Chief Technology Officer).

At the same time, all necessary resources are being designed and 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 cloud environments:

- the Digital Enablement Platform (DEP), the technical foundation for building or modernising IT systems (designed to be able to interact with components of Amplify, Axway's hybrid integration platform), an industrial DevOps chain and an environment to capitalise on and search for reusable software components, a private cloud that can be extended to the main public clouds;
- implementation accelerators for new digital technologies (smart machines, AI/machine learning, blockchain, IoT, etc.);
- digital factories to enable service offerings combining consulting and software (e.g. migrating information systems to the cloud).

In early 2023, the Group launched a massive initiative supporting the adoption of advances brought about by generative AI. The rAlse® programme aims to use AI to transform the Group's practices by creating an end-to-end client offering and systematically building AI into its technology assets over the long term.

Transformation of operating models

The Group is gradually changing the operating model for its services and R&D activities (by integrating its aforementioned technology assets):

- extensive experience with agile projects (including many in collaboration with offshore and nearshore centres);
- roll-out of processes and resources (software and digital factories) for industrialisation, automation, AI use 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, generative AI) 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 industry-specific software components (IP blocks, open source) and the use of low-code/no-code development platforms for building solutions:

- transformation in line with the production model of each activity (distribution of roles between the onshore production teams, the service centres, and the offshore and nearshore R&D teams).

Skills development

To accompany its transformation, the Group is making a considerable effort to train its employees and managers:

- strengthening its training offering: introductory and more advanced courses on all digital/cloud technologies, training on new digital practices and new industrial environments, training on the digital services and solutions offered by the Group;
- digitalisation of training resources: virtual training rooms, in-house e-learning and access to MOOC-style learning platforms.

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, 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 (DigiLabs at all the Group's major locations and a Next centre at its registered office), etc.

The rAlse® programme encourages the Group as a whole to experiment with the advances brought about by AI, and in particular generative AI. All entities are working towards being able to offer their clients AI-powered solutions, incorporating AI into their everyday practices and training all employees.

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, 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 directly or indirectly take equity stakes (through specialised funds) in young startups that it considers the most innovative in the market, applying a corporate venturing approach.

Targeting of specific verticals

Focused business development

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

There are eight priority verticals that currently account for the majority of revenue: Financial Services; Public Sector; Aeronautics, Space, Defence & Security; Energy & Utilities; Telecoms, Media & Entertainment; Transport; Insurance; Retail.

For each vertical, the Group selects a small number of key accounts (fewer than 100 at Group level), focuses on a few different business areas in which it aims to secure a leading position and implements an inter-entity coordination system for the different countries and subsidiaries concerned.

Some of these verticals are considered particularly strategic. The Group has very clear strengths in several countries (broad position, IT and business expertise, replicable experiences etc.). The transformation needs of businesses, public authorities and ecosystems in place are considerable and rely on similar solutions from one country to the next. These verticals (Financial Services, Aerospace, Defence & Security, Public Sector) are eligible for corporate investment or external growth transactions.

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 entities 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 an example, the Group applies this approach to meet digital continuity challenges in the aerospace value chain.

Development of solutions

The Group confirmed its target to continue growing its development activities in human resource management and property management (Sopra HR Software and Sopra Real Estate Software) as well as its activities in solution integration. Efforts will continue to be focused on enriching the Group's solutions, adapting them to cloud systems, leveraging API-based access to data and services, integrating new digital technologies, developing managed services, and expanding operations into new geographic markets.

Management at the Group's software entities confirmed the benefits of mapping out a Software Project that goes beyond merely setting up a reporting and control hub.

Acquisition strategy

The Group makes regular targeted acquisitions in order to enhance its offering and expertise or strengthen its position in certain regions. In this context, it will be able to carry out larger acquisitions.

Integrating the Group's CSR ambitions into its strategy

Sopra Steria has long been committed to corporate responsibility. The Group's progress in the area of sustainability is underpinned by a holistic approach that takes into account the impact of its activities on the environment and society and includes the following:

- an employee policy that positions the Group as a leading employer by focusing on diversity, equity and inclusion;
- a rigorous environmental trajectory to mitigate the impact of our activities on the environment and help combat climate change;

- an ethical approach in our day-to-day operations and across all our business activities;
- support for local communities through community initiatives focused on education and digital inclusion.

The Group's workforce-related, environmental, ethical and inclusive commitments are applied across its entire value chain, with suppliers being held accountable. Digital technology is harnessed to enable the Group to offer more responsible services and solutions that deliver lasting value.

The Group's commitments are guided by three key priorities, which are broken down into qualitative and quantitative targets and regularly reviewed to ensure they take into account advances in scientific knowledge, changes in the external environment and societal challenges:

- helping combat climate change by enacting two complementary strategies:
 - mitigating the environmental footprint (both that of the Group, through our Net-Zero strategy, and that of our clients through assessing and optimising the environmental impact of digital solutions offered, built or operated by the Group on their behalf), and
 - adapting to the challenges posed by the ecological transition (by developing innovative solutions, tools, services and projects in support of the environment and the climate);
- proactively putting more women into management roles and fostering an environment conducive to workplace gender equality and equal opportunity;
- embedding responsible, sustainable digital technology issues into the Group's different business lines and our value proposition with regard to stakeholders, in particular clients and suppliers.

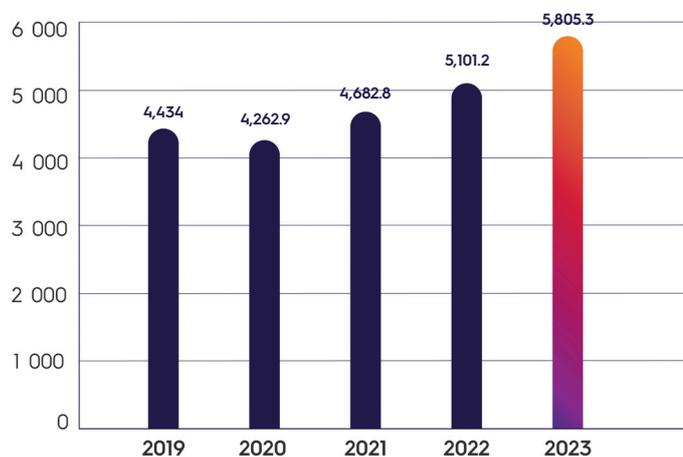
MEDIUM-TERM STRATEGIC OBJECTIVES

Sopra Steria plans to expand its development of digital services and solutions in Europe and focus its investments on consulting and digital technology in its strategic verticals: financial services, defence & security, aeronautics, space and the public sector. The Group's ambition is to become a compelling European alternative to global providers, particularly with regard to issues of digital sovereignty, for major European clients in its strategic verticals.

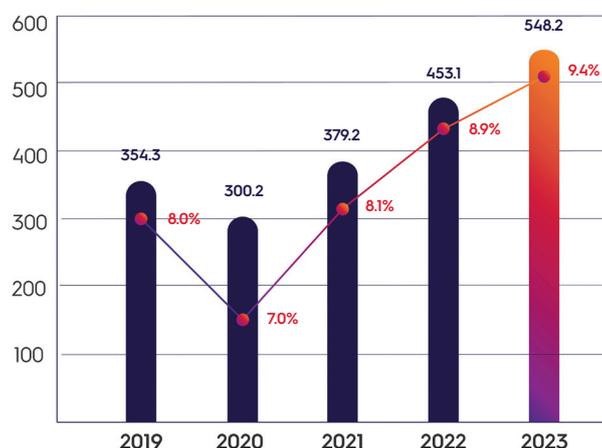
Its corporate plan is set within an upbeat market for digital services in the medium term, boosted by demand for digital transformation on the part of businesses and institutions looking to optimise their processes and increase their resilience.

Financial performance

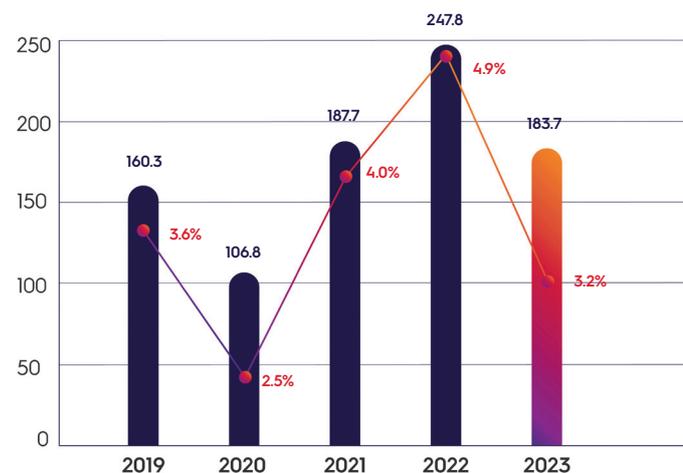
Revenue
in millions of euros



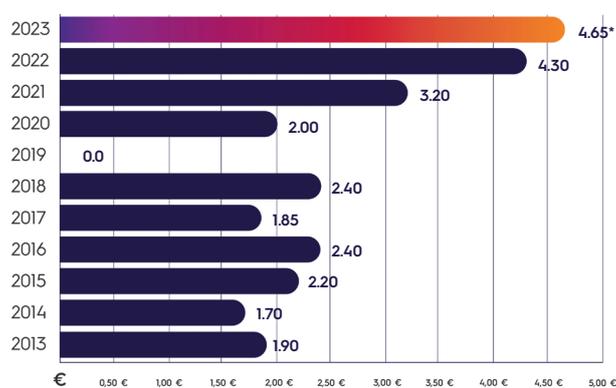
Operating profit on business activity
in millions of euros and % of revenue



Net profit attributable to the Group
in millions of euros and % of revenue

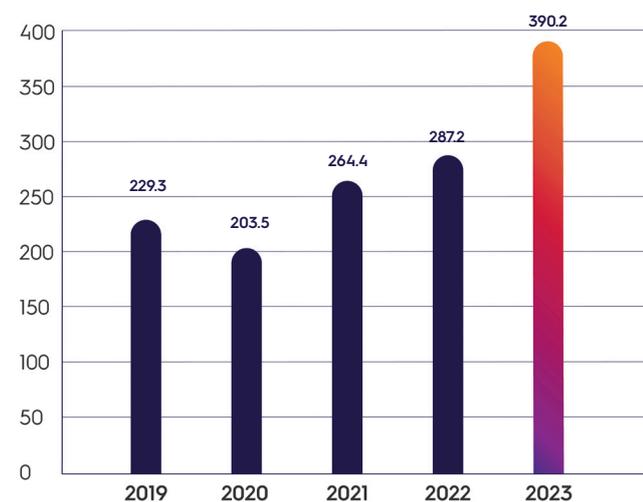


Dividend in euros
per share



(* Amount proposed at the General Meeting of 21 May 2024)

Free cash flow
in millions of euros



Sopra Steria share price
over 5 years* compared to performance
of SBF 120 and CAC 40



(* Rebased 100 at 2 January 2019 (Source: Euronext Paris))

Comments on 2023 performance

Cyril Malargé, Chief Executive Officer of Sopra Steria Group, commented:

"Thanks to the commitment of our 56,000 employees, who work hard every day to advance their clients' digital transformation, Sopra Steria performed very well in financial year 2023. I'd like to commend all our teams on the results they achieved.

We comfortably achieved the financial targets we had set for ourselves.

We made significant headway with a range of transformative initiatives: developing our Consulting business, shifting our technology solutions further up the value chain, gradually adjusting our operating model, reinforcing our human resources policy and boosting our operational efficiency. We plan to keep scaling up our efforts in these areas over the coming quarters.

In the first half of 2023, we launched rAlse®: a large-scale programme to embrace generative AI, which will feed into everything our business consulting teams do, our internal development tools and our partnership strategy.

With the acquisition of CS Group, we have considerably strengthened our positions in Defence & Security and established a presence in the Space segment, which has substantial growth potential. The purchases of Tobania and Ordina have given us a key presence in the Benelux market, with over 4,000 employees and around €700 million in revenue over the full year.

Lastly, I'm very proud to share that Sopra Steria has once again made the CDP ⁽¹⁾ A List – recognising the world's most transparent and most proactive companies in the fight against climate change – for the 7th year in a row.

Our priorities for 2024 are clear: successfully integrate the companies we have acquired, execute the recently announced plan to dispose of our banking software activities, speed up our internal transformation initiatives and boost our performance."

DETAILS ON 2023 OPERATING PERFORMANCE

Consolidated revenue totalled €5,805.3 million, an increase of 13.8%. Changes in scope had a positive impact of €420.6 million, and currency fluctuations had a negative impact of €74 million. At constant exchange rates and scope of consolidation, revenue growth was 6.6%.

Operating profit on business activity came to €548.2 million, up 21.0% relative to 2022. The operating margin on business activity increased by 0.5 points to 9.4% (8.9% in 2022).

The **France reporting unit** (41% of the Group total), revenue grew sharply (16.9%) to €2,384.3 million. CS Group was consolidated in Sopra Steria's accounts for ten months and contributed €257.4 million in revenue, posting 10.2% growth. Excluding changes in scope, organic growth came to 5.0%. Growth continued – albeit at a slower pace – in the fourth quarter, with organic growth running at 2.3%. The year's best-performing vertical markets overall were defence, aerospace and transport. The operating margin on business activity came to 9.6% (10.0% in 2022). As expected, the consolidation of CS Group had a dilutive

effect on the operating margin on business activity for the financial year. The benefits of operational synergies are expected to show up from 2024.

Revenue for the **United Kingdom** (16% of the Group total) was €940.9 million, representing organic growth of 7.7%, driven by the aerospace, defence and security sector, which posted growth of 23.1%, as well as by NHS SBS and SSCL, the two business process services platforms for the public sector, which posted growth of 9.7% and 15.3%, respectively. The private sector posted full-year growth of 2.4%. The reporting unit's operating margin on business activity improved by 0.5 points to 11.0%.

The **Other Europe reporting unit** (30% of the Group total) posted organic revenue growth of 18.6% to €1,746.9 million. At constant scope and exchange rates, revenue grew 8.8%. The fastest growth was seen in Scandinavia and Spain, which both posted double-digit growth. Following the consolidation of Ordina in the final quarter of 2023, Benelux contributed €309.7 million to full-year revenue, representing organic growth of 5.3%. The reporting unit's overall operating margin on business activity was 8.7%, up 2.5 points from 2022 (6.2%).

Revenue for **Sopra Banking Software** (8% of the Group total) came to €445.1 million, representing organic growth of 4.8%, driven in particular by the digital solutions offered by Sopra Banking Platform and Sopra Financing Platform. This resulted in a 9.8% increase in subscription revenue. Software revenue was up 4.2% while services revenue grew 5.8%. The operating margin on business activity came to 5.4%, as anticipated, equating to a moderate decline from 6.5% in 2022.

The **Other Solutions** reporting unit (5% of the Group total) posted revenue of €288.2 million, representing organic growth of 5.9%. The Human Resources Solutions business grew by 6.7%. Property Management Solutions posted a 4.1% increase in revenue. The operating margin on business activity grew 0.7 points to 13.7% (13.0% in 2022).

Comments on the components of net profit attributable to the Group and financial position at 31 December 2023

Profit from recurring operations came in at €467.2 million, equating to growth of 17.5%. It included a €43.0 million share-based payment expense, the increase in which was largely due to increases in the Sopra Steria share price in financial year 2023. It also included a €38.0 million amortisation expense on allocated intangible assets.

Operating profit came to €329.9 million (compared with €361.3 million in 2022), after a net expense of €137.4 million for other operating income and expenses (€36.3 million in 2022), which included an €89 million asset impairment charge on Sopra Banking Software. This non-recurring charge has no impact on cash or on the dividend proposed in respect of financial year 2023.

Net interest expense was €35.9 million (versus €14.4 million in 2022), driven by the increase in financial debt relating to financing for acquisitions and higher interest rates.

¹⁾ Every year, nearly 21,000 companies and organisations around the world provide details on their environmental performance to CDP for independent assessment against its scoring methodology for the benefit of investors, purchasers and other stakeholders

The **tax expense** totalled €111.7 million, for an effective tax rate of 38.0%. Restated for non-recurring items, the normative tax rate for 2023 is estimated at 25%.

Net profit from associates amounted to profit of €6.7 million (compared with an expense of €14.7 million in 2022).

Minority interests totalled €5.4 million. Since SSCL is wholly owned following the acquisition of the 25% interest previously held by the UK Cabinet Office, no minority interests were recognised.

Net profit attributable to the Group came to €183.7 million (€247.8 million in 2022).

Adjusted to exclude the impairment charge on Sopra Banking Software, net profit attributable to the Group would have been €272.7 million in 2023, 10.0% higher than in 2022.

Basic earnings per share came to €9.08 (€12.23 in 2022). Adjusted to exclude asset impairment, basic earnings per share would have been €13.48.

Free cash flow was very strong, at €390.2 million, in particular due to a 21.2% increase in EBITDA, strict management of the average payment period of trade receivables and early net inflows.

Net financial debt totalled €946.0 million. It included the impact of outflows related to the acquisitions of CS Group, Tobania, Ordina and SSCL. As at end-December 2023, it was equal to 49.1% of equity and 1.5x pro forma EBITDA for 2023 before the impact of IFRS 16 (with the financial covenant stipulating a maximum of 3x).

Proposed dividend in respect of financial year 2023

At the next General Meeting of Shareholders, Sopra Steria will propose the payment of a dividend ⁽¹⁾ of €4.65 per share vs €4.30 per share in respect of financial year 2022.

Workforce

At end-December 2023, the Group's **net headcount** came to 55,833 employees, compared with 49,690 employees at year-end 2022. A total of 9,202 staff were employed at international service centres.

The **workforce attrition rate** was 14.0%, compared with 17.0% in 2022.

Social and environmental footprint

Sopra Steria sees its contribution to society as **sustainable, human-focused and purposeful**, guided by the firm belief that making digital work for people is a source of opportunity and progress.

With regard to the environment, CDP confirmed in February 2024 that Sopra Steria had made its A List – recognising the world's most transparent and most proactive companies in the fight against climate change – for the 7th year in a row. This recognition notably reflects the Group's new Net-Zero target ⁽²⁾ of achieving a 52% reduction in its greenhouse gas emissions from Scopes 1 & 2 and a

37.5% reduction for Scope 3 by 2030. As at end-December 2023, the Group had achieved a 63.6% reduction in Scope 1 & 2 emissions and a 9.8% reduction in Scope 3 emissions. The Group's energy consumption, for example, was reduced by 20% relative to 2021.

In the social arena, progress was made on the Group's gender equality policy in 2023, with a 0.4-point increase in the proportion of women in the workforce (33.5%), a higher proportion of women hired and promoted, and a 1.1-point increase in the proportion of women in the 10% most senior positions (21.5%).

With regard to human resources, the annual Great Place To Work survey conducted in 2023 found that 77% of employees say Sopra Steria is a great place to work, making the vast majority of the Group's entities eligible for Great Place to Work® certification.

Targets for 2024

- Compound annual organic revenue growth of between 2% and 4%, including a relatively stable Q1;
- Operating margin on business activity of between 9.5% and 10.0%, including a dilutive effect of around 0.2 points related to recent acquisitions;
- Free cash flow in excess of €350 million

External growth transactions and acquisitions in financial year 2023

During financial year 2023, Sopra Steria announced the following key transactions:

- **CS Group** – On 28 February 2023, Sopra Steria Group SA acquired a controlling stake in CS Group. This acquisition followed the acquisition of a main block comprising 29.73% of the company's share capital as well as the fulfilment of commitments made on 27 July 2022 to sell stakes comprising 29.15% and 6.38% of the company's share capital. Following these acquisitions, and taking into account the 9.80% stake already held in the company, the Group held a controlling interest of 75.06% at 28 February 2023. The Group subsequently carried out a simplified public tender offer and a delisting offer. All of these transactions were carried out on the basis of a unit price of €11.50 per ordinary share. The Group held 100% of CS Group's share capital at 31 December 2023.

CS Group is a benchmark player in designing, integrating and operating critical systems in the fields of defence, security, space and nuclear energy. It also strengthens the Group's positions in France in cybersecurity and aeronautics, as well as digital sovereignty and digital trust. It is part of the "France" cash-generating unit.

- **Tobania** – On 2 March 2023, the Group completed the acquisition, through its subsidiary Sopra Steria Benelux, of 100% of the share capital of Assua NV and its operating subsidiaries Tobania NV and Python Predictions BV in Belgium. This business combination enables the Group to expand its coverage of digital services in the Belgian market and double its market share to become one of its main players. The companies acquired are part of the "Benelux" cash-generating unit.

1) General Meeting to be held on Tuesday, 21 May 2024. The ex-dividend date will be 28 May 2024. The dividend will be payable as from 30 May 2024.

2) Target approved by the Science Based Targets initiative (SBTi) on 16 June 2023 and aligned with the aim of limiting the increase in the average global temperature to 1.5°C (reduction targets baseline: 2019).

- **Ordina** – Following the public tender offer launched on 19 July 2023, the Group acquired a controlling interest in Dutch digital services company Ordina on 4 October 2023. At 31 December 2023, it held 100% of the shares in this company. Ordina has operations in the Netherlands, Belgium and Luxembourg. Together with the Group's businesses in Belux and those acquired from Tobania in Belgium, this combination creates a premier digital services partner in the Benelux region. The businesses and markets served by Ordina are very similar to those served by the Group. The Benelux region is now overseen from the Netherlands. Ordina belongs to the Benelux cash-generating unit.
- **Connectiv-IT** – In France, on 4 April 2023, the Sopra Steria Group SA wholly acquired Connectiv-IT, a French software developer specialising in supply chain management and ensuring operational readiness of equipment in the aeronautics and defence sectors.
- **Marin IT** – Sopra Steria AS, a Norwegian subsidiary of the Group, wholly acquired Marin IT in September. The company had previously been the IT services subsidiary of the Norwegian companies DOF Group ASA and Austevoll Seafood ASA.
- **Sopra Steria Ré 2** – On 21 December 2023, Sopra Steria Group SA acquired Sopra Steria Ré 2, a reinsurance company.

Infrastructure and technical facilities

A total of €54.1 million was invested in 2023 in infrastructure and technical facilities, as against €55.3 million in 2022.

Investments in facilities comprised the following:

- land and buildings: €0.1m;
- fixtures, fittings and furniture: €36.3m;
- IT: €17.7m.

Subsequent events

- At 6:15 pm on 21 February 2024 – Sopra Steria announced the plan to sell to Axway Software most of Sopra Banking Software's activities, which generate around €340 million in revenue, for an enterprise value of €330 million. Concurrently, the plan is to sell to Sopra GMT 3.619 million Axway shares previously held by Sopra Steria. The price tag for the sale will be €95.9 million or €26.5 per share. Sopra Steria's business model is focused on independence and sustainable value creation for its stakeholders. As such, the Group is clarifying its strategy with the announcement of the plan to dispose of its banking software activities.

The objective is to complete these transactions by the end of the second quarter of 2024 or during the third at the latest. These transactions will be subject to the requisite regulatory approvals, including a decision by the AMF not requiring a public offer to be filed, and the AMF's approval of the prospectus to be filed by Axway in connection with its rights issue.

No other subsequent events occurred after the end of financial year 2023.

Consolidated statement of net income

<i>(in millions of euros)</i>	Notes*	Financial year 2023	Financial year 2022
Revenue	4.1	5,805.3	5,101.2
Staff costs	5.1	-3,577.1	-3,150.5
External expenses and purchases	4.2.1	-1,471.9	-1,331.3
Taxes and duties		-42.6	-42.8
Depreciation, amortisation, provisions and impairment		-178.6	-141.7
Other current operating income and expenses	4.2.2	13.0	18.3
Operating profit on business activity		548.2	453.1
<i>as % of revenue</i>		9.4%	8.9%
Expenses related to stock options and related items	5.4	-43.0	-23.2
Amortisation of allocated intangible assets	8.2	-38.0	-32.3
Profit from recurring operations		467.2	397.6
<i>as % of revenue</i>		8.0%	7.8%
Other operating income and expenses	4.2.3	-137.4	-36.3
Operating profit		329.9	361.3
<i>as % of revenue</i>		5.7%	7.1%
Cost of net financial debt	12.1.1	-19.5	-8.7
Other financial income and expenses	12.1.2	-16.3	-5.7
Tax expense	6.1	-111.7	-83.2
Net profit from associates	10.1	6.7	-14.7
Net profit from continuing operations		189.1	249.0
Net profit from discontinued operations		-	-
Consolidated net profit		189.1	249.0
<i>as % of revenue</i>		3.3%	4.9%
Non-controlling interests	14.1.5	5.4	1.2
NET PROFIT ATTRIBUTABLE TO THE GROUP		183.7	247.8
<i>as % of revenue</i>		3.2%	4.9%
EARNINGS PER SHARE (IN EUROS)	<i>Notes</i>		
Basic earnings per share	14.2	9.08	12.23
Diluted earnings per share	14.2	8.94	12.13

(*) To find out more about Notes, see Chapter 5 of the Sopra Steria 2023 Universal Registration Document (pages 211 to 277)

Results by reporting unit

a. France

(in millions of euros)

	Financial year 2023		Financial year 2022	
Revenue	2,384.3		2,039.0	
Operating profit on business activity	229.5	9.6%	204.4	10.0%
Profit from recurring operations	196.8	8.3%	187.0	9.2%
Operating profit	189.4	7.9%	167.9	8.2%

b. United Kingdom

(in millions of euros)

	Financial year 2023		Financial year 2022	
Revenue	940.9		890.6	
Operating profit on business activity	103.2	11.0%	93.8	10.5%
Profit from recurring operations	89.4	9.5%	80.7	9.1%
Operating profit	79.1	8.4%	91.6	10.3%

c. Other Europe

(in millions of euros)

	Financial year 2023		Financial year 2022	
Revenue	1,746.9		1,473.0	
Operating profit on business activity	152.2	8.7%	91.9	6.2%
Profit from recurring operations	140.0	8.0%	85.6	5.8%
Operating profit	118.1	6.8%	72.3	4.9%

d. Sopra Banking Software

(in millions of euros)

	Financial year 2023		Financial year 2022	
Revenue	445.1		426.5	
Operating profit on business activity	23.9	5.4%	27.6	6.5%
Profit from recurring operations	4.5	1.0%	11.1	2.6%
Operating profit	-92.9	-20.9%	-1.1	-0.3%

e. Other Solutions

(in millions of euros)

	Financial year 2023		Financial year 2022	
Revenue	288.2		272.1	
Operating profit on business activity	39.4	13.7%	35.4	13.0%
Profit from recurring operations	36.6	12.7%	33.2	12.2%
Operating profit	36.2	12.6%	30.6	11.3%

f. Group

(in millions of euros)

	Financial year 2023		Financial year 2022	
Revenue	5,805.3		5,101.2	
Operating profit on business activity	548.2	9.4%	453.1	8.9%
Profit from recurring operations	467.2	8.0%	397.6	7.8%
Operating profit	329.9	5.7%	361.3	7.1%

Consolidated statement of financial position

Assets <i>(in millions of euros)</i>	Notes*	31/12/2023	31/12/2022
Goodwill	8.1	2,668.9	1,943.9
Intangible assets	8.2	211.7	166.7
Property, plant and equipment	8.3	164.6	141.5
Right-of-use assets	9.1	457.1	359.9
Equity-accounted investments	10.2	185.9	183.5
Other non-current assets	7.1	73.8	114.0
Retirement benefits and similar obligations	5.3	40.6	38.5
Deferred tax assets	6.3	188.3	127.0
Non-current assets		3,990.9	3,075.1
Trade receivables and related accounts	7.2	1,372.4	1,104.2
Other current assets	7.3	515.5	410.6
Cash and cash equivalents	12.2	191.7	355.9
Current assets		2,079.6	1,870.7
Assets held for sale		-	-
TOTAL ASSETS		6,070.5	4,945.8
Liabilities and equity <i>(in millions of euros)</i>	Notes*	31/12/2023	31/12/2022
Share capital		20.5	20.5
Share premium		531.5	531.5
Consolidated reserves and other reserves		1,324.7	1,298.3
Equity attributable to the Group		1,876.7	1,850.3
Non-controlling interests		48.4	43.1
TOTAL EQUITY	14.1	1,925.1	1,893.4
Financial debt – Non-current portion	12.3	619.5	320.1
Lease liabilities – Non-current portion	9.2	392.9	312.8
Deferred tax liabilities	6.3	90.0	68.5
Retirement benefits and similar obligations	5.3	226.2	190.3
Non-current provisions	11.1	59.4	51.8
Other non-current liabilities	7.4	21.6	15.5
Non-current liabilities		1,409.5	959.0
Financial debt – Current portion	12.3	518.2	187.7
Lease liabilities – Current portion	9.2	110.0	77.7
Current provisions	11.1	53.9	46.7
Trade payables and related accounts		354.5	318.2
Other current liabilities	7.5	1,699.2	1,463.0
Current liabilities		2,735.9	2,093.4
Liabilities held for sale		-	-
TOTAL LIABILITIES		4,145.4	3,052.4
TOTAL LIABILITIES AND EQUITY		6,070.5	4,945.8

(*) To find out more about Notes, see Chapter 5 of the Sopra Steria 2023 Universal Registration Document (pages 211 to 277)

Summary for the last five financial years

<i>(in thousands)</i>	2023	2022	2021	2020	2019
Financial position at year-end					
■ Share capital	20,548	20,548	20,548	20,548	20,548
■ Number of shares issued	20,548	20,548	20,548	20,548	20,548
■ Number of bonds convertible into shares	-	-	-	-	-
Results of operations for the year					
■ Revenue excluding VAT	1,965,561	1,891,556	1,717,658	1,512,781	1,651,461
■ Profit before tax, depreciation, amortisation and provisions	753,383	230,059	174,360	131,796	150,240
■ Corporate income tax	-30,407	-16,032	-15,468	-20,835	-14,713
■ Profit after tax, depreciation, amortisation and provisions	31,709	167,666	156,867	142,276	147,078
■ Amount of profit distributed as dividends	95,547	88,355	65,754	41,095	-
Earnings per share					
■ Profit after tax but before depreciation, amortisation and provisions	38.14	11.98	9.24	7.43	8.03
■ Profit after tax, depreciation, amortisation and provisions	1.54	8.16	7.63	6.92	7.16
■ Dividend paid per share	4.65	4.30	3.20	2.00	0.00
Employee data					
■ Number of employees	13,438	13,336	13,236	12,997	13,451
■ Total payroll	714,752	684,774	665,161	625,364	635,496
■ Amount paid in respect of employee benefits (social security, employee discounts, etc.)	348,989	317,064	300,241	277,481	288,332

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 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.
- **Free cash flow:** 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 to address any deficits in defined-benefit pension plans.
- **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:** 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.
- **Return on capital employed (RoCE):** (Profit from recurring operations after tax + Profit from equity-accounted companies) / (Equity + Net financial debt).
- **Downtime:** Number of days between two contracts (excluding training, sick leave, other leave and pre-sales) divided by the total number of business days.

Business Model and Corporate responsibility

Our mission and values

Our mission

Technology serves as a gateway to infinite possibilities. As fascinating as this never-ending stream of innovations is, it also raises questions as to what is actually behind the frantic race for novelty and change.

Solutions are never straightforward or obvious, and there is certainly never just one way of doing things.

At Sopra Steria, our mission is to guide our clients, partners and employees towards bold choices to build a positive future by putting digital technology to work in service of humanity.

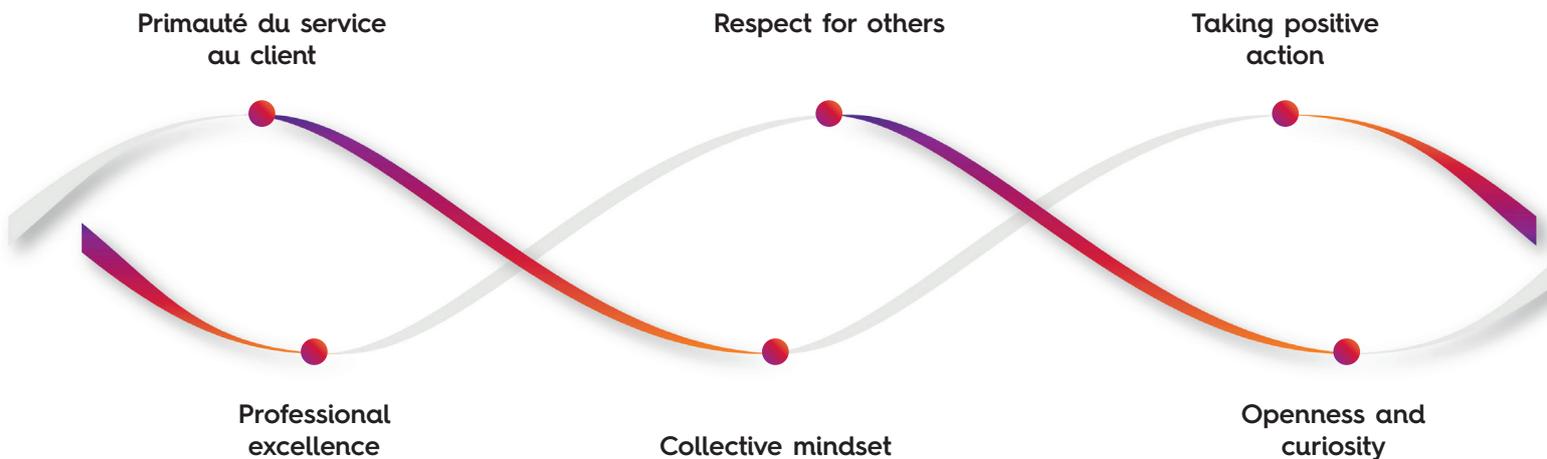
Beyond technology, we set great store by collective intelligence, in the firm belief it can help make the world a better place.

Together, we are building a highly promising future by delivering tangible benefits: sustainable solutions with positive impacts that take full account of interactions between digital technology and society. There's still so much more we can achieve together.

Dare together

At Sopra Steria, we strive to create a stimulating, group-oriented environment inspiring free thinkers to engage in open, frank discussions. Our goal is to foster the development of skills and entrepreneurship in a community driven by a desire for collective success.

Values that bring us together



Putting customer service first

We make a commitment to our clients over the long term to enhance their performance and enable them to reach the next level by leveraging our specialised knowledge of their business sector and innovative technologies.

L'excellence professionnelle

We offer our visionary, integrated approach and our broad range of expertise to help guide our clients, partners and employees towards bold choices and convert opportunities into tangible, sustainable results.

Respect for others

Nous sommes convaincus que le collectif est une force, que les meilleures solutions se trouvent ensemble. C'est pourquoi nous adoptons une posture d'écoute et de proximité avec nos clients, partenaires et collaborateurs.

Collective mindset

We believe collective intelligence, harnessing team spirit and each individual's talents, can help drive positive change and make the world a better place in a sustainable manner, exceeding what technologies alone can do.

Taking positive action

We want to make innovation deliver results for as many people as possible and offer sustainable solutions with a positive impact that responsibly and ethically shape interactions between digital technology and society.

Openness and curiosity

We encourage a bold, curious and accountable approach to explore new avenues and employ innovative new technologies that can deliver transformative changes for everyone's benefit.

Aligning with the CSRD

The materiality analysis, which helps identify and prioritise the most relevant material and non-financial issues for the Company, was updated in 2023. With the entry into force of the Corporate Sustainability Reporting Directive (CSRD) with effect from 1 January 2024 (Order 2023-1142 of 6 December 2023 on the disclosure and certification of sustainability information), in-depth analysis is underway to define a new double materiality matrix encompassing both financial materiality and impact materiality. This entails a change of approach, with the new matrix determining both external (environmental and social) impacts on the Group's performance and the business's impact on its economic, social and natural environment.

Alignment of information related to the Group's non-financial performance with the Principal Adverse Impact (PAI) indicators set out in the EU's Sustainable Finance Disclosure Regulation (SFDR)

Topic	PAI indicators	Information for Sopra Steria
Greenhouse gases (GHG)	Greenhouse gas emissions	See Chapter 4, Section 3.2.2, "Summary of greenhouse gas emissions by scope", 3.4.1, "Direct activities" and 3.4.2, "Indirect activities"
	Carbon footprint	
	Greenhouse gas emissions intensity	
	Exposure to the fossil fuel sector	No exposure
	Share of non-renewable energy consumption and production	See Chapter 4, Section 3.4, "Optimising resource consumption and reducing greenhouse gas emissions", 3.4.1, "Direct activities" and 3.4.2, "Indirect activities"
	Energy consumption intensity	
Biodiversity	Activities negatively affecting biodiversity-sensitive areas	See Chapter 4, Section 3.4.1, "Working to promote biodiversity"
Water	Water usage	172,169 m ³ - See Chapter 4, Section 3.4.1, "Direct activities"
Waste	Hazardous waste ratio	Sopra Steria does not produce any hazardous waste according to the RoHS and REACH definitions. In 2023, the portion of hazardous WEEE not given a second life stood at 0.16% of the total amount of WEEE and paper, cardboard, plastic and metal waste. See Chapter 4, Section 3.4.2, "Indirect activities".
Social and employee matters	Violations of the UN Global Compact Principles or the Organisation for Economic Co-operation and Development (OECD) Guidelines for Multinational Enterprises	No violations
	Absence of a monitoring system or processes to ensure compliance with the UN Global Compact Principles and the OECD Guidelines for Multinational Enterprises	See Chapter 4, Section 4.1.1, "Governance and organisation"
	Unadjusted gender pay gap	Score of 39/40 for the "Pay gap" criterion of the French professional gender equality index, equating to a difference of less than 1% in favour of men.
	Board gender diversity	40% of members of the Board of Directors were women at 31/12/2023
	Exposure to controversial weapons (anti-personnel mines, cluster munitions, chemical weapons and biological weapons)	No exposure

All references in the Information column for Sopra Steria relate to the Sopra Steria 2023 URD

Corporate responsibility

"To rise to the immense challenges posed by the societal and environmental transformations currently underway, we are working and moving forward with all our stakeholders: our employees, who constitute our core strength and ability to take action; our clients, who are the reason why we seek to innovate and reinvent ourselves; our partners, with whom we develop technology solutions to help build a more sustainable world; our suppliers, who share our commitment; and our shareholders, whose support enables us to pursue our corporate plan."

Cyril Malargé, Chief Executive Officer

Three ESG priorities

Helping combat climate change

Reducing the carbon footprint of our business activities along our entire value chain

- Reduce absolute GHG¹ emissions from Scopes 1 and 2 (baseline: 2019) by 54% by 2030 (near-term goal) and by 90% by 2040 (long-term goal)²
- Reduce absolute GHG emissions from Scope 3 (baseline: 2019) by 37.5% by 2030 (near-term goal) and by 90% by 2040 (long-term goal)²
- Integrate environmental sustainability into the services and solutions we offer



Reduction in absolute GHG emissions from Scopes 1 and 2 (baseline: 2019) [43.7% reduction in 2022]



Reduction in GHG emissions from Scope 3 (baseline: 2019) [14.1% reduction in 2022]

Increase the number of female Group employees

Firm commitment to promoting workplace gender equality and combating all forms of discrimination

- Continuous increase in the number of women in the Group's workforce through recruitment and promotion
- Continue to increase the proportion of women in the 10% most senior positions
- Target for 2025: Women to make up 30% of the EXECUTIVE COMMITTEE



% Women in the 10% most senior positions in 2023 [vs 20.4% in 2022]



% Women in the Group in 2023 [vs 33.1% in 2022]

Embedding digital sustainability into our value proposition

Promoting digital ethics, environmental sustainability and digital sovereignty

- Through its subsidiary CS Group, Sopra Steria is involved in a number of projects run by Copernicus, the EU's Earth observation programme, using geospatial data to promote environmental conservation efforts. CS Group's contributions include the processing of data from very high-resolution images and calibration work for Earth observation equipment.
- Developed by Sopra Steria, Green For IT (G4IT), is a tool used to measure the environmental impact of digital services, operating across three levels of assessment: physical equipment, virtual equipment and applications. The tool is ISO 14040- and ISO 14044-compliant and available via a SaaS platform.
- As part of its strategic partnership with NumSpot, a sovereign cloud provider based in France, Sopra Steria offers its clients a secure, agile solution that complies with the highest standards required by public-sector organisations and operators of vital importance (OIV in French).



Sopra Steria, founding partner



Sopra Steria, strategic partnership

Recognition of ESG commitments by the leading rating agencies in 2023

Non-financial ratings agencies	MSCI ESG	Sustainalytics	S&P Global	ISS ESG	ISS QualityScore Governance	CDP - Climate Change	EcoVadis
Rating scale	AAA to CCC	Negligible risk = 0 to Severe risk = 40+	Percentile out of 280 companies in sector	A+ to D-	1 (best) to 10 (worst)	A to D-	out of 100
Score Category	79/100 AA Leader	14.8/100 Low Risk	88/100	C+ Prime	6/10	A List	86/100 Top 1% Platinum

¹ GHG: Greenhouse gases

² SBTi Net-Zero targets validated in 2023 - SBTi: Science Based Targets initiative

See Chapter 4 of the 2023 URD for more information

Our direct and indirect contribution to the 17 Sustainable Development Goals (SDGs) of the United Nations

Six major commitments aligned with the business model drive the Group's strategy with respect to Corporate Responsibility:

Commitments to employees

- Being a leading employer that attracts the best talent and promotes positive labour relations, equal opportunity and diversity
-
- **9,629** new hires within the Group
 - **34** hours of training on average per employee
 - **77%** of our employees say Sopra Steria is a great place to work – GPTW



Environmental commitments

- Mitigating the impact of the Group's activities on the environment and helping combat climate change, drawing on all the links in our value chain
-
- Developing an SBTi Net-Zero strategy based first and foremost on achieving a **90%** reduction in greenhouse gas emissions by 2040
 - Group-wide office energy consumption reduced by **20%** in 2023 relative to 2021, exceeding our original target of a 10% reduction
 - Maintaining the responsible purchasing programme, selecting suppliers committed to environmental sustainability



Commitments to society

- Acting ethically in the Group's day-to-day operations and across all its business activities
 - Being a long-lasting partner for clients, meeting their needs as effectively as possible by providing them with the best technology as part of a responsible and sustainable value-creating approach
 - Promoting digital trust by developing digital sovereignty in Europe, cybersecurity and AI through an ethical, safe approach to technology
 - Supporting local communities by stepping up community initiatives, particularly in the field of digital inclusion
-
- **93%** of the Group's employees trained in preventing corruption and influence peddling
 - **Over 80%** of 100 strategic clients satisfied according to the Customer Voice survey
 - **205 community outreach projects**
 - **886 non-profits** and schools supported, of which 148 for high-impact projects
 - **Over 1,960** volunteers on **community outreach** programmes



Governance

Board of Directors



Pierre Pasquier
Chairman

18 Members

15 Directors appointed by shareholders at the General Meeting
3 Directors representing the employees and employee shareholders



Female Directors¹



Male Directors¹



% Independent Directors²

2/3 Committees chaired by women

Directors' attendance rate

98%

Board of Directors

97%

Audit Committee

98%

Compensation Committee

97%

Nomination, Governance, Ethics and Corporate Responsibility Committee

63

Average age of Directors



Nationalities

Members at 21 February 2024

¹ 6/15 women - 9/15 men

² 10 out of 15 Board members qualify as independent based on the AFEP-MEDEF Code's requirements

See **Chapter 3** of the 2023 URD for more information

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:

61%

Knowledge of consulting, digital services, software development, ability to promote innovation

50%

Knowledge of one of the Group's main vertical markets

44%

Entrepreneurial Experience

33%

CEO of a major group

56%

Finance, risk management and control

44%

CSR - Human resources and labour relations

39%

CSR - Environmental and social issues

61%

International teams and organisations

33%

Knowledge of Axway Software

44%

Operational experience with in Sopra Steria Group

Executive bodies



Cyril Malargé

Chief Executive Officer

The Group is made up of a corporate function and a number of operational divisions.

The Executive Management team is supported by the Executive Committee (ExCom) and the Management Committee.

Executive Committee

The Executive Committee has 18 members. It supervises the Group's organisation, management system, major contracts and support functions and entities. It is involved in the Group's strategic planning and implementation. 3 of its members are women.

17 %

of Executive Committee members are women

18

Members

- Cyril Malargé
Chief Executive Officer
- Fabrice Asvazadourian
Sopra Steria Next
- Pierre-Yves Commanay
Continental Europe
- Jo Maes
Benelux
- John Neilson
United Kingdom
- Mohammed Sijelmassi
Technology
- Laurent Giovachini
Deputy Chief Executive Officer,
Defence & Security
- Yvane Bernard-Hulin
Legal
- Dominique Lapère
Industrial Approach
- Béatrice Mandine
Communications
- Xavier Pecquet
Key Accounts and Partnerships,
Aeroline
- Étienne du Vignaux
Finance
- Éric Pasquier
Strategy,
Software and Solutions
- Éric Bierry
Sopra Banking Software
- Axelle Lemaire
Corporate Responsibility
- Louis-Maxime Nègre
Human Resources
- Kjell Rusti
Scandinavia
- Grégory Wintrebert
France

Management Committee

The Management Committee consists of the Executive Committee members and 44 operational and functional managers. 9 of its members are women.

See Chapter 1 of the 2023 URD for more information

Organisation and operation of governance

1. EXECUTIVE COMPANY OFFICERS

1.1. Separation of the roles of Chairman of the Board of Directors and Chief Executive Officer

On 19 June 2012, the Board of Directors decided to separate the roles of Chairman and Chief Executive Officer. It confirmed this decision in 2018 and 2021. It believes that this separation of roles remains the best way of addressing the Group's strategic and operational priorities. Given the close relationship between the Chairman of the Board of Directors and the Chief Executive Officer, there is close collaboration and an ongoing dialogue between them. In summary, the current framework contributes to fluid and flexible governance arrangements. It means that the Group is able to act as quickly as needed and ensures decisions are taken with due care, while taking into account strategic priorities.

1.2. Role of the executive company officers

The Chairman is tasked with managing strategy, while the Chief Executive Officer is responsible for operations.

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.

1.3. Succession plan for executive company officers

The Nomination, Governance, Ethics and Corporate Responsibility Committee conducts an annual review of the succession plan for the Chairman of the Board of Directors and the Chief Executive Officer so any unforeseen vacancies can be dealt with appropriately. As part of this process, it meets with the Chairman of the Board of Directors. It makes sure the plan covers existing requirements and the Group's culture. It assesses the relevance of the proposed changes. It approves the actions laid down in the short- to medium-term plan.

1.4. Overview of the activities of the Chairman of the Board of Directors in 2023

Pierre Pasquier is currently serving as Chairman of the Board of Directors.

The Chairman of the Board of Directors carried out activities on a full-time basis throughout the year. This involved steering the work of the Board and other assignments entrusted to him.

The Chairman's assignments include the governance of strategy, acquisitions and the Board of Director's shareholder relations. He is involved in several key areas that will shape the Group's future and transformation (HR, digital and industrial transformation; key organisational and operating principles; employee share ownership; promotion of Group values and compliance). These matters were approved by the Chief Executive Officer at the beginning of the year.

The Chairman is responsible for maintaining balance between the Group's various stakeholders: shareholders, employees and the community. He ensures that the social and environmental implications of the Group's business activities are suitably taken into account.

In crisis situations, the ability to rank priorities, uphold the Group's values, and consider its options from a longer-term perspective thanks to the commitment provided by the core shareholder is absolutely critical.

The various matters placed under the Chairman's responsibility require a perfect knowledge of operational realities. Close relations with the Chief Executive Officer and the Executive Committee foster information flows between them. It facilitates effective coordination on:

- decisions required for the delivery of the medium-term strategic plan;
- monitoring of the implementation of such decisions over the long term.

The separation of the roles of Chairman and CEO is based on:

- the roles defined in the internal rules and regulations of the Board of Directors;
- compliance with the respective prerogative powers of the Chairman and the Chief Executive Officer;
- a trust-based relationship established over the long term;
- a very good fit between the holders of the two positions.

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

In carrying out all of his assignments, the Chairman seeks out advice from former executives and may draw on certain resources across the Group. He is supported by a permanent team at Sopra GMT, the holding company that manages and controls the Group.

a. The Sopra GMT team

Of the four Sopra GMT employees, three of them have spent much of their careers with Sopra Steria Group. This team therefore has knowledge of the Group, its main managers and its organisational structure that an external service provider could not have. Its position within Sopra GMT means this team has an outside perspective and greater independence. These resources enhance the Board of Directors' ability to oversee the smooth running of the Company.

The team was initially formed when Axway Software was spun off. It performs duties for Sopra Steria Group and Axway Software, in which Sopra Steria Group holds an ownership of approximately 32%. Sopra GMT provides both companies with its support and ensures synergies and best practices are implemented.

The members of this team carry out duties not undertaken by Sopra Steria Group: oversight of acquisitions, corporate secretarial affairs for the Board of Directors and its Committees. They may also assist the Sopra Steria Group's functional divisions. They are also active participants in various steering committees (acquisitions, corporate responsibility, internal control, internal audit, employee share ownership). They may join working groups tackling key issues for the Company. They provide the benefit of their technical expertise and an independent opinion.

b. Invoicing principles

The costs rebilled by Sopra GMT comprise the portion of payroll and related personnel costs allocated to the assignments performed for Sopra Steria Group. They also comprise, under the same conditions, any external expenses incurred by Sopra GMT (such as specialised advisors' fees). As such, this organisational method does not increase the expenses borne by Sopra Steria Group. If the assignments handled by Sopra GMT's employees were not entrusted to them, they would need to be reallocated within Sopra Steria Group.

Pierre Pasquier's compensation at Sopra GMT reflects his oversight of the assignments performed by the Sopra GMT team for Sopra Steria Group and Axway Software. It is not rebilled to these two companies.

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

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. The General Meeting approved the implementation of this related-party agreement. The Board of Directors reviews it annually.

Around 85% of Sopra GMT's total operating expenses are rebilled. The remaining 15% comprises the expenses arising from Sopra GMT's own internal operations. Expenses are rebilled on a cost-plus basis including a 7% margin. By definition, Sopra GMT generally records a small operating loss. The annual breakdown varies according to the respective needs of Sopra Steria Group and Axway Software. On average, since 2011, two thirds of the rebilling have concerned Sopra Steria Group.

c. Implementation of the agreement in 2023

Sopra Steria Group recorded the following income and expenses under this agreement in 2023:

- expenses: €1,874 thousand;
- income: €165 thousand.

The Board of Directors reviewed the implementation of this agreement at its meeting on 25 January 2023. It unanimously agreed to maintain the previously granted authorisation for the current financial year. The members of the Board of Directors associated with Sopra GMT (Pierre Pasquier, Eric Pasquier, Kathleen Clark) did not take part in the discussion or vote on this decision and all other directors were present.

1.6. Executive management

Cyril Malargé has served as Chief Executive Officer since 1 March 2022.

Cyril Malargé has been with the Company for almost 20 years. He first served as Managing Director of the France reporting unit. For the 18 months prior to his appointment as Chief Executive Officer, Cyril Malargé also served as the Group's Chief Operating Officer. He has been a member of the Executive Committee since 2015.

The Chief Executive Officer has authority over the entire Group. He directs, administers and coordinates all of its activities. To this end, he is supported by Executive Management, the Executive Committee and the Management Committee. These Committees comprise the Chief Executive Officer, Deputy Chief Executive Officer and other key operational and functional managers from Sopra Steria Group and its subsidiaries.

The Chief Executive Officer has the broadest possible powers to act in all circumstances in the name of Sopra Steria Group SA, the parent company of Sopra Steria Group. He/she represents the Company in its dealings with third parties.

Certain decisions relating to strategy implementation and internal organisation require prior approval by the Board of Directors or its Chairman. Decisions "that are highly strategic in nature or that are likely to have a significant impact on the financial position or commitments of the Company or any of its subsidiaries" are defined in the internal rules and regulations of the Board of Directors (see Chapter 8, "Additional information" of the Sopra Steria 2023 Universal Registration Document, pages 330 to 336).

1.7. Agreement with Éric Hayat Conseil

Éric Hayat Conseil is a company controlled by Éric Hayat, a Director of Sopra Steria Group.

This agreement relates to the provision to Executive Management of consulting and assistance services. These services are provided in connection with strategic deals connected with business development among other areas. They are charged at a per diem rate of €2,500 (excluding taxes). The duties performed under this agreement are distinct from those performed by virtue of Éric Hayat's directorship. For example, this may involve but is not limited to the following, in consultation with the Group's operational managers:

- taking part in top-level market meetings;
- maintaining contacts with civil society;
- taking part in high-level meetings with certain key clients in France and abroad;
- preparing for and participating in delegations of corporate executives to priority countries for the Group.

This enables the Company to benefit from the experience and knowledge of the Group gained by Éric Hayat throughout his career. This knowledge extends to its environment and some of its major clients. Éric Hayat was a co-founder of Steria. He also previously chaired the digital sector employers' organisation and subsequently the broader "Fédération Syntec", and is a former member of MEDEF's Executive Committee. His skills and experience are thus particularly well suited to the responsibilities entrusted to him, which mainly relate to major business opportunities.

This means that the number of Directors on the Board that are directly involved in addressing the Group's priorities in terms of strategic and commercial positioning is increased, thus enriching the Board's debates. Éric Hayat, in his capacity as a member of the Compensation Committee and the Nomination, Governance, Ethics and Corporate Responsibility Committee, provides these committees with the benefit of the knowledge of the Group's operational managers accumulated and maintained in the course of these assignments. Lastly, he has access to information channels within the Company that are helpful for feeding information back to the Board of Directors and its Committees.

Sopra Steria Group recorded expenses under this agreement in 2023.

- expenses: €175 thousand.

The Board of Directors reviewed the implementation of this agreement at its meeting on 25 January 2023. It unanimously agreed to maintain the previously granted authorisation for the current financial year. The Director affected by this decision - Éric Hayat - did not take part in either the discussion or the vote, and all other directors were present.

2. BOARD OF DIRECTORS

2.1. Members of the Board of Directors

On the date at which this Universal Registration Document was published, the Board of Directors had 18 members with the right to vote. The General Meeting directly nominated 15 Directors and 3 Directors represent the employees and employee shareholders.

The renewal of five current terms of office will be proposed at the General Meeting to be held on 21 May 2024 (see the summary of resolutions, Chapter 3 "Draft resolutions submitted to the Shareholders' Meeting" of this document. The Directors concerned are:

- Marie-Hélène Rigal-Drogerys;
- Pierre Pasquier;
- Éric Pasquier;
- Éric Hayat;
- and Sopra GMT, represented by Kathleen Clark.

Collectively, the members of the Board of Directors and the Chief Executive Officer hold around 20% of the Company's share capital and 30% of its voting rights.

MEMBERS OF THE BOARD OF DIRECTORS ON 1ST JANUARY 2024

PIERRE PASQUIER
Chairman of the Board of Directors



ÉRIC PASQUIER
Vice-Chairman of the Board of Directors



SOPRA GMT KATHLEEN CLARK
Permanent representative of Sopra GMT



ÉRIC HAYAT
Vice-Chairman of the Board of Directors



SONIA CRISEO
Director



PASCAL DALOZ
Independent Director



ANDRÉ EINAUDI
Independent Director



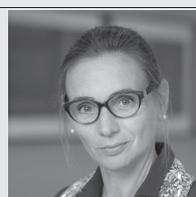
MICHAEL GOLLNER
Independent Director



NOËLLE LENOIR
Independent Director



JEAN-LUC PLACET
Independent Director



SYLVIE REMOND
Independent Director



MARIE-HÉLÈNE RIGAL-DROGERYS
Independent Director



JESSICA SCALE
Independent Director



YVES DE TALHOUËT
Independent Director



REMY WEBER
Independent Director



ASTRID ANCIAUX
Director representing employee shareholders



HÉLÈNE BADOSA
Director representing the employees



DAVID ELMALEM
Director representing the employees

SUMMARY PRESENTATION OF THE BOARD OF DIRECTORS

Name	Personal information				Number of directorships at listed companies (excluding Sopra Steria Group)	Independent Director	Position on the Board			Attendance at meetings in financial year 2023			
	Age*	Gender	Nationality	Number of shares			Start of current term	End of current term	Years of service on the Board*	Board of Directors	Audit Committee	Nomination, Governance, Ethics and Corporate Responsibility Committee	Compensation Committee
Pierre Pasquier Chairman of the Board of Directors	88	M	FRA	108,113	1		12/06/2018	AGM 2024	55	100%		100%	
Éric Pasquier Vice-Chairman of the Board of Directors	52	M	FRA	4,366	0		12/06/2018	AGM 2024	9	100%	89%		
Sopra GMT, represented by Kathleen Clark Chairwoman of the Nomination, Governance, Ethics and Corporate Responsibility Committee	56	F	USA/FRA	4,035,669	1		12/06/2018	AGM 2024	9	100%		100%	100%
Éric Hayat Vice-Chairman of the Board of Directors	82	M	FRA	37,068	0		12/06/2018	AGM 2024	9	89%		100%	88%
Sonia Criseo Director	52	F	IRL	10	0		24/05/2023	AGM 2025	-	100%			
Pascal Daloz Director	55	M	FRA	25	1	Yes	24/05/2023	AGM 2026	-	100%			
André Einaudi Director	68	M	FRA	100	0	Yes	09/06/2020	AGM 2026	3	100%			
Michael Gollner Director	65	M	USA/GBR	100	1	Yes	01/06/2022	AGM 2027	4	100%	100%		
Noëlle Lenoir Director	75	F	FRA	101	0	Yes	01/06/2022	AGM 2026	3	100%		100%	
Jean-Luc Placet Chairman of the Compensation Committee	71	M	FRA	100	0	Yes	12/06/2018	AGM 2024	11	100%		100%	100%
Sylvie Rémond Director	60	F	FRA	152	0	Yes	09/06/2020	AGM 2027	8	100%	100%		100%
Marie-Hélène Rigal-Drogerys Chairwoman of the Audit Committee	53	F	FRA	100	1	Yes	12/06/2018	AGM 2024	9	100%	100%		
Jessica Scale Director	61	F	FRA/GBR	10	0	Yes	09/06/2020	AGM 2027	7	100%		100%	100%
Yves de Talhouët Director	65	M	FRA	10	1	Yes	01/06/2022	AGM 2025	1	78%			75%
Rémy Weber Director	66	M	FRA	10	1	Yes	24/05/2023	AGM 2025	-	100%			
Astrid Anciaux Director representing employee shareholders	58	F	BEL	1,812	0		26/05/2021	AGM 2025	9	100%			
Hélène Badosa Director representing the employees	65	F	FRA	0	0		23/09/2020	AGM 2024	5	100%			100%
David Elmalem Director representing the employees	41	M	FRA	0	0		23/09/2020	AGM 2024	3	100%			

* Age as at 31/12/2023, rounded down to the nearest year.

F: Female M: Male.

(1) N/A: Not applicable.

CHANGES IN THE BOARD OF DIRECTORS AND ITS COMMITTEES SINCE THE START OF FINANCIAL YEAR 2023

	Departures	Appointments	Reappointments
Board of Directors		Sonia Criseo (24/05/2023) Pascal Daloz (24/05/2023) Rémy Weber (24/05/2023)	Michael Gollner (24/05/2023) Sylvie Rémond (24/05/2023) Jessica Scale (24/05/2023)
Audit Committee			Michael Gollner (24/05/2023)
Nomination, Governance, Ethics and Corporate Responsibility Committee		Yves de Talhouët (26/01/2023)	Jessica Scale (24/05/2023)
Compensation Committee			Sylvie Rémond (24/05/2023) Jessica Scale (24/05/2023)

2.2. Selection process for members of the Board of Directors

The Nomination, Governance, Ethics and Corporate Responsibility Committee plays a central role throughout the four phases of the selection process for Independent Directors. The same process applies to Directors who are not independent as defined by the AFEP-MEDEF Code from Phase 3 as set out below.

a. Selection process phases

Phase 1. This is the needs analysis phase. The Committee identifies the end dates of Directors' terms of office and explores the possibility of renewing them. It takes into account the objectives of the diversity policy and the skills required. It accommodates imperatives arising from compliance with the law and with the Code of Corporate Governance. This analysis is undertaken for the Board of Directors itself and its committees. It focuses on the needs due to arise first and makes projections for the years ahead.

Phase 2. A list of potential candidates is drawn up based on the needs identified. This list is made up of the following:

- names put forward:
 - by members of the Nomination, Governance, Ethics and Corporate Responsibility Committee,
 - and by members of the Board of Directors more generally;
- names put forward by recruitment firms;
- names proposed by Executive Management;
- unsolicited applications received by the Company.

The Chairwoman of the Nomination, Governance, Ethics and Corporate Responsibility Committee decides on the list of potential candidates. A file is put together based on publicly available information about the candidates.

After reviewing this file, the Nomination, Governance, Ethics and Corporate Responsibility Committee decides which candidates to contact and meet.

Phase 3. Members of the Nomination, Governance, Ethics and Corporate Responsibility Committee arrange meetings with the selected candidates. At their meetings, the Committee's members compare their opinions. For each candidate, the Committee endeavours to assess the depth of their experience and how closely it fits the Company's needs. What they would bring to the Board from a diversity perspective and their motivation are also considered. Lastly, the Committee checks their availability, whether they have any conflicts of interest, and whether they meet the independence criteria in the Code of Corporate Governance. Additional actions are agreed upon as necessary to complete the list of candidates.

Phase 4. The Board of Directors:

- is made aware of the findings of the previous phases;
- discusses the candidates put forward by the Nomination, Governance, Ethics and Corporate Responsibility Committee;
- decides which candidates will be put to the vote at a General Meeting of Shareholders.

b. Directors representing the employees and employee shareholders

In the specific case of Directors representing the employees and the Director representing employee shareholders, the Company decided to launch an extensive call for applications across the Group.

The Sopra Steria Group Works Council designates the Directors representing the employees.

The General Meeting of Shareholders elects the Director representing employee shareholders from among the candidates put forward by employee shareholders. After reviewing the candidates, the Nomination, Governance, Ethics and Corporate Responsibility Committee may recommend that the Board of Directors support an appointment resolution to be put to the shareholders at a General Meeting. The candidate elected is the one whose appointment resolution gains the required majority and the most votes, in the event of multiple candidacies.

2.3. Diversity policy applicable to the Board of Directors

The goal of the Board of Directors' diversity policy is to bring together the perspective, skills and experience required for effective collective decision-making. It aims to meet the needs and reflect the characteristics of the Group while assembling a reasonably sized team. Each of its members must show good judgement and foresight, and uphold the standards of ethical conduct expected of a Director.

The impact on diversity and the integration of future Directors is considered every time a proposal is made to appoint Directors. The Nomination, Governance, Ethics and Corporate Responsibility Committee plays a key role in this regard.

Diversity is often assessed using measurable indicators related to gender equality, age and nationality.

With regard to gender equality, the Company aims to continue moving toward gender equality to the greatest extent possible. Each gender should account for at least 40% of the Directors. It is actively seeking to achieve gender equality in its Board committees.

Women currently account for six of the fifteen appointments made at the General Meeting (40%). Two of the three committees are chaired by a female Director. The four female Independent Directors are members of at least one committee.

The targets for increasing the proportion of women in senior management positions, set with reference to the AFEP-MEDEF Code, are presented in Section 2.7.1, "Promoting gender equality" of Chapter 4, "Corporate responsibility" of the Sopra Steria 2023 Universal Registration Document (pages 129 to 131). They were reviewed and discussed at several meetings of the Nomination, Governance, Ethics and Corporate Responsibility Committee and adopted by the Board of Directors. They take into account the Group's proactive approach to corporate social responsibility, its management needs, and the proportion of women in its business sector and at the Company. On Executive Management's recommendation, the Board of Directors has approved targets, an action plan and practical arrangements that will make a real difference. They focus on delivering far-reaching action over the long term. The proportion of women in senior management positions forms part of those quantifiable targets on which the Chief Executive Officer's variable compensation is based.

Age is not a criterion that is considered. The Company has not set a minimum or maximum age requirement for directorships. However, the Articles of Association (Art. 14) limit the proportion of Directors

aged over 75 to one third. The average age of the members of the Board of Directors is 62 (at 31/12/2023). Three out of 18 Directors are over 75 years old.

Given the international dimension of the Group's business, it is considered desirable to have foreign nationals sitting on the Board of Directors. As far as possible, Directors who are foreign nationals come from or live in countries in which the Group operates or is seeking to develop business. 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. Furthermore, an adjustment to the method used to apportion compensation among Board members has been agreed to better reflect the constraints on foreign Directors. This consists of adding an additional 20% weighting to attendance at meetings of the Board and its committees for Directors living outside France. This does not apply to Directors who carry out their work within the Group. Five out of 18 Directors have at least one other than French nationality.

2.4. Skills required for the Board of Directors

It is also a 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 and the ability to promote innovation:** This expertise will have been gained at a digital services company, software vendor or consulting firm, or in an industry sector focused on innovation in B2B services;
- **knowledge of one of the Group's key vertical markets:** Ideally, this expertise will have been gained working for a client of the Group or one of its competitors. It may also be acquired through long sales experience in this market. It should be accompanied by knowledge of the services sector;
- **entrepreneurial experience:** Entrepreneurial experience will have been gained by starting up or taking over an industrial or commercial business and through contact with the various stakeholders (clients, employees, lending shareholders, suppliers, authorities);
- **CEO of a major group:** This presupposes past or current experience as a non-salaried executive company officer (Chairman, CEO or Deputy CEO) of a company established in more than one country or that employed more than 25,000 people;
- **finance, control and risk management:** This expertise requires professional experience gained in finance, audit or internal control or while holding a corporate office;
- **CSR – Human resources and labour relations:** This expertise requires professional experience gained in human resources, either in a company or as an external consultant, in institutions, industry bodies, trade unions or public benefit organisations or while holding a corporate office;
- **CSR – Environmental and social issues:** This expertise presupposes familiarity with institutions, industry bodies, trade unions or public benefit organisations, or expertise in handling climate-related, environmental and social issues from a business perspective;
- **international dimension:** This indicates skills in cross-cultural management combined with being versed in more than one culture, working as an expatriate or holding corporate office in an international group;
- **Knowledge of Axway Software:** Knowledge of Axway Software will have been gained through professional experience or corporate office at Axway Software or experience as a client or partner of Axway Software;
- **Operational experience within the Sopra Steria Group:** This experience presupposes longstanding current or past service within the Sopra Steria Group, as an employee or equivalent, and in-depth knowledge of the Group, its working practices and its management. A corporate office of at least four years in a company recently acquired by the Group may also be taken into consideration.

Each of these 10 key areas of expertise and experience are currently represented on the Board of Directors by several Directors (see table below):

Expertise	Knowledge of consulting, digital services, software development, ability to promote innovation	Knowledge of one of the Group's main vertical markets	Entrepreneurial experience	CEO of a major group	Finance, risk management and control	CSR – Human resources and labour relations	CSR – Environmental and social issues	International teams and organisations	Knowledge of Axway Software	Operational experience within the Sopra Steria Group
Astrid Anciaux					✓	✓	✓	✓		✓
Hélène Badosa	✓		✓			✓				✓
Kathleen Clark Sopra GMT representative	✓						✓	✓	✓	✓
Sonia Criseo		✓						✓		✓
Pascal Daloz	✓			✓	✓			✓		
André Einaudi			✓	✓	✓	✓				
David Elmalem	✓	✓								✓
Michael Gollner			✓		✓			✓	✓	
Éric Hayat	✓	✓	✓	✓		✓	✓	✓		✓
Noëlle Lenoir					✓		✓	✓		
Éric Pasquier	✓	✓		✓	✓	✓		✓	✓	✓
Pierre Pasquier	✓	✓	✓	✓	✓	✓		✓	✓	✓
Jean-Luc Placet	✓	✓	✓			✓	✓			
Sylvie Rémond		✓			✓			✓		
Marie-Hélène Rigal-Drogerys	✓				✓		✓		✓	
Jessica Scale	✓	✓	✓				✓	✓		
Yves de Talhouët	✓		✓						✓	
Rémy Weber		✓		✓	✓	✓				
REPRESENTATION OF KEY COMPETENCIES	●●●	●●	●●	●	●●●	●●	●●	●●●	●	●●

● = Competency represented by at least one third of the Directors with expertise
 ●● = Competency represented by between one third and half of the Directors
 ●●● = Competency represented by at least half of the Directors

In addition to these ten key areas of expertise and experience, and given Sopra Steria Group's ownership structure, the Nomination, Governance, Ethics and Corporate Responsibility Committee also considers experience of corporate governance within family-owned listed companies to be of benefit to potential Board members. Such experience promotes the use of key strengths and harnesses an understanding of the challenges faced by family-owned companies

2.5. Directors representing the employees and representation of employee shareholders

- Two Directors representing the employees were designated on 23 September 2020 by the Sopra Steria Group Works Council. They are namely Hélène Badosa, a member of the Compensation Committee, and David Elmalem.
- A Director representing employee shareholders, Astrid Anciaux, was elected at the General Meeting of Shareholders held on 26 May 2021.

in pursuit of sustainable and profitable growth. It is primarily gained through serving as a corporate officer or senior manager in a company – either listed or with a broad shareholder base – whose main shareholder is either an individual or a family. This main shareholder holds at least 10% of the voting rights and either runs the company or has the ability to choose who runs it.

2.6. Independent Directors

The Nomination, Governance, Ethics and Corporate Responsibility Committee also monitors the proportion of Independent Directors on the Board.

Ten Directors are considered independent by the Board of Directors. They account for around 67% of Directors appointed by the shareholders at a General Meeting.

A procedure has been laid down for selecting Independent Directors (see Section 2.2. "Selection process for members of the Board of Directors" of this chapter, page 39).

Every year, the Nomination, Governance, Ethics and Corporate Responsibility 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 10 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, corporate banker or consultant:

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

The Board considers the materiality of the relationship with the Company or its Group. 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 they receive their variable compensation in cash, 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, Governance, Ethics and Corporate Responsibility Committee, considers as a matter of course the Directors' independent status with regard to the composition of the Company's share capital and any potential conflicts of interest.

Requirements ⁽¹⁾	Pascal Daloz	André Einaudi	Michael Gollner	Noëlle Lenoir	Jean-Luc Placet	Sylvie Rémond	Marie-Hélène Rigal-Drogerys	Jessica Scale	Yves de Talhouët	Rémy Weber
Requirement 1: <i>Employee or 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>	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓

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. According to the Nomination, Governance, Ethics and Corporate Responsibility Committee, a current term of office on Axway Software's Board of Directors does not call into question the status of Independent Director:

- Sopra Steria Group's Board of Directors is regularly informed of Axway Software's operational and financial position. However, it does not discuss Axway's routine operations and investments;
- the procedure for handling potential conflicts of interest applies to the consideration of any 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.

The Directors in question are Marie-Hélène Rigal-Drogerys, Michael Gollner and Yves de Talhouët. Sopra Steria Group's Board of Directors came to similar conclusions as the Nomination, Governance, Ethics and Corporate Responsibility Committee.

Requirement 3

Members of the Board of Directors may hold an office or have an interest in companies that have potential business relationships with the Sopra Steria Group or its core shareholder. The Board of Directors shall assess whether the nature, purpose and significance of this affiliation may affect their standing as Independent Directors. It will draw, in particular, on the prior work done by the Nomination, Governance, Ethics and Corporate Responsibility Committee.

In the case of a business relationship, its significance is inferred by reference to various criteria, including in particular the following:

- whether the service provided is of a strategic nature;
- whether there is reciprocal dependence;
- the volume of business transacted (particularly where this equates to more than 1% of annual revenue);
- the selection procedure used and how often the business is put out to tender;
- whether the Director is involved in the business relationship.

A real estate investment trust held by André Einaudi owns the premises occupied by the Company for a number of years at its Aix-en-Provence site. The Board of Directors considers that these circumstances do not constitute a material business relationship. In reaching this conclusion, the Board took into account the age, term and amount of the lease, signed prior to André Einaudi's appointment as a Director. It also noted that it is customary for the Group to rent its premises: apart from in exceptional circumstances, the Group does not own its premises. Lastly, the Board confirmed that no dependency is created for the lessor in relation to this lease.

The Company identified no other business relationships with Independent Directors.

2.7. Senior Independent Director

The roles of Chairman of the Board of Directors and Chief Executive Officer have been separated. The Chairman of the Board of Directors is not regarded as independent under the AFEP-MEDEF Code. A change to the Board of Directors' internal rules and regulations was proposed in July 2022 to appoint a Senior Independent Director responsible for handling conflicts of interest. The independent members of the Nomination, Governance, Ethics and Corporate Responsibility Committee unanimously voted against the Company's proposal. They adopted this position on the grounds that conflicts of interest rarely arise within the Board of Directors. They also found that there have been no difficulties in managing any such conflicts. That said, the Committee has reserved the option of reviewing this proposal again in the future, in particular if the situation changes. The Board of Directors has endorsed its recommendation.

The the Nomination, Governance, Ethics and Corporate Responsibility Committee and the Board of Directors will re-examine the possibility of appointing a Senior Independent Director with broader competencies with a view to preparing the transition of the Board of Director's Chairmanship.

The Chairman of the Board of Directors is responsible for the Board's shareholder relations.

2.8. Assessment of the Board of Directors and its committees

In accordance with the recommendations of the AFEP-MEDEF Code in this area:

- each year, at least one discussion by the Board of Directors is devoted to its operating procedures and ways in which they might be improved;
- at least every three years, a formal assessment is carried out.

The Board of Directors thus conducted a formal assessment of its operations at end-2022, overseen by the Nomination, Governance, Ethics and Corporate Responsibility Committee. The previous such assessment took place in 2019.

The Nomination, Governance, Ethics and Corporate Responsibility Committee proposed that the Board of Directors proceed with a self-assessment based on a questionnaire, with responses to be collected anonymously. To this end, the Committee drew up a draft questionnaire containing 35 items divided into five sections:

- members of the Board of Directors;
- information provided to Directors;
- meeting procedures and content;
- relations between the Board of Directors and its committees;
- assessment of individual contributions.

In particular, the aims of this questionnaire were to:

- evaluate to what extent the composition of the Board of Directors actually represents all shareholders and allows it to fulfil its role and responsibilities efficiently. The questionnaire also focused on the Directors' contributions to meetings, any conflicts of interest, their complementarity, independence and level of commitment, as well as their understanding of the Company's business activities, and the manner in which they update and refresh their skills and knowledge;
- ascertain the quality of the information made available to members of the Board of Directors and that discussions about issues are organised by the Chairman;

- check their level of satisfaction with the responses provided to their questions and the handling of their requests;
- identify potential opportunities for improvements relating to the work procedures and encompassing all aspects, from the annual work schedule to the minutes of meetings;
- evaluate the preparation of discussions by the Board's committees and the contribution of their work to the quality of exchanges at Board meetings.

After the questionnaire was approved by the Board of Directors, an overview of its findings was reviewed and discussed by the Nomination, Governance, Ethics and Corporate Responsibility Committee. The Committee also discussed an overview of its own self-assessment and the concurrent self-assessments undertaken by the Compensation Committee and the Audit Committee. It reported on its work to the Board of Directors at the Board meeting of 26 January 2023.

The Audit Committee has conducted its own self-assessment for a number of years using a questionnaire that covers its composition and its working procedures, the way in which its work is organised and its ability to fulfil its responsibilities. The Committee compares its procedures with the best practices established by similar bodies in other companies. Lastly, it familiarises itself with any changes in the regulatory environment. It takes into account the conclusions of this work to improve its own working procedures.

Self-assessment by the Board of Directors and its committees has identified opportunities for improvement, notably relating to its composition, and consideration of CSR (Corporate Social Responsibility) by the Board of Directors and its committees. Practical solutions were found to the areas requiring improvement that had been identified. These were then presented to the Board of Directors, which approved them. The process concluded with a meeting on 26 January 2023.

Compensation of company officers

1. General principles

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. In particular, the Board checks that compensation policy:

- continues to be in keeping with the Company's best interests;
- contributes to the Company's long-term success, takes into account its social and environmental priorities;
- is in keeping with the Company's business strategy.

The Board also checks that compensation policy complies with the recommendations laid down in the AFEP-MEDEF Code. To this end, it is supported by the Compensation Committee, which helps it prepare its decisions in this area.

The Board of Directors considers that applying the compensation recommendations laid down in the AFEP-MEDEF Code of Corporate Governance protects the Company's interests and encourages executives' contribution to business strategy and the Company's long-term success.

The Compensation Committee usually meets three to five times between October and February to help the Board prepare its decisions.

The Board of Directors generally discusses the strategic approach over the same period; this discussion has taken into account social and environmental issues associated with the Company's business. For the past several years, the Group has been pursuing an independent, value-creating plan that combines growth and profitability. Priorities are adjusted each year based on the current state assessment undertaken at the end of the previous year.

The Committee reviews the current compensation policy applicable to company officers. It is then informed of estimates of how far the Chief Executive Officer has achieved their targets. These forecasts are refined in the course of the Committee's various meetings. At the beginning of the year, the Compensation Committee determines the extent to which quantifiable targets set for the previous financial year have been achieved. It assesses the extent to which qualitative targets have been met. To this end, it meets with the Chairman of the Board of Directors and familiarises itself with any information that might be used in this assessment.

The Committee also takes into consideration the Group's compensation policy and decisions on fixed and variable compensation payable to the members of the Group Executive Committee. It takes into account comparisons with other companies made available to it. However, sector consolidation has significantly reduced the number of companies allowing for a direct and relevant comparison.

The Committee also considers ways in which employees may be given a stake in the Company's financial performance. It assesses the suitability of share ownership plans for all employees and long-term incentive plans for managers of the Company and its subsidiaries. The Board of Directors considers that employee and executive share ownership makes a lasting contribution to the Company's priority focus on independence and value creation. It provides extra motivation and ensures that employees' and executives' interests are fully aligned with those of the Company's shareholders.

The Board of Directors has not, to date, fixed the number of shares that must be held and registered in the name of the Chairman of the Board of Directors who co-founded the Company. 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.

The Board of Directors has laid down two obligations for the Chief Executive Officer :

- to retain 50% of the performance shares actually awarded to him during his term of office;
- to raise the value of shares he holds in the company to the equivalent of 50% of his annual fixed compensation by 2026.

When the Board of Directors reviews the budget for the current financial year, the Company's quantitative targets are a known quantity. The Compensation Committee takes them into account when determining the Chief Executive Officer's quantitative targets for the financial year. It holds a further meeting with the Chairman of the Board of Directors to discuss potential qualitative targets.

The Compensation Committee then presents its recommendations to the Board of Directors, which deliberates without the interested parties in attendance. These recommendations relate to the Chief Executive Officer's variable compensation for the previous financial year, fixed compensation payable to the Chairman of the Board of Directors, and the Chief Executive Officer's fixed and variable compensation for the current financial year. The Committee also presents its observations on how compensation is apportioned among the Directors and any proposed adjustments. The total amount of the compensation referred to in Article L. 225-45 of the French Commercial Code subject to approval by the shareholders is agreed when the Board of Directors meets to prepare for the General Meeting of Shareholders.

As regards variable compensation, the Compensation Committee proposes the quantifiable criteria to be taken into account together with any qualitative criteria, as the case may be. It makes certain that the criteria adopted are mainly quantifiable and that criteria are precisely defined. As regards quantifiable criteria, it generally determines:

- a threshold below which variable compensation is not paid;
- a target level at which 100% of compensation linked to the criterion in question becomes payable; and
- where applicable, an upper limit if there is the possibility that a target may be exceeded.

Performance is assessed by comparing actual performance with the target broken down into thresholds and targets, as the case may be. This assessment is carried out without compensation between targets. Where, by exception, compensation may exceed the target level, the extent to which it may do so is capped.

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 quantitative targets, the Board of Directors may, after consulting the Compensation Committee, authorise the integration of targets being exceeded, subject to the cap on annual variable compensation set at 100% of annual fixed compensation. Effective payment of the Chief Executive Officer's variable compensation will, in any event, be subject to shareholder approval at an Ordinary General Meeting.

Conversely, the Board of Directors may consider that the Group's performance does not merit payment of variable compensation in respect of the financial year in question. That being the case, it does not take into account the extent to which qualitative targets have been met. It proposes to the shareholders that no variable compensation be paid in respect of that financial year.

Lastly, in the event of exceptional circumstances (such as an exogenous shock) leading to the suspension of the normal system of variable compensation for employees and Executive Committee members, the Compensation Committee would review the situation of the Chief Executive Officer. It could recommend to the Board of Directors that it ask the shareholders at the General Meeting to approve an improvement to the Chief Executive Officer's variable compensation if that would serve the Company's interests, subject to an upper limit of 60% of his annual fixed compensation.

Long-term incentive plans are based on awarding rights to shares. They are subject to the condition of being with the company over a period of time and performance conditions. The targets are set in the same way as for variable compensation.

Independently of the compensation policy, the company covers or reimburses company officers' travel expenses (transportation and accommodation).

The Nomination, Governance, Ethics and Corporate Responsibility Committee and the Compensation Committee have four members in common. This overlap ensures that decisions are consistent between the two Committees.

The procedure for determining compensation policy applicable to executive company officers and the timing of that procedure are intended to ensure that all worthwhile information is taken into account when recommendations are drawn up and when the Board of Directors makes its final decision. This ensures that such decisions

are consistent among themselves and aligned with the Company's strategy.

The compensation policy applies to newly appointed company officers. However, in exceptional circumstances, such as to enable the replacement or appointment of a new executive company officer, the Board of Directors may waive application of the compensation policy. Such waivers must be temporary, aligned with the Company's interests and necessary to secure the Company's long-term success or viability. Furthermore, this option may only be adopted where there is consensus among the members of the Board of Directors as to the decision to be taken (i.e. no votes against). This may result in the awarding of components of compensation currently defined in the compensation policy as not applicable (severance pay, non-compete payment, supplementary pension plan). These matters would be put to the vote at the following General Meeting.

2. Executive company officers

The Compensation Committee made recommendations concerning the compensation policy for executive company officers, which was reviewed by the Board of Directors at its meeting on 21 February 2024.

Prior approval at the General Meeting must be obtained for the compensation policy and the payment of variable and exceptional components of compensation.

2.1. COMPENSATION OF THE CHAIRMAN OF THE BOARD OF DIRECTORS

Compensation policy for the Chairman of the Board of Directors subject to approval at the General Meeting

ITEMS OF COMPENSATION FOR 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
Deferment periods; option of asking for variable compensation to be returned	Not applicable
Exceptional compensation	Possible, by decision of the Board of Directors, but contingent upon very specific circumstances with substantial consequences on the role and activity of the Chairman of the Board of Directors 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
Compensation referred to in Article L. 22-10-14 of the French Commercial Code	Application of Directors' compensation policy
Any other benefits	Company car
Severance pay/benefit payable upon change of duties	Not applicable
Non-compete payment	Not applicable
Supplementary pension plan	Not applicable

Decisions made in 2024

The Board of Directors decided, on the recommendation of the Compensation Committee, not to make any changes to the compensation policy applicable to the Chairman of the Board of Directors, or to his annual fixed compensation.

2.2. COMPENSATION OF THE CHIEF EXECUTIVE OFFICER

Compensation policy for the Chief Executive Officer subject to approval at the General Meeting

These principles shall also be applicable for any Deputy Chief Executive Officers.

COMPENSATION ITEMS FOR THE CHIEF EXECUTIVE OFFICER

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"> ■ 60% of annual fixed compensation if targets are met; ■ capped at 100% of annual fixed compensation; ■ criteria: <ul style="list-style-type: none"> • minimum of 70% based on one or more quantifiable targets, • maximum of 30% based on meeting one or more precisely defined qualitative targets consistent with the Group's strategy and organisation, its corporate responsibility policy (CSR) and/or the assessment of the company officer's performance; ■ payment subject to shareholder approval of all items of compensation at an Ordinary General Meeting.
Variable deferred compensation	Not applicable
Multi-year variable compensation	Not applicable
Deferment periods; option of asking for variable compensation to be returned	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 (capped at 100% of annual compensation if targets are met per plan) These plans are subject to continued employment and to strict performance conditions based on targets that are at least equal to any guidance targets disclosed to the market. Vesting period of at least three years Obligation to hold 50% of the shares that will vest under these plans for the entire duration of the recipient's term of office Commitment not to engage in any hedging transactions with respect to performance shares held until the expiry of these plans or of the applicable holding period
Compensation referred to in Article L. 22-10-14 of the French Commercial Code	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/benefit payable upon change of duties	Not applicable
Non-compete payment	Not applicable
Supplementary pension plan	Not applicable

SOPRA STERIA GROUP'S PRESENTATION

Compensation of company officers

Decisions made in 2024

The Board of Directors decided, on the recommendation of the Compensation Committee, not to make any changes to the compensation policy applicable to the Chief Executive Officer, or to his annual fixed compensation.

Criteria	Type	% of AVC*	% of AFC*
One or more targets	Quantifiable	70% min.	42% min.
One or more targets	Qualitative	30% max.	18% max.
TOTAL		100%	60%

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

Quantifiable targets may, in particular, relate to the operating margin on business activity, organic revenue growth or free cash flow. The portion linked exclusively to the achievement of qualitative targets reflects a desire to take into account medium-term targets (relating to the Group's governance and organisation and the social implications of its business activities) and long-term targets (environmental implications of its business activities). With regard to CSR, quantifiable indicators and associated targets help the Group check every year that it remains on course to achieve its goals. Although these are medium- and long-term objectives, progress towards them can be tracked at the end of each financial year.

As no changes were made to the compensation policy, annual variable compensation will again be structured as follows:

The specific financial performance values are not disclosed for the current financial year for confidentiality reasons and so as not to interfere with financial communications. Targets are set at levels that are designed to be both demanding and motivating. They aim to help the Group meet – and if possible exceed – its targets. Considering the planned divestment of Sopra Banking Software's software products to Axway Software, at its meeting on 21 February 2024, the Board of Directors decided to postpone the setting of the Chief Executive Officer's objectives for the financial year 2024 until a future meeting. They will be published under the usual conditions as soon as they have been set.

At its meeting on 2 April 2024, the Board of Directors approved the following targets related to the annual variable compensation of the Chief Executive Officer, Cyril Malargé, in respect of financial year 2024:

Criterion	Type	Potential amount as % of AVC ^[1]	Potential amount as % of AFC ^[2]	Potential amount in €
Consolidated operating margin on business activity	quantifiable	40.0%	24.0%	€120,000
Consolidated revenue growth	quantifiable	20.0%	12.0%	€60,000
Environmental criteria	quantifiable	5.0%	3.0%	€15,000
Criterion of proportion of women in senior management positions at the Group	quantifiable	5.0%	3.0%	€15,000
Qualitative targets consistent with the Group's strategy and organisation and/or the assessment of the company officer's performance	qualitative	30.0%	18.0%	€90,000
TOTAL		100.0%	60.0%	€300,000

(1) AVC: Annual variable compensation

(2) AFC: Annual fixed compensation

Once the schedule for completing the planned disposal of most of Sopra Banking Software's activities to Axway Software is confirmed,

the Board of Directors will set specific targets in accordance with the criterion set forth above.

3. Other company officers

3.1. COMPENSATION OF DIRECTORS OF THE PARENT COMPANY

The compensation policy for members of the Board of Directors is submitted for approval at the General Meeting of Shareholders. According to this policy, the compensation referred to in Article L. 225-45 of the French Commercial Code shall be apportioned among the members of the Board of Directors and its committees as follows:

- 60%: Board of Directors;
- 20%: Audit Committee;
- 10%: Compensation Committee;
- 10%: Nomination, Governance, Ethics and Corporate Responsibility Committee.

The total amount of this compensation is apportioned:

- among those members attending meetings of the Board and its committees (Directors and Non-Voting Directors);
- in proportion to their actual attendance at such meetings, whether in person or remotely.

Additional weightings are applied based on attendance, as follows:

- a coefficient of 2.0 applied to attendance by Chairmen at meetings of the committees they chair (each meeting attended counts double);
- a coefficient of 1.2 applied to attendance by Directors who live outside France and are not French tax residents at meetings of the Board and its committees. However, this extra weighting does not apply to Directors who are employees of a Group company.

The compensation policy for members of the Board of Directors is attendance-based. It encourages participation in one or more committees. It aims to compensate the increased burden placed upon Directors who live outside France. It compensates the additional work undertaken by Committee Chairmen as well as their responsibility to the Board of Directors. They organise and oversee the work of their committees and report on it to the Board of Directors.

3.2. COMPENSATION OF DIRECTORS OF SUBSIDIARIES

Directorships held at Company subsidiaries are not compensated.

4. Standardised presentation of compensation paid to company officers

4.1. AFEP-MEDEF CODE TABLES

OVERVIEW 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, DECEMBER 2022)

	2022	2023
Compensation awarded in respect of the financial year	€532,591	€547,649
Value of stock options granted during the financial year	-	-
Value of performance shares granted during the financial year	-	-
Value of other long-term compensation plans	-	-
TOTAL	€532,591	€547,649

STATEMENT SUMMARISING THE COMPENSATION OF PIERRE PASQUIER, CHAIRMAN OF THE BOARD OF DIRECTORS (TABLE 2 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, DECEMBER 2022)

	2022		2023	
	Amount awarded	Amount paid	Amount awarded	Amount paid
Fixed compensation	€500,000	€500,000	€500,000	€500,000
Annual variable compensation	-	-	-	-
Exceptional compensation	-	-	-	-
Compensation allotted in respect of directorship (L. 22-10-14)	€26,891	€27,192	€35,679	€26,891
Benefits in kind	€5,700	€5,700	€11,970	€11,970
TOTAL	€532,591	€532,892	€547,649	€538,861

Pierre Pasquier is the Chairman and CEO of Sopra GMT, the holding company for Sopra Steria Group. In respect of these duties (leading the Sopra GMT team and chairing the Board of Directors), he received compensation of €130,000 in 2023. In addition, he received compensation under Article L. 225-45 of the French Commercial Code in the amount of €14,824 in respect of financial year 2023. This compensation was paid by Sopra GMT and was not rebilled to Sopra Steria Group (see Section 1.4, "Overview of the

activities of the Chairman of the Board of Directors in 2023" of this chapter, page 34).

As Chairman of the Board of Directors of Axway Software, as indicated in its Universal Registration Document, Pierre Pasquier also received fixed compensation from that company in the amount of €138,000 and compensation in respect of Article L. 22-10-14 of the French Commercial Code of €22,462

OVERVIEW OF COMPENSATION, OPTIONS AND SHARES GRANTED TO CYRIL MALARGÉ, CHIEF EXECUTIVE OFFICER (TABLE 1 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, DECEMBER 2022)

	2022	2023
Compensation awarded in respect of the financial year	€705,000	€801,983
Value of stock options granted during the financial year	-	-
Value of performance shares granted during the financial year	€435,150	€483,660
Value of other long-term compensation plans	-	-
TOTAL	€1,140,150	€1,285,643

STATEMENT SUMMARISING THE COMPENSATION OF CYRIL MALARGÉ, CHIEF EXECUTIVE OFFICER (TABLE 2 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, DECEMBER 2022)

<i>(in millions of euros)</i>	2022		2023	
	Amount awarded	Amount paid	Amount awarded	Amount paid
Fixed compensation	€450,000	€377,080	€500,000	€500,000
Annual variable compensation	€245,700	-	€290,000	€245,700
Exceptional compensation	-	-	-	-
Compensation allotted in respect of directorship (L. 22-10-14)	-	-	-	-
Benefits in kind	€9,300	€9,300	€11,983	€11,983
TOTAL	€705,000	€386,380	€801,983	€757,683

The relative proportions of fixed and variable compensation in the annual compensation awarded to the Chief Executive Officer (excluding benefits in kind) were 63% and 37%, respectively.

CALCULATION OF 2023 ANNUAL VARIABLE COMPENSATION

Criteria	Type	Potential amount as % of AVC ⁽¹⁾	Potential amount in €	Threshold	Target	Achieved	Amount awarded in €
Consolidated operating margin on business activity	Quantifiable	50.0%	€150,000	8.9%	9.3%	9.4%	€150,000
Consolidated revenue growth	Quantifiable	10.0%	€30,000	3.0%	6.0%	6.6%	€30,000
Proportion of women in senior management positions at the Group (% women in the two highest echelons of the organisation N5 & N6)	Quantifiable	5.0%	€15,000	19.0%	20.0%	> 20.0%	€15,000
Criterion Reduction in direct GHG ⁽²⁾ emissions per employee (SBTi III) ⁽³⁾ (tCO ₂ e)	Quantifiable	5.0%	€15,000	0.74 teqCO ₂	0.69 teqCO ₂	< 0.69 teqCO ₂	€15,000
Qualitative target related to the requirements of the strategic plan and operational organisation	Qualitative	30.0%	€90,000			Target around 90% achieved	€80,000
TOTAL		100%	€300,000				€290,000

(1) AVC: Annual variable compensation.

(2) GHG: Greenhouse Gas.

(3) Science Based Targets Initiative.

The Compensation Committee determined that the quantifiable targets set by the Board of Directors for the CEO had been 100% achieved and that the qualitative targets had been 90% achieved. Accordingly, the Board of Directors set Cyril Malargé's variable compensation in respect of financial year 2023 at €290,000.

Performance criteria were applied as anticipated at the time they were determined on 15 March 2023. No compensation is due at the threshold; the amount due is calculated on a linear basis between the threshold and the target.

Total compensation is in keeping with the compensation policy and contributes to the Company's long-term performance. It provides an incentive to drive profitable growth based on shifting the Group's services toward higher-value offerings.

Qualitative targets have incentivised the Chief Executive Officer to focus his efforts on priorities arising from the strategic plan and on operational organisation.

The Nomination, Governance, Ethics and Corporate Responsibility Committee, noted that the Company is on track to achieve its targets in relation to greenhouse gas emissions (see Section 3.4, "Optimising resource consumption and reducing greenhouse gas emissions" of Chapter 4, "Corporate responsibility" of the Sopra Steria 2023 Universal Registration Document, pages 145 to 151) and that it has already achieved its 2025 goal of increasing the proportion of women in management positions (% women at the two highest management levels) (see Section 2.7.1, "Promoting gender equality" of Chapter 4, "Corporate responsibility" of the Sopra Steria 2023 Universal Registration Document (pages 129 to 131). This has been duly noted by the Compensation Committee.

STATEMENT OF COMPENSATION RECEIVED BY NON-EXECUTIVE COMPANY OFFICERS (TABLE 3 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, DECEMBER 2022)

	2022		2023	
	Amount awarded	Amount paid	Amount awarded	Amount paid
<i>(amounts rounded to the nearest euro)</i>				
Astrid Anciaux (appointed by the shareholders at the General Meeting of 26 May 2021)				
Compensation allotted in respect of directorship	€20,134	€8,876	€26,471	€20,134
Other compensation	-	-	-	-
Hélène Badosa				
Compensation allotted in respect of directorship (reversion to a trade union)	€27,277	€26,266	€36,652	€27,277
Other compensation	-	-	-	-
Sonia Criseo (appointed by the shareholders at the General Meeting of Wednesday, 24 May 2023)				
Compensation allotted in respect of directorship	-	-	€8,824	-
Other compensation	-	-	-	-
Pascal Daloz (appointed by the shareholders at the General Meeting of Wednesday, 24 May 2023)				
Compensation allotted in respect of directorship	-	-	€8,824	-
Other compensation	-	-	-	-
André Einaudi				
Compensation allotted in respect of directorship	€16,107	€20,710	€26,471	€16,107
Other compensation	-	-	-	-
David Elmalem				
Compensation allotted in respect of directorship	€20,134	€20,710	€26,471	€20,134
Other compensation	-	-	-	-
Michael Gollner				
Compensation allotted in respect of directorship	€44,953	€48,581	€64,778	€44,953
Other compensation	-	-	-	-
Éric Hayat				
Compensation allotted in respect of directorship	€34,034	€34,599	€41,649	€34,034
Other compensation	-	-	-	-
Noëlle Lenoir				
Compensation allotted in respect of directorship	€23,526	€25,340	€35,681	€23,526
Other compensation	-	-	-	-
Éric Pasquier				
Compensation allotted in respect of directorship	€39,936	€37,659	€50,925	€39,936
Other compensation	-	-	-	-
Jean-Luc Placet				
Compensation allotted in respect of directorship	€41,177	€42,006	€56,045	€41,177
Other compensation	-	-	-	-
Sylvie Rémond				
Compensation allotted in respect of directorship	€37,178	€28,117	€64,163	€37,178
Other compensation	-	-	-	-
Marie-Hélène Rigal-Drogers				
Compensation allotted in respect of directorship	€59,738	€60,258	€81,492	€59,738
Other compensation	-	-	-	-
Jessica Scale				
Compensation allotted in respect of directorship	€34,034	€34,599	€45,843	€34,034
Other compensation	-	-	-	-
Sopra GMT				
Compensation allotted in respect of directorship	€40,791	€41,080	€55,073	€40,791
Other compensation	-	-	-	-
Yves de Talhouët				
Compensation allotted in respect of directorship	€6,041	-	€26,115	€6,041
Other compensation	-	-	-	-
Rémy Weber (appointed by the shareholders at the General Meeting of Wednesday, 24 May 2023)				
Compensation allotted in respect of directorship	-	-	€8,824	-
Other compensation	-	-	-	-
Other terms of office ended before 2023	-	-	-	-
Compensation allotted in respect of directorship	€28,049	€44,007	-	-
Other compensation	-	-	-	-
TOTAL	€473,109	€472,808	€664,321	€473,109

The difference between the total amount of compensation stated in Article L. 225-45 of the French Commercial Code to be allocated for financial years 2022 (€500,000) and 2023 (€700,000) and the totals shown in the table above is due to the amount awarded to Pierre Pasquier in respect of his directorship (€26,891 in 2022 and €35,679 in 2023). These amounts are shown in Table 2, "AFEP-MEDEF Code of Corporate Governance for Listed Companies, December 2022".

It should also be noted that:

- as regards Sopra GMT, a legal entity serving as a Director, the implementation of the tripartite framework agreement for assistance entered into between Sopra GMT, Sopra Steria Group and Axway Software in 2011 resulted in the invoicing to Sopra Steria Group by Sopra GMT of a net amount of €1,709,394 excluding VAT (see Section 1.5 "Agreement with

Sopra GMT, the holding company that manages and controls Sopra Steria Group" of this chapter page 35 and the Statutory Auditors' special report on related-party agreements provided at the end of Chapter 6, "2023 parent company financial statements" of the Sopra Steria 2023 Universal Registration Document (pages 315 to 316);

- Éric Hayat Conseil, a company controlled by Éric Hayat, provided consulting services for business development in strategic operations, billed in the amount of €175,200 excluding VAT under an agreement renewed in October 2018 (see Section 1.7 "Agreement with Éric Hayat Conseil" of this chapter pages 35 to 36 and the Statutory Auditors' special report on related-party agreements provided at the end of Chapter 6, "2023 parent company financial statements" of the Sopra Steria 2023 Universal Registration Document (pages 315 to 316).

SHARE SUBSCRIPTION AND PURCHASE OPTIONS GRANTED TO EACH EXECUTIVE COMPANY OFFICER DURING THE FINANCIAL YEAR (TABLE 4 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, DECEMBER 2022)

None.

SHARE SUBSCRIPTION AND PURCHASE OPTIONS EXERCISED BY EACH EXECUTIVE COMPANY OFFICER DURING THE FINANCIAL YEAR (TABLE 5 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, DECEMBER 2022)

None.

PERFORMANCE SHARES AWARDED TO EACH EXECUTIVE COMPANY OFFICER DURING THE FINANCIAL YEAR (TABLE 6 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, DECEMBER 2022)

Name of executive company officer	Number and date of plan	Number of Sopra Steria Group shares in awards granted during the year	Value of shares according to the method used for the consolidated financial statements	Vesting date	Availability date	Performance conditions
Cyril Malargé	24/05/2023	3,000	€483,660	01/07/2026	01/07/2026	1) Sopra Steria Group's consolidated revenue growth in financial years 2023, 2024 and 2025 2) Consolidated operating profit on business activity as a percentage of the Sopra Steria Group's revenue in financial years 2023, 2024, and 2025 3) Sopra Steria Group's consolidated free cash flow for financial years 2023, 2024, and 2025 4) Proportion of women in senior management positions
TOTAL	-	3,000	€483,660	-	-	-

The performance share plan put in place by the Group in 2023 has the following features:

- for all recipients, the granting of shares is subject to the condition of continued employment at the end of the three-year vesting period. However, depending on the circumstances, this condition may be waived in whole or in part, in derogation of the foregoing and on an entirely exceptional basis (in practice fewer than 3% of departures under previous plans);
- the performance condition is based on three criteria, equally weighted at 30% each: organic consolidated revenue growth,

consolidated operating profit on business activity (expressed as a percentage of revenue) and consolidated free cash flow;

- strict targets were set over the entire plan period (the year of allotment and the two following years). These targets were at least equal to any publicly disclosed guidance or, for targets expressed as a range, at least the minimum level of the guidance range disclosed. The average annual level of achievement of targets will determine the number of free shares to which recipients are entitled;

SOPRA STERIA GROUP'S PRESENTATION

Compensation of company officers

- an additional condition, focused on corporate responsibility and weighted at 10% of total vesting conditions, relates to the proportion of women in the Group's senior management positions (defined as the two highest echelons, levels 5 and 6), which must reach 22% by 31 December 2025.

The Chief Executive Officer, Cyril Malargé, was subject to the same rules as all the other recipients under the 2023 plan. He was also required to retain at least 50% of the shares acquired under this plan throughout his entire term of office. Cyril Malargé undertook not to hedge his performance shares until the holding period had expired.

PERFORMANCE SHARES NO LONGER SUBJECT TO A HOLDING PERIOD DURING THE FINANCIAL YEAR FOR EACH EXECUTIVE COMPANY OFFICER (TABLE 7 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, DECEMBER 2022)

None.

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, DECEMBER 2022)

None.

OVERVIEW OF PERFORMANCE SHARE GRANTS – INFORMATION ON PERFORMANCE SHARES (TABLE 9 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, DECEMBER 2022)

See Section 5.4 "Share-based payments" of Chapter 5, "2023 Consolidated Financial Statements" and Section 4.2.2 "Free share award plan" of Chapter 6, "2023 Parent Company Financial Statements" of the Sopra Steria 2023 Universal Registration Document (on pages pages 236 to 238 and 290, respectively).

The plan fixed on 26 May 2021 will expire on 30 June 2024. The performance conditions established for fiscal years 2021 to 2023 were as follows:

2021

Sopra Steria Group performance targets and criteria	Threshold	Target	Profit or loss	% Achieved	Weighting	% Achieved (Year)
Organic revenue growth	3.0%	5.5%	6.4%	100%	10%	
Operating profit on business activity as % of revenue	7.7%	8.0%	8.1%	100%	10%	100.00%
Free cash flow	€130m	€170m	€264.4m	100%	10%	

2022

Sopra Steria Group performance targets and criteria	Threshold	Target	Profit or loss	% Achieved	Weighting	% Achieved (Year)
Organic revenue growth	4.0%	6.0%	7.6%	100%	10%	
Operating profit on business activity as % of revenue	8.5%	9.0%	8.9%	80%	10%	93.33%
Free cash flow	€230m	€270m	€287,2m	100%	10%	

2023

Sopra Steria Group performance targets and criteria	Threshold	Target	Profit or loss	% Achieved	Weighting	% Achieved (Year)
Organic revenue growth	3.0%	7.0%	6.6%	90%	10%	
Operating profit on business activity as % of revenue	8.9%	9.6%	9.4%	71%	10%	87.14%
Free cash flow	€270m	€320m	€390.2m	100%	10%	

2021-2023 CSR condition (increasing the proportion of women in senior management positions)

	17.0%	18.0%	20.1%	100.0%	10%	100,00%
						% Achieved (Plan)

TOTAL PLAN 2021

100% **94,14%**

The performance conditions for the 2021 plan were achieved at 94.14%. The 2022 and 2023 plans' economic performance conditions are identical to those shown in the table above.

STATEMENT SUMMARISING THE MULTI-YEAR VARIABLE COMPENSATION OF EACH EXECUTIVE COMPANY OFFICER (TABLE 10 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, DECEMBER 2022)

None.

EMPLOYMENT CONTRACTS, SUPPLEMENTARY PENSION PLANS, ALLOWANCES OR BENEFITS DUE ON THE CESSATION OF DUTIES OR A CHANGE IN DUTIES, NON-COMPETE CLAUSES (TABLE 11 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, DECEMBER 2022)

	Employment contract		Supplementary pension plan		Allowances or benefits due or likely to fall due as a result of the cessation of duties or a change in duties		Allowances for a non-compete clause	
	Yes	No	Yes	No	Yes	No	Yes	No
Executive company officers								
Pierre Pasquier Chairman Term of office began: 2018 Term of office ends: 2024		✓		✓		✓		✓
Cyril Malargé Chief Executive Officer Term of office began: 2022 Term of office ends: Indefinite	✓			✓		✓		✓

Cyril Malargé was appointed Chief Executive Officer with effect from 1 March 2022. He does not hold any position as a company officer outside the Group. By way of an exception to the AFEP-MEDEF Code, his employment contract was not terminated and remains in abeyance.

Cyril Malargé has spent much of his career with the Company, which he joined in September 2002. The criteria used to determine and structure his variable compensation remain similar to those used for the Company's senior managers.

At present, no commitments have been entered into by the Company with regard to termination benefits, a non-compete payment or a supplementary pension plan for Cyril Malargé. Cyril Malargé is not a member of the Board of Directors.

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. Any

decision to terminate his employment contract would necessitate compensation (contractual termination pay). On the other hand, any disadvantages of holding Cyril Malargé's employment contract in abeyance until his term of corporate office expires have not been identified. Should his contract be reinstated, he would be entitled to claim retirement bonuses or termination benefits, as applicable. It should be noted that as of 31 December 2023, based on Cyril Malargé's length of service, termination benefits laid down in the Syntec collective bargaining agreement are estimated at approximately seven months' fixed and variable compensation (one third of a month per year of service). The employment contract in abeyance is a standard Sopra Steria Group employment contract identical to that signed by Group employees. It is governed by the Syntec collective bargaining agreement with no special provisions or notice period adjustment, even concerning termination or a change in position. No special payments are provided for. As things stand, only standard legal rights (droit commun) would apply upon termination of the employment contract.

OTHER COMPANY OFFICERS

Other company officers	Employment contract (permanent)	Company	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-compete clause		Amount paid in 2023
	Yes		Yes	No	Yes	No	Yes	No	
Astrid Anciaux	✓	Sopra Steria Benelux		✓		✓		✓	€187,866
Hélène Badosa	✓	Sopra Steria Group		✓		✓		✓	€53,235
David Elmalem	✓	Sopra Steria Group		✓		✓		✓	€65,897
Éric Pasquier	✓	Sopra Banking Software		✓		✓		✓	€680,386

Board members may be linked to the Company or any of its subsidiaries by an employment contract if the link in question was established before the Board member became a company officer. It is mandatory for Directors representing the employees and for Directors representing employee shareholders.

5. Pay ratios

5.1. CHAIRMAN OF THE BOARD OF DIRECTORS

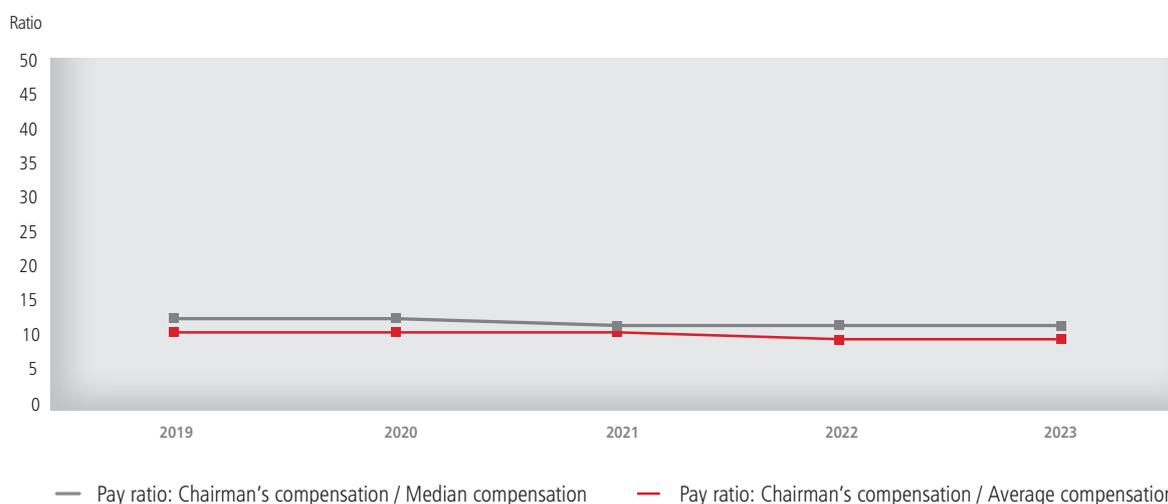
The average amount of annual compensation paid to the Chairman of the Board of Directors has not changed since 2011. In accordance with the recommendations of the AFEP-MEDEF Code, the full amount of this compensation has been fixed since 2017.

The chart below shows how the pay ratios provided for by French Order 2019-1234 of 27 November 2019 have varied over time. It is the ratio of the Chairman of the Board of Directors' compensation to the average and median compensation of employees across the extended scope (average 88% of the workforce in France over the period).

CHAIRMAN - PAY RATIO

Ratio based on average compensation = $\frac{\text{Chairman's compensation}}{\text{Average compensation}}$

Ratio based on median compensation = $\frac{\text{Chairman's compensation}}{\text{Median compensation}}$



5.2. CHIEF EXECUTIVE OFFICER

The position of Chief Executive Officer was held by Vincent Paris for the financial years 2019 to 2021 and then by Cyril Malargé as of 1 March 2022.

The Board of Directors decided on three performance share plans in 2016, 2017 and 2018 based on the authorisation given at the General Meeting of 22 June 2016. Vincent Paris was awarded 9,000 of the 325,500 rights allocated to all other recipients of these plans. These 9,000 rights resulted in the allocation of 5,794 shares. The vesting periods for the three plans were extended over about five years, from 24 June 2016 to 31 March 2021.

On 12 January 2022, the Board of Directors decided to appoint Cyril Malargé as Chief Executive Officer of the Sopra Steria Group effective 1 March 2022. Cyril Malargé's annual fixed compensation for this appointment was set at €450,000 as part of his assumption of duties, then increased to the same level as his predecessor, i.e. €500,000, effective 1 January 2023.

The Board of Directors decided on three performance share plans in 2021, 2022 and 2023. The Chief Executive Officer (Vincent Paris,

then Cyril Malargé) was awarded 9,000 of the 560,230 rights allocated to all recipients of these plans. The vesting periods for the three plans are extended over about five years, from 26 May 2021 to 1 July 2026.

The chart below shows how the pay ratios provided for by French Order 2019-1234 of 27 November 2019 have varied over time. It presents:

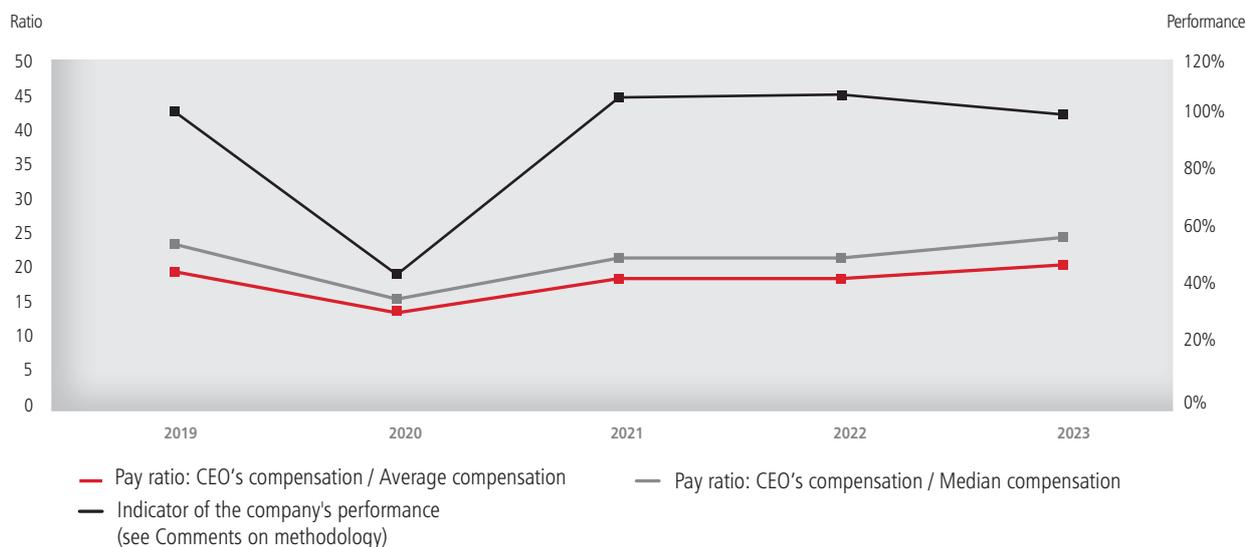
- the change in the Company's performance, with the extent to which the quantifiable targets used to determine the Chief Executive Officer's variable compensation (financial performance of the Company) have been met serving as a proxy for the Company's performance;
- the change in the amount and composition of the Chief Executive Officer's total compensation;
- ratios calculated relative to the average and median compensation of employees across the extended scope (average 88% of the workforce in France over the period).

CHIEF EXECUTIVE OFFICER – PAY RATIO

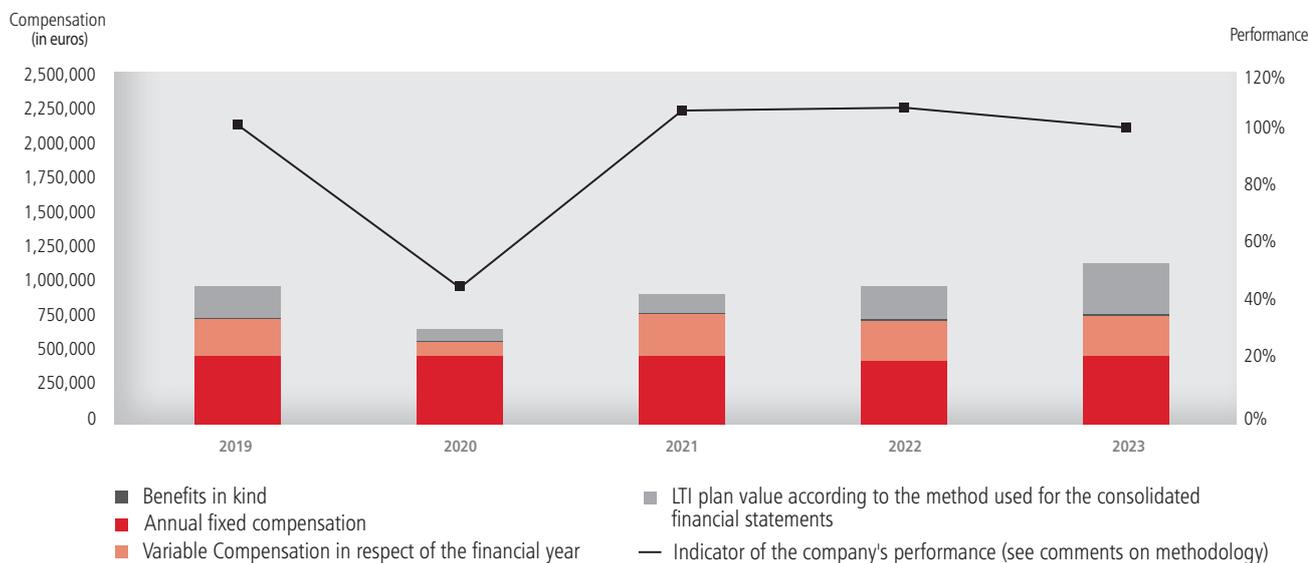
The chart has been prepared using the ratio calculated across the extended scope.

$$\text{Ratio based on average compensation} = \frac{\text{Chief Executive Officer's compensation}}{\text{Average compensation}}$$

$$\text{Ratio based on median compensation} = \frac{\text{Chief Executive Officer's compensation}}{\text{Median compensation}}$$



CHANGE IN THE PERFORMANCE AND COMPENSATION OF THE CHIEF EXECUTIVE OFFICER



The apparent change in performance in 2020 was partly due to a methodology bias. One of the two quantitative targets (revenue growth) only had a target level, without a threshold. As such, it could not be partly achieved. Its value is 0, with a weighting of 50% in the performance assessment.

5.3. PAY RATIO TABLE

	2019	2020	2021	2022	2023
Chairman's compensation	€535,880	€533,644	€532,892	€532,591	€547,649
Chief Executive Officer's compensation	€1,004,548	€692,946	€947,335	€1,009,075	€1,173,075
Extended scope	2019	2020	2021	2022	2023
Average annual compensation	€49,833	€50,388	€50,287	€53,460	€55,513
Pay ratio: Chairman's compensation/Average compensation	11	11	11	10	9
Pay ratio: Chief Executive Officer's compensation/Average compensation	20	14	19	19	9
Median annual compensation	€42,595	€42,611	€43,285	€45,872	€47,528
Pay ratio: Chairman's compensation/Median compensation	13	13	12	12	11
Pay ratio: Chief Executive Officer's compensation/Median compensation	24	16	22	22	11
Sopra Steria Group SA	2019	2020	2021	2022	2023
Average annual compensation	€49,063	€49,719	€49,477	€52,448	€54,647
Pay ratio: Chairman's compensation/Average compensation	11	11	11	10	9
Pay ratio: Chief Executive Officer's compensation/Average compensation	20	14	19	19	9
Median annual compensation	€42,017	€42,072	€42,622	€45,025	€46,683
Pay ratio: Chairman's compensation/Median compensation	13	13	13	12	11
Pay ratio: Chief Executive Officer's compensation/Median compensation	24	16	22	22	11
Company performance	2019	2020	2021	2022	2023
Level of quantifiable targets achieved by the CEO	104%	47%	109%	110%	103%
Consolidated operating margin on business activity	8.0%	7.0%	8.1%	8.9%	9.4%
Organic consolidated revenue growth	6.5%	-4.8%	6.4%	7.6%	6.6%
Free cash flow	€229.3m	€203.5m	€266.4m	€287.2m	€390.2m

Comments on methodology:**Numerators of ratios**

The Chairman's compensation corresponds to the amounts awarded as shown in the AFEP-MEDEF tables.

The Chief Executive Officer's compensation corresponds to the amounts awarded as shown in the AFEP-MEDEF tables. Performance shares effectively delivered or deliverable subject to being with the Company at the end of the vesting period are redistributed over each of the financial years covered by the plan, depending on the extent to which the applicable performance conditions are met. For 2023, 94% of the rights attributable to the financial year in the outstanding plans were therefore counted at fair value at the time of the allocation. The rights taken into account were those allocated to Vincent Paris until 2021 and to Cyril Malargé from 2022.

Denominators of ratios

Average and median annual compensation paid to employees has been calculated on the basis of a population representing on average 88% of employees in France over the period. Temporary exclusions from the scope are due to technical difficulties in processing data over all of the past five financial years. For employees, compensation taken into account includes fixed and variable compensation and bonuses of any kind paid in the financial year as well as incentives and profit-sharing. For methodological reasons, it does not include performance share plans or matching employer contribution shares in connection with employee share ownership plans.

Company performance

The extent to which the quantitative targets used to determine the Chief Executive Officer's variable compensation have been met is used as a proxy for the Company's performance. These targets concern the Company's financial performance (operating profit on business activity and organic growth). The performance level is calculated relative to the target bestowing the right to 100% of variable compensation for the target achieved without taking account of the trigger thresholds used to calculate variable compensation (i.e. actual level/target level). The weighting of each of these criteria within the overall performance level is the same as the weighting used for the variable compensation of the Chief Executive Officer. Other data representative of performance are published data prepared in accordance with applicable standards at the time of publication.

N.B. The Chief Executive Officer's variable compensation is linked not only to the Group's financial performance, but also to its non-financial performance. Section 2.7.1, "Promoting gender equality" and Section 3.4, "Optimising resource consumption and reducing greenhouse gas emissions" concerning actions to protect the environment, in Chapter 4, "Corporate responsibility" of the Sopra Steria 2023 Universal Registration Document (on pages 129 to 131 and 145 to 151, respectively), report on the Group's performance in terms of corporate responsibility. This performance is also reflected in the compensation paid to the Chief Executive Officer through one or more targets.

6. Additional information about resolutions passed with a majority of less than 80% at the General Meeting of 24 May 2023

Resolution	Ordinary General Meeting	For		Against		Abstain
		Votes	%	Votes	%	Votes
6	Approval of the fixed, variable and exceptional items of compensation making up the total compensation and benefits of any kind paid during financial year 2022 or allotted in respect of that period to Vincent Paris, Chief Executive Officer (from 1 January to 28 February 2022)	14,432,301	66.87%	7,148,897	33.13%	685,004

Comments on Resolution 6 – General Meeting of 24 May 2023

Resolution 6 – “Approval of the fixed, variable and exceptional items of compensation making up the total compensation and benefits of any kind paid during financial year 2022 or allotted in respect of that period to Vincent Paris, Chief Executive Officer” – was passed with 66.87% of votes in favour. As a reminder, the ex-ante vote on the compensation policy for the Chief Executive Officer at the previous General Meeting was 91.629% in favour.

This voting result reflects at least to some degree reservations on the decision to maintain the rights to performance shares awarded on 26 May 2021 to Vincent Paris, beyond the prorated proportion over the vesting period elapsed until the end of his term of office as Chief Executive Officer. The Board of Directors will reassess whether it is necessary to adapt the provisions of the rules governing future LTI plans.

Discussions with investors during 2023 and included on the resolutions proposed at the General Meeting of May 24, 2023

The Investor Relations Department engages in dialogue with the financial community throughout the year. It endeavours to meet with all shareholders, investors and financial analysts in the world's main financial marketplaces during roadshows or conferences, as well as on the release of annual and interim financial reports and presentations, and at the General Meeting of Shareholders.

Individuals met	Institutions met	Conferences	Countries	Cities	Roadshows
551	261	13	14	25	44

7. Share ownership structure

Shareholders	At 31/12/2023				At 31/12/2022				At 31/12/2021			
	Shares	% of capital	% of theoretical voting rights	% of exercisable voting rights	Shares	% of capital	% of theoretical voting rights	% of exercisable voting rights	Shares	% of capital	% of theoretical voting rights	% of exercisable voting rights
Sopra GMT ⁽¹⁾	4,035,669	19.6%	29.9%	30.0%	4,035,669	19.6%	29.8%	30.0%	4,035,669	19.6%	29.7%	29.8%
PASQUIER Family	112,479	0.5%	0.8%	0.9%	112,479	0.5%	0.8%	0.8%	112,479	0.5%	0.8%	0.8%
ODIN Family	211,653	1.0%	1.6%	1.6%	212,928	1.0%	1.6%	1.6%	212,298	1.0%	1.6%	1.6%
Management	206,361	1.0%	1.4%	1.4%	215,671	1.0%	1.4%	1.5%	217,725	1.1%	1.5%	1.5%
Total agreements: Agreement between Sopra GMT, Pasquier and Odin families, and management	4,566,162	22.2%	33.7%	33.9%	4,576,747	22.3%	33.7%	33.9%	4,578,801	22.3%	33.6%	33.7%
Shares managed on behalf of employees	1,341,402	6.5%	8.1%	8.2%	1,321,912	6.4%	8.1%	8.1%	1,197,587	5.8%	7.8%	7.8%
o/w Company mutual funds (FCPE), We Share employee share ownership plan and SIP Trust ⁽²⁾	1,148,774	5.6%	7.4%	7.5%	1,115,630	5.4%	7.3%	7.4%	976,225	4.8%	6.9%	7.0%
o/w Other UK trusts ⁽³⁾	192,628	0.9%	0.7%	0.7%	206,282	1.0%	0.8%	0.8%	221,362	1.1%	0.8%	0.8%
Free float	14,482,737	70.5%	57.6%	57.9%	14,537,77	70.8%	57.8%	58.0%	14,691,339	71.5%	58.3%	58.5%
Treasury shares	157,400	0.8%	0.6%	0.0%	111,265	0.5%	0.4%	0.0%	79,974	0.4%	0.3%	0.0%
TOTAL	20,547,701	100.0%	100.0%	100.0%	20,547,701	100.0%	100.0%	100.0%	20,547,701	100.0%	100.0%	100.0%

(1) Sopra GMT, a French société anonyme, is a holding company for Sopra Steria Group and Axway Software.

(2) SIP Trust is a UK trust that manages shares purchased by employees under a share incentive plan.

(3) The other UK trusts hold assets for the benefit of employees in the United Kingdom and India, for example via employee share ownership plans.

Financial delegations in progress

Authorisations to issue securities granted to the Board of Directors at the Combined General Meetings of 1 June 2022 and 24 May 2023

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)	1 June 2022 Resolution 19	26 months (August 2024)	Nominal amount of €2 billion, if securities giving access to the share capital are to be issued	50% 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 19	1 June 2022 Resolution 23	26 months (August 2024)	15% of the amount of the capital increase under Resolution 19, up to a maximum of €2 billion	15% of the amount of the capital increase under Resolution 19, up to a maximum of 50% of the total nominal share capital	None
Capital increase through the capitalisation of reserves or the issue of new shares	1 June 2022 Resolution 26	26 months (August 2024)	Amount of discretionary reserves	Amount of discretionary reserves	None

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 financial year
Capital increase (ordinary shares and other securities giving access to the share capital)	1 June 2022 Resolution 20	26 months (August 2024)	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 public offering provided for under no. 1 of Article L. 411-2 of the French Monetary and Financial Code	1 June 2022 Resolution 21	26 months (August 2024)	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 20 or 21	1 June 2022 Resolution 23	26 months (August 2024)	15% of the amount of the capital increase under Resolution 20 or 21, up to a maximum of €2 billion	15% of the amount of the capital increase under Resolution 20 or 21, 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	1 June 2022 Resolution 24	26 months (August 2024)	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	1 June 2022 Resolution 25	26 months (August 2024)	10% of the share capital, up to a maximum of €2 billion	10% of the share capital	None

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

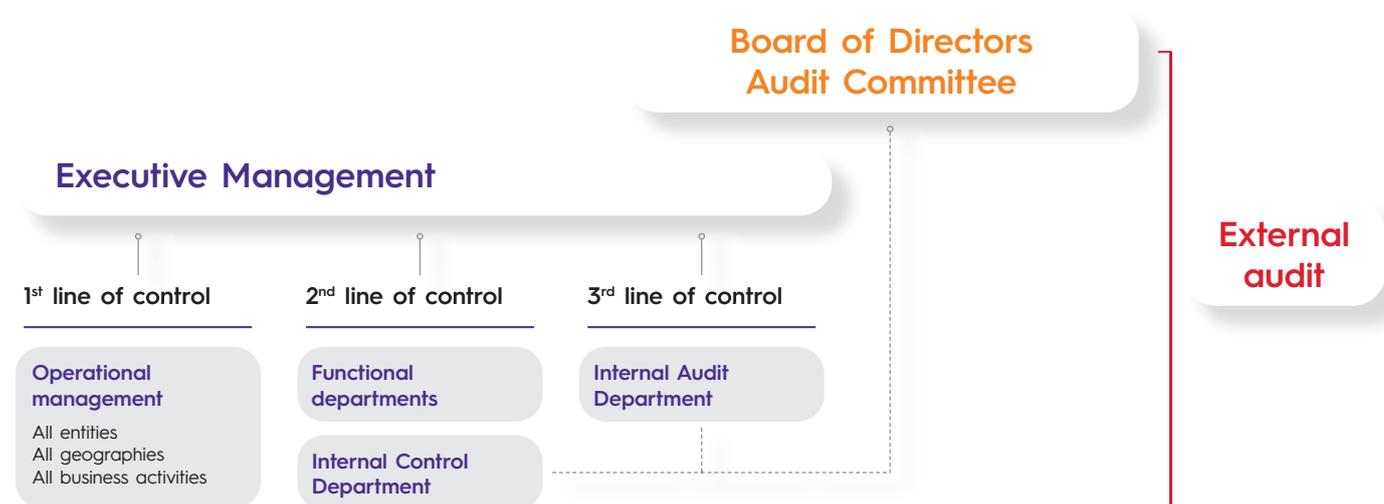
	Date of GM and resolution	Expiry date	Authorised percentage	Authorised percentage for executive company officers	Use during the financial year
Free share award	24 May 2023 Resolution 19	38 months (August 2026)	1.1% ⁽¹⁾	0.055%	0.001% ⁽²⁾
Capital increase for employees enrolled in a company savings plan	24 May 2023 Resolution 20	26 months (July 2026)	2% ⁽¹⁾		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.

⁽²⁾ At its meeting of 26 October 2023, the Board of Directors allotted 2,880 rights to free performance shares to certain employees of a company affiliated with the Company, as defined in Article L. 225-197-2 of the French Commercial Code.

Risk management

Participants in internal control and risk management



Identification of the Group's main risks

The most material risks specific to Sopra Steria are set out below by category and in decreasing order of criticality (based on their probability of occurrence combined with the estimated severity of their impact), taking account of the mitigation measures already implemented. This presentation of residual risks is not intended to show all of Sopra Steria's risks.

The internal control system and risk management policies implemented by the Group aim to lower the probability of occurrence of these main risk factors and their potential impact on the Group.

Each of these risk management policies is described in detail in the "Risk factors and internal control" chapter of the 2023 URD.

The table below shows the results of this assessment in terms of residual materiality on a scale of three levels, from most material (●●●) to least material (●).

Risks related to strategy and external factors	Risks related to operational activities	Risks related to human resources	Risks related to regulatory requirements
<ul style="list-style-type: none"> Ability to offer appropriate, adapted solutions ●●● Acquisitions ●● Loss of business from a major client or vertical ● Attacks on reputation ● 	<ul style="list-style-type: none"> Repercussions of major external crises ●●● Cybersecurity, protection of systems and data ●● Pre-sales and delivery of managed/operated projects and services ●● 	<ul style="list-style-type: none"> Attracting talent - SNFP* ●● Development of skills and retention of key personnel - SNFP* ●● 	<ul style="list-style-type: none"> Compliance - SNFP* ●

SNFP* This risk also relates to the regulatory requirements set out in Articles L. 225-102-1 III and R. 225-105 of the French Commercial Code, which cover the Company's Statement of Non-Financial Performance

See Chapter 2 of the 2023 URD for more information

3. Draft resolutions submitted to the Shareholders' Meeting

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Summary of resolutions

1.1. Ordinary General Meeting

1.1.1 APPROVAL OF THE PARENT COMPANY AND CONSOLIDATED FINANCIAL STATEMENTS OF SOPRA STERIA GROUP, GRANTING OF FINAL DISCHARGE TO THE BOARD OF DIRECTORS AND APPROPRIATION OF EARNINGS (RESOLUTIONS 1 TO 4)

The Board of Directors submits for your approval:

- the parent company financial statements (Resolution 1) of Sopra Steria Group for the year ended 31 December 2023, showing net profit of €31,709,252.57 and proposes that it be discharged from its management duties for the year ended 31 December 2023 (Resolution 2);
- the consolidated financial statements (Resolution 3) of Sopra Steria Group for the year ended 31 December 2023, showing net profit attributable to the Group of €183,658,812;
- the list of non-deductible expenses totalling €790,639 and the corresponding tax charge (Resolution 1). These expenses consist of rental or lease payments and depreciation in respect of the Company's vehicle fleet.

The Statutory Auditors' reports on the parent company financial statements and the consolidated financial statements of Sopra Steria Group are presented respectively in Chapter 6 and Chapter 5 of the Universal Registration Document of the Company for the financial year ended 31 December 2023.

The Board of Directors proposes that a dividend per share of €4.65 be distributed (versus €4.30 in 2022), i.e. a total amount of €95,546,809.65 (Resolution 4), it being understood that this amount will include the distribution of the entire profit available for distribution for the financial year, i.e. €31,888,682.97, as well as a deduction of additional amounts from discretionary reserves totalling €63,658,126.68. The proposed dividend payment amounts to 35% of net profit attributable to the Group, excluding the non-cash €89 million non-recurring impairment charge on Sopra Banking Software assets.

This amount would be adjusted in the event of a change in the number of shares with dividend rights, it being understood that treasury shares confer no entitlement to dividend rights.

In accordance with tax regulations in force, when paid to individual shareholders with tax residence in France, this dividend distribution is subject to mandatory lump-sum withholding at the rate of 30% (while remaining subject to income tax reporting requirements – *non libératoire*), in respect of income tax (12.8%) and social security contributions (17.2%).

When filing their income tax return, shareholders may opt either to maintain the withholding amount as indicated on the return or to have this dividend taxed instead at the progressive income tax rate (as an overall taxpayer option for all income subject to lump-sum withholding), after deducting the withholding amount already paid and after applying relief equal to 40% of the gross amount received (Article 158, 3. 2° of the French General Tax Code), and the deduction of a portion of the CSG (6.8%).

The ex-dividend date would be 28 May 2024, before the market opens. The dividend will be payable as from 30 May 2024.

1.1.2. COMPENSATION OF COMPANY OFFICERS (RESOLUTIONS 5 TO 11)

The compensation policy for company officers, which was decided on by the Board of Directors on the recommendation of the Compensation Committee, is set out in Chapter 3 of the Company's Universal Registration Document for the financial year ended 31 December 2023.

- **Under Resolution 5** and in accordance with the provisions of Section I of Article L. 22-10-34 of the French Commercial Code, you are asked to approve the disclosures relating to the compensation of company officers mentioned in Section I of Article L. 22-10-9 of the French Commercial Code.
- **Under Resolutions 6 and 7** and in accordance with the provisions of Section II of Article L. 22-10-34 of the French Commercial Code, you are kindly asked to approve 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 the executive company officers, namely Pierre Pasquier, in his capacity as Chairman of the Board of Directors, and Cyril Malargé, in his capacity as Chief Executive Officer. These details are disclosed in the report on corporate governance prepared by the Board of Directors in accordance with Article L. 22-10-34 of the French Commercial Code. They are in line with the compensation policy approved by the shareholders at the General Meeting on 24 May 2023. Pursuant to Section II of Article L. 22-10-34 of the French Commercial Code, the payment to Cyril Malargé of the variable components of his compensation in respect of financial year 2023 is contingent upon shareholder approval at the General Meeting of the items of compensation attributable to him.
- **Under Resolutions 8, 9 and 10** and in accordance with the provisions of Article L. 22-10-8 of the French Commercial Code, you are kindly asked to approve the compensation policies applicable respectively to the Chairman of the Board of Directors (Resolution 8), the Chief Executive Officer (Resolution 9) and the members of the Board of Directors (Resolution 10). The compensation policy defined for the Chief Executive Officer would be applicable in the event of the appointment of a Deputy CEO. These compensation policies were unchanged from those approved at the General Meeting of 24 May 2023.
- **Under Resolution 11**, you are asked to set the total annual amount of compensation to be awarded to Directors for their service, as referred to in Article L. 225-45 of the French Commercial Code, at €700,000, which remains unchanged since the figure was approved by the General Meeting of 24 May 2023. It is agreed that this amount shall be divided up in full in accordance with the compensation policy (pursuant to Article L. 22-10-14 of the French Commercial Code) set out in Section 2, "Compensation policy" of Chapter 3 of this Universal Registration Document.

1.1.3. RENEWAL OF DIRECTORS' TERMS OF OFFICE (RESOLUTIONS 12 TO 16)

Six Directors' terms of office are due to expire at the close of the General Meeting of 21 May 2024. The terms of office in question are those of Pierre Pasquier, Éric Pasquier, Sopra GMT, Éric Hayat, Jean-Luc Placet and Marie-Hélène Rigal-Drogerys. On the recommendation of the Nomination, Governance, Ethics and Corporate Responsibility Committee, the Board of Directors proposes that:

- Pierre Pasquier be reappointed as a Director for a term of office of four years (Resolution 12);
- Éric Pasquier be reappointed as a Director for a term of office of four years (Resolution 13);
- Sopra GMT, represented by Kathleen Clark in this capacity, be reappointed as a Director of the Company for a term of office of four years (Resolution 14);
- Éric Hayat be reappointed as a Director for a term of office of four years (Resolution 15);
- Marie-Hélène Rigal-Drogerys be reappointed as a Director for a term of office of two years (Resolution 16).

In accordance with the option set out in the Articles of Association to provide for a term of office of less than four years in the event of a first appointment on or after 9 June 2020, Marie-Hélène Rigal-Drogerys would be reappointed for a term of office of two years, after which she may no longer be considered independent within the meaning of the AFEP-MEDEF Code. The other Directors' terms of office would be renewed for four years, in accordance with the Articles of Association.

The Board of Directors has decided not to propose the reappointment of Jean-Luc Placet, who no longer meets the independence criteria set out in the AFEP-MEDEF Code, as Mr. Placet's first term of office dates back to 2012. The Board of Directors unanimously thanked and recognised Jean-Luc Placet for his contribution to its work.

Each of the Directors contributes to the diversity necessary to the proper functioning of the Board of Directors and the quality of its discussions. The key competencies represented by the Directors whose terms of office are up for renewal are set out in the table below. Proposed reappointments to the Board of Directors also take into account the need for representation of the Company's main shareholder, with the reappointment of Pierre Pasquier and Éric Pasquier, and of Sopra GMT, represented by Kathleen Clark.

Expertise	Expertise in consulting, digital services, software development, ability to promote innovation	Knowledge of one of the Group's main vertical markets	Entrepreneurial experience	CEO of a major group	Finance, risk management and control	CSR – Human resources and labour relations	CSR – Environmental and social issues	International teams and organisations	Knowledge of Axway Software	Operational experience within Sopra Steria Group	Representation of the main shareholder
Pierre Pasquier	✓	✓	✓	✓	✓	✓		✓	✓	✓	
Éric Pasquier	✓	✓		✓	✓	✓		✓	✓	✓	
Sopra GMT, represented by Kathleen Clark	✓	✓	✓	✓		✓	✓	✓	✓	✓	✓
Éric Hayat	✓						✓	✓		✓	
Marie-Hélène Rigal-Drogerys	✓				✓		✓		✓		

The biographies of Pierre Pasquier, Éric Pasquier, Éric Hayat, Kathleen Clark and Marie-Hélène Rigal-Drogerys are presented in Chapter 3, Section 1.2.8 of the Company's Universal Registration Document for the financial year ended 31 December 2023.

PIERRE PASQUIERNumber of shares in the Company owned personally:
108,113 ⁽¹⁾**Chairman of the Board of Directors**

- Member of the Nomination, Governance, Ethics and Corporate Responsibility Committee

Business address:

Sopra Steria Group
6 avenue Kléber
75116 Paris – France

Nationality: French**Age:** 88**Date of first appointment:** 1968 (date Sopra was founded)**Date term of office ends:** General Meeting to approve the financial statements for the year ended 31/12/2023**Term of office proposed for renewal for 4 years**

Main positions and appointments currently held	Appointments		
	Outside the Group	Outside France	Listed company
Chairman of the Board of Directors of Sopra Steria Group			✓
Chairman of the Board of Directors of Axway Software	✓		✓
Chairman and CEO of Sopra GMT	✓		
Executive company officer, Director or permanent representative of Sopra GMT at Sopra Steria Group subsidiaries (direct and indirect)			
Company officer of direct and indirect subsidiaries of Axway Software			

Autres mandats et fonctions exercés au cours des cinq dernières années

- Sans objet

Biography

Pierre Pasquier has more than 50 years' experience in digital services and management of an international business. He and his associates founded Sopra Group in 1968, and he chairs the Board of Directors.

After graduating in mathematics from the University of Rennes, Pierre Pasquier began his career at Bull before focusing on starting up Sogeti, which he left to found Sopra. Recognised as a pioneer in the sector, he has always affirmed the entrepreneurial spirit of the company, which aims to serve key account clients by drawing on innovation and shared success.

Pierre Pasquier oversaw Sopra's expansion in its vertical markets and internationally. The 1990 IPO, successive growth phases and the transformational 2014 tie-up with Groupe Steria have secured the company's independence in a changing market.

In 2011, Pierre Pasquier oversaw the IPO of subsidiary Axway Software, whose Board of Directors he continues to chair.

Pierre Pasquier served as Chairman and Chief Executive Officer of Sopra Group until 20 August 2012. Since then, the roles of Chairman and CEO have been separated.

Pierre Pasquier is also Chairman and Chief Executive Officer of Sopra GMT, the holding company for Sopra Steria Group and Axway Software.

(1) The Pasquier family group holds 68.5% 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 7, Section 2 ("Share ownership structure"), on page 319 of the Sopra Steria 2023 Universal Registration Document).

100%

Average attendance rate
of the Board of Directors
since 2018

100%

Average attendance rate
of the Nomination, Governance,
Ethics and Corporate
Responsibility Committee
since 2018

ÉRIC PASQUIERNumber of shares in the Company owned personally:
4,366 ⁽¹⁾**Vice-Chairman of the Board of Directors**

- Member of the Audit Committee

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

Nationality: French**Age:** 52**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**Term of office proposed for renewal for 4 years****Appointments****Main positions and appointments currently held**

- Head of Strategy, Sopra Steria Group
- Managing Director and member of the Board of Directors of Sopra GMT
- Chairman and CEO of Sopra GMT
- Chairman of the Board of Directors of Sopra Banking Software
- Company officer of direct and indirect subsidiaries of Sopra Steria Group

Outside the Group**Outside France****Listed company****Other directorships and offices held during the last five years**

- Not applicable

Biography

Éric Pasquier, Head of Strategy, has been with the Group for over 20 years. He is also Vice-Chairman of Sopra Steria Group's Board of Directors and Managing Director of Sopra GMT, the holding company for Sopra Steria Group and Axway Software.

After graduating from the EPITA IT engineering school, Éric Pasquier began his career in 1996 at the Altran group, where he managed IT projects on behalf of several key account customers.

He joined Sopra in 1999, where he began to broaden his experience in the operational management of major projects, notably in telecommunications. With telecommunications undergoing rapid change at the dawn of the new millennium, Éric Pasquier gained key experience at this time.

In 2004, Éric Pasquier was given responsibility for setting up the Group's first nearshore industrial service centre in Spain and thus acquired experience in the coordination of multi-country operations, in this case involving Spain and France.

He was named CEO of Sopra's Spanish subsidiary in 2008. Thanks to his managerial skills and guided by his long-term vision, this subsidiary was able to deliver strong growth and withstand the 2008/2009 financial crisis, despite having many banking clients. The subsidiary subsequently recovered to deliver strong financial performance in the early 2010s.

Éric Pasquier returned to France in 2014 to serve as Deputy CEO of Sopra Banking Software and became its Chief Executive Officer in 2016. In this position, he guided many financial players in Europe, the Middle East and Africa through their digital transformation. He oversaw Sopra Banking Software's corporate plan in both specialist financing and retail banking. Following this, he was appointed as head of the Software division for the entire Group, coordinating the activities of Sopra Banking Software, Sopra HR Software and Sopra Steria's Real Estate line.

In carrying out his various responsibilities, he draws on his wealth of experience in the field and his particular focus on human resources, qualities he has brought to his work as a member of Sopra Steria's Board of Directors since 2014.

(1) The Pasquier family group holds 68.5% 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 7, Section 2 ("Share ownership structure"), on page 319 of the Sopra Steria 2023 Universal Registration Document).

100%

**Average attendance rate
of the Board of Directors
since 2018**

94%

**Average attendance rate
of the Compensation Committee
since 2018**

SOPRA GMT**KATHLEEN CLARK**

Number of shares in the Company owned personally:
4,035,669

Permanent representative of Sopra GMT

- Chairwoman of the Nomination, Governance, Ethics and Corporate Responsibility Committee
- Member of the Compensation Committee

Business address:

Sopra Steria Group
6 avenue Kléber
75116 Paris – France

Nationality: American and French **Age:** 56

Date of first Sopra GMT appointment: 27/06/2014

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

Term of office proposed for renewal for 4 years

Main positions and appointments currently held	Appointments		
	Outside the Group	Outside France	Listed company
■ Director of Corporate Development of Sopra Steria Group			
■ Vice-Chairwoman 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)			
Other directorships and offices held during the last five years			
■ Not applicable			

Biography

Kathleen Clark has worked at Sopra Steria Group for over 25 years. She is currently Director of Corporate Development.

After graduating with a Master's degree in arts and literature from the University of California (Irvine), she began her career in teaching in the United States. In 1998, she left Silicon Valley for France, where she joined Sopra's Communications Department. She served as Director of Investor Relations from 2002 to 2015. In that role, she forged solid relationships between the Group's executive bodies and a range of increasingly international shareholders.

Kathleen Clark was also involved in the successful spin-off of Axway, which generates half of its revenue in the United States. She joined Axway's Board of Directors in 2011 and has served as its Deputy Chairman since 2013. This role therefore promotes strategic harmonisation between the two groups.

As Deputy Director of Sopra GMT since 2012, she made a significant contribution to the success of the merger between Sopra and Steria in 2014. In 2015, she was appointed Director of Corporate Development for the new Group, where she oversees acquisition opportunities to complement the business portfolio in line with the Group's strategy. She is also involved in a number of the Group's corporate initiatives, in particular those addressing issues of fairness, anti-corruption measures, ethics and employee share ownership.

Kathleen Clark was first appointed to the Board of Directors in 2012. She was named as the permanent representative of Sopra GMT in 2014 and has chaired the Nomination, Governance, Ethics and Corporate Responsibility Committee ever since. In this role, her long experience within the Group and its governing bodies, her knowledge of the financial markets, her commitment to social and societal issues and her communication skills all contribute to the sound governance of Sopra Steria.

100%

Average attendance rate
of the Board of Directors
since 2018

100%

Average attendance rate
of the Compensation Committee
since 2018

100%

Average attendance rate
of the Nomination, Governance,
Ethics and Corporate
Responsibility Committee
since 2018

ÉRIC HAYATNumber of shares in the Company
owned personally: **37,068****Vice-Chairman of the Board of Directors**

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

Business address:
Sopra Steria Group
6 avenue Kléber
75116 Paris – France

Nationality: French**Age:** 82**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**Term of office proposed for renewal for 4 years****Appointments****Main positions and appointments currently held**

- | | Outside the Group | Outside France | Listed company |
|---|-------------------|----------------|----------------|
| ■ President of Éric Hayat Conseil | ✓ | | |
| ■ Chairman of the public interest group Modernisation des Déclarations Sociales (MDS GIP) | ✓ | | |

Other directorships and offices held during the last five years

- Not applicable

Biography

Éric Hayat has been Vice-Chairman of the Board of Directors of Sopra Steria Group since 2014. He co-founded Groupe Steria in 1969 and served as its Deputy Chief Executive Officer. He was the group's Chairman at the time of the tie-up with Sopra in 2014.

A graduate in engineering from the École Nationale Supérieure de l'Aéronautique, Mr Hayat is a seasoned professional in the digital world. He contributed to the expansion of Groupe Steria both internationally and in a wide range of vertical markets, notably in the public sector. In 2014, Groupe Steria generated three quarters of its revenue outside France.

Alongside his professional career, Éric Hayat is recognised for his commitment to representing the digital sector. As Chairman of the Syntec Informatique employers' organisation from 1991 to 1997 and of Fédération Syntec from 1997 to 2003, he led key projects such as the implementation of the collective bargaining agreement and the 35-hour working week.

As a member of the Executive Committee of MEDEF from 1997 to 2005, Éric Hayat chaired the committee tasked with negotiating the R&D tax credit.

He has served as Chairman of the French public interest group for the "Modernisation of Payroll Reporting" since 2000. In this capacity, he brings together public sector bodies, collective pension organisations, chartered accountants and software vendors to boost the digital transformation of social protection. As an example, the group contributed to the success of France's new pay-as-you-earn tax system. Through his close working relationships with a wide range of stakeholders, Éric Hayat is a Vice-Chairman particularly focused on current far-reaching changes affecting society.

100%

Average attendance rate
of the Board of Directors
since 2018

98%

Average attendance rate
of the Compensation Committee
since 2018

100%

Average attendance rate
of the Nomination, Governance,
Ethics and Corporate
Responsibility Committee
since 2018

MARIE-HÉLÈNE RIGAL-DROGERYSNumber of shares in the Company owned personally: **100****Independent Director**

- Chairwoman of the Audit Committee

Business address:

Sopra Steria Group
6, avenue Kleber
75116 Paris – France

Nationality: French**Age :** 53**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**Term of office proposed for renewal for 2 years**

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

Biography

A trained scientist, Marie-Hélène Rigal-Drogerys has a sound understanding of the world of higher education, research and innovation, and of the public sector more generally, which she combines with an operational and executive approach to strategy and organisation.

Marie-Hélène Rigal-Drogerys has a PhD in mathematics and a DEA postgraduate degree in theoretical physics. She began her career as a lecturer and researcher at the University of Montpellier and subsequently at the École Normale Supérieure de Lyon. In 1998, she moved into the world of financial audit. In this field, she worked for key accounts in industry, services and the public sector and faced new and specific challenges. As a Senior Manager with the Mazars Group, she managed the financial audit of Sopra until 2008.

She then moved into consulting, joining Ask-Partners as a Consulting Partner and subsequently serving as Adviser to the President at Ecole Normale Supérieure de Lyon. She recently joined Grant Thornton's Sustainable Transformation team as a Director, with particular responsibility for development in Lyon and the Grand Est region of eastern France. Whether internally or externally, since 2009 she has been helping businesses and organisations transition to new models within fast-changing ecosystems.

In her role as Chairwoman of Sopra Steria's Audit Committee, Marie-Hélène Rigal-Drogerys strives to integrate the strategic, business and human dimensions, while maintaining a constant focus on taking into the account the far-reaching transformation the Group is currently undergoing.

She also draws on these skills as a Director of Axway Software and a member of the Audit Committee, and as Vice-Chairwoman of Chapter Zero France, a climate forum for business leaders.

100%

Average attendance rate
of the Board of Directors
since 2018

100%

Average attendance rate
of the Audit Committee
since 2018

1.1.4. APPOINTMENT OF KPMG S.A. AS JOINT STATUTORY AUDITOR (RESOLUTION 17)

Mazars' term of office will expire at the close of the General Meeting on 21 May 2024, with no option for renewal, due to the rotation requirement imposed by Article L. 821-34 of the French Commercial Code.

In view of this, the Audit Committee monitored, in accordance with the provisions of Article 16 of EU Regulation n° 537/2014, a selection process implemented from October 2022 to January 2023 by the Company's Finance Department, a point of contact for candidates, ensuring their equal access to available information for drafting their bids.

The purpose of the agreed calendar was to allow the chosen firm to implement all decisions within its network needed to ensure its independence and to allow the other firms to pursue potential business with the Group, thus broadening the choice of candidates.

The selection process began with a call for applications from five firms based in the countries where the Group operates.

One firm preferred to pursue its business dealings with the Group and declined its invitation. The other four firms have confirmed their interest in the appointment and responded to the tender.

The tender process was monitored by an evaluation committee comprised of six members, including three representing the Group Finance Department, two representing the Purchasing Department and one representing the Sopra GMT holding company. The role of this committee was to provide the Audit Committee with objective selection criteria, to encourage candidates to clarify and improve the content of their proposals and to present a comparison of the final bids to the Committee.

The Audit Committee consulted with the candidates who submitted the three best bids. After considering the Company's input and the assessments of the industry regulatory authority, the Audit Committee independently discussed and ranked the candidates without the presence of the Company's representatives. At the Board meeting on 26 January 2023, it presented two possible choices and the reasons supporting its recommendation.

After deliberation, the Board of Directors unanimously voted to propose the appointment of KPMG S.A. as the Company's joint statutory auditor at the General Meeting of 21 May 2024, in accordance with the recommendations of the Audit Committee.

Pursuant to Resolution 17, the Board of Directors proposes that you appoint KPMG S.A. as the Company's Statutory Auditor for a term of six financial years ending at the close of the General Meeting to be called to approve the financial statements for the year ending 31 December 2029.

1.1.5. APPOINTMENT OF ACA NEXIA AND CABINET DE SAINT FRONT AS JOINT SUSTAINABILITY AUDITORS (RESOLUTIONS 18 AND 19)

Pursuant to Order 2023-1142 of 6 December 2023 transposing into French law Directive (EU) 2022/2464 of 14 December 2022 on corporate sustainability reporting (known as the Corporate Sustainability Reporting Directive or CSRD), the Company shall be required, starting in 2025, in respect of financial year 2024, to publish a sustainability report on environmental, social and governance matters, the information in which must be verified by one or more statutory auditors or independent third parties, and a certification report must be issued.

An Evaluation Committee was therefore formed, consisting of business line representatives from the Sustainable Development team (Director, Deputy Director, Head of the Environment Unit, Head of the Social Unit, Head of Regulatory Reporting), the Finance Department, the Internal Control Department and the Purchasing Department as well as a representative of Sopra GMT, the holding company that manages and controls the Group.

A number of organisations were invited to apply on the basis of recommendations obtained from the sustainable development and finance departments of major listed groups. The Statutory Auditors were also invited to take part in the consultation. A number of the organisations contacted declined to participate in the consultation for reasons relating to the independence requirement.

Ultimately, four organisations submitted offers to the Evaluation Committee.

A technical scorecard consisting of 53 questions was drawn up, supplemented by a financial scorecard. The Evaluation Committee reported on its work and its conclusions to the Audit Committee, which met with representatives from the two finalist firms. The Audit Committee, like the Company, took the view that a joint audit would be likely to produce more reliable findings and capitalise on complementary areas of expertise.

Indeed, as an *entreprise à mission* (a company with a stated social and environmental purpose) and an independent third party certified by COFRAC (Comité Français d'Accréditation), Cabinet de Saint Front encourages firms to put social engagement at the heart of their strategy. It was chosen for its expertise and its commitment to the selection process as well as the pioneering nature of its work on sustainability audits.

ACA Nexia is a leading audit and consulting firm that is already tasked with auditing Sopra Steria Group's financial statements. This means it has extensive and detailed knowledge of the Group's business. It also has offices in the various countries in which Sopra Steria Group operates. Having operated as an independent third party since 2015, the firm has a dedicated, skilled audit team with experience in environmental, social and governance matters.

Consequently, pursuant to Articles L. 821-40 et seq. and L. 822-16 et seq. of the French Commercial Code, the Board of Directors, on the recommendation of the Audit Committee, asks the shareholders at the General Meeting to appoint ACA Nexia and Cabinet de Saint Front as Joint Sustainability Auditors for a term of three financial years ending at the close of the General Meeting to be called to approve the financial statements for the year ending 31 December 2026.

1.1.6. BUYBACK BY SOPRA STERIA GROUP OF ITS OWN SHARES (RESOLUTION 20)

You are asked to renew the authorisation granted to the Board of Directors at the General Meeting of 24 May 2023 permitting the Company to buy back its own shares, in accordance with applicable laws and regulations (Articles L. 22-10-62 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 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 €300; 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 option plans and/or free share plans (or similar plan) as well as any allotments of shares under a company or Group savings plan (or similar plan) in connection with a profit-sharing mechanism, and/or any 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 21 submitted for approval at the General Meeting of 21 May 2024, if it is approved;
- to implement any market practice that would come to be accepted by the AMF, and in general, to perform any operation that complies with regulations in force.

The Board of Directors would have full powers, with the option to subdelegate these powers, to implement this authorisation and decide on the arrangements, under the conditions and within the limits set by law.

This authorisation would supersede the previous authorisation given at the General Meeting of 24 May 2023 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 Section 8 of Chapter 7, "Share ownership structure", of the Company's Universal Registration Document for the financial year ended 31 December 2023.

1.2. Extraordinary General Meeting

1.2.1 POTENTIAL RETIREMENT OF TREASURY SHARES (RESOLUTION 21)

You are asked to authorise the Board of Directors, for a period of 26 months from the General Meeting, to i) retire some or all of the Company's shares acquired pursuant to all authorisations granted for such purpose to the Board of Directors, and ii) to reduce the share capital accordingly. In accordance with the law, no more than 10% of the shares making up the Company's share capital may be cancelled in any 24-month period.

This authorisation would replace and supersede the previous authorisation granted at the General Meeting on 1 June 2022.

1.2.2. FINANCIAL DELEGATIONS GRANTED TO THE BOARD OF DIRECTORS (RESOLUTIONS 22 TO 31)

Section 12, "Authorisations to issue securities granted to the Board of Directors at the Combined General Meetings of 1 June 2022 and 24 May 2023" in Chapter 7 of the Company's Universal Registration Document for the financial year ended 31 December 2023, sets out all currently valid delegations and the extent to which they were used by the Board of Directors in financial year 2023.

Shareholders are reminded that the delegations of authority given to the Board of Directors with respect to Resolutions 22 to 31 to decide to increase the share capital may not be used during a public tender offer for the Company's share capital, except with the prior authorisation of the General Meeting.

Shareholders voting on resolutions at the General Meeting should note that the Board of Directors would have full powers, under Resolutions 22 to 31, as provided and within the limits established by law, with the ability to sub-delegate these powers, to implement the delegations of authority and authorisations approved at the General Meeting, and in particular to set the terms and conditions for capital increases and, in general, to complete all legal formalities, execute all legal instruments, take all decisions and enter into all agreements useful or necessary to successfully carry out the planned issues, and amend the Articles of Association accordingly.

1.2.2.1. Capital increases through the issue of shares and/or short-term investment securities, with or without pre-emptive subscription rights for existing shareholders (Resolutions 22 to 28)

a. Share capital increases other than as consideration for in-kind contributions (Resolutions 22 to 26)

Resolution 22 would authorise one or more capital increases for existing shareholders with pre-emptive rights for shareholders.

Resolutions 23 and 24 would open up the Company's share capital to new shareholders (without pre-emptive subscription rights for existing shareholders) by means of a public offering or to qualified investors or a restricted group of investors (public offering referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code).

Even so, should Resolution 23 be used, the Board of Directors would have the option of introducing a priority right for shareholders.

The issue price to be decided in accordance with Resolutions 23 and 24 would be at least equal to the minimum required by law and regulations applicable at the time the Board of Directors implements the delegation. As an indication, the current maximum discount authorised is 10%.

The Board of Directors may – without exceeding the upper limit of 10% of the shares making up the share capital – set the issue price that would most adequately reflect market conditions at the time of issuance (Resolution 25), which must be at least equal to the lowest of the following (which may be subject to the maximum discount authorised in each of the four cases):

- (i) the average volume-weighted share price on the regulated market of Euronext Paris over a maximum period of six months preceding the beginning of the offering period;
- (ii) the average volume-weighted share price on the regulated market of Euronext Paris for the trading day preceding the beginning of the offering period;
- (iii) the average volume-weighted share price on the regulated market of Euronext Paris calculated for the day on which the issue price is set; or
- (iv) the last known closing share price of the share before the beginning of the offering period.

Resolution 26 delegates authority to the Board of Directors, on terms and conditions identical to the original issue, to increase the number of shares to be issued in the event that subscription demand outstrips supply for each issue, with (Resolution 22) or without (Resolutions 23 and 24) pre-emptive subscription rights for existing shareholders (overallotment option).

These delegations of authority would be granted for a period of twenty-six months and would replace and supersede the previous delegations with the same purpose granted at the General Meeting of 1 June 2022.

b. Capital increases as consideration for in-kind contributions (Resolutions 27 and 28)

The delegations of authority provided for in Resolutions 27 and 28 would allow the Board of Directors to decide to carry out capital increases, without pre-emptive rights for shareholders, in consideration for contributions in kind or under a public exchange offer.

The Board of Directors' ability to do so would, nonetheless, be capped at:

- 10% of the share capital (statutory limit) for the purpose of providing consideration for contributions in kind (Resolution 27);
- 10% of the share capital in consideration for contributions of shares in a company whose shares are admitted to trading on a regulated market in connection with a public exchange offer (Resolution 28).

These delegations of authority would be granted for a period of twenty-six months and would replace and supersede the previous delegations with the same purpose granted at the General Meeting of 1 June 2022

c. Upper limits on issues giving access to the share capital (Resolutions 22 to 28)

The capital increases would be subject to the following upper limits:

- 50% of the share capital, when the transaction involves, immediately or in the future, an issue of Sopra Steria Group shares [Limit A1], together with a sub-limit of 10% of the share capital for capital increases without pre-emptive subscription rights or without a priority right for shareholders [Sub-limit A2], with Sub-limit A2 raised to 20% of the share capital in the event that a priority right is implemented;
- €3 billion if the transaction involves an issue of debt securities (DS) carrying entitlement in the future to Sopra Steria Group shares [Limit DS].

The various limits are summarised in the table below:

Resolutions

<p>"Limit A1" of 50% of the share capital on the date of issue (Resolution 22)</p>	<p>"Sub-limit A2" of 10% of the share capital on the date of issue, raised to 20% if a priority right is implemented (Resolution 23)</p>	Increase in the share capital with pre-emptive subscription rights for existing shareholders (Resolution 22)	
		Increase in the share capital without pre-emptive subscription rights for existing shareholders through a public offering other than those falling under paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code, with or without priority rights (Resolution 23)	<p>Overallotment option (Resolution 26), limited to 15% of the initial issue</p>
		Increase in the share capital without pre-emptive subscription rights for existing shareholders through a private placement falling under paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code (Resolution 24), limited to 10% of the share capital	
		Issues without pre-emptive subscription rights for existing shareholders in consideration for contributions in kind (Resolution 27)	
		Issues without pre-emptive subscription rights for existing shareholders in consideration for shares tendered to a public exchange offer (Resolution 28)	NA

1.2.2.2. Sopra Steria Group share ownership programmes for employees and company officers (Resolutions 30 and 31)

In order to continue to share the benefits of Sopra Steria's growth and success with employees and company officers of the Company and the Group, the Board of Directors is therefore submitting the following proposals to the shareholders at the General Meeting for their approval:

- Resolution 30 to enable the Board of Directors to allot existing or new free shares;
- Resolution 31 to enable the Board of Directors to undertake one or more increases in the share capital reserved for employees belonging to one of the Group's company savings plans (in accordance with Article L. 225-180 of the French Commercial Code).

a. Allotment of free shares to employees and company officers (Resolution 30)

The Group seeks to put in place performance share plans whenever its financial performance allows. The characteristics of the latest such plan, set up on 24 May 2023, are as follows:

- For all recipients, the granting of shares is subject to the condition of continued employment at the end of the three-year vesting period. However, depending on the circumstances, this condition may be waived in whole or in part, in derogation of the foregoing and by exception (in practice fewer than 5% of departures);
- The performance condition is based on three criteria, equally weighted at 30% each: organic consolidated revenue growth, operating profit on business activity and consolidated free cash flow;
- Strict targets were set over the entire plan period (the year of allotment and the two following years). These targets were at least equal to any publicly disclosed guidance and, for targets expressed as a range, at least the minimum level of the guidance range disclosed. The average annual level of achievement of targets will determine the number of free shares to which recipients are entitled;
- An additional CSR condition, weighted at 10% of total vesting conditions, relates to the proportion of women in the Group's senior management positions.

The Chief Executive Officer is subject to the same rules as all the other recipients under these plans. Moreover, he will have to hold at least 50% of shares acquired under these plans throughout his term of office; and to undertake not to hedge any performance shares until the holding period has expired.

The Board of Directors therefore requests that the authorisation granted at the General Meeting of 24 May 2023 be renewed and the limit retained at 1.1% of the share capital; as a guide, this would equate to 226,024 shares on the basis of the current share capital.

Unless otherwise required by the situation at the time of the decision to award shares, the new plan would have the same features as the previous plans, it being specified that the allotted shares would be either existing shares (treasury shares), as was the case for all plans set up until now, or shares to be issued (new shares).

Should the Board of Directors choose to diverge from its prior practice, as set out above, at the time of any decision to implement such a plan, it shall justify the reasons for doing so in the Universal Registration Document.

In a context characterised by major uncertainties, the achievement of the ambitious medium-term targets set by the Group requires a very precise determination of targets and the relative weighting of each of the criteria. It should be noted that, in accordance with the law, decisions regarding this matter are taken entirely independently by the Board of Directors, taking into account the recommendations by the Compensation Committee, based on proposals made by the Chief Executive Officer. The Chief Executive Officer does not take part in the Board of Directors' discussions regarding this matter.

In accordance with the recommendations of the AFEP-MEDEF Code, free shares allotted to the Company's Chief Executive Officer would be limited to 5% of the maximum total number of free shares that may be awarded, i.e. 0.06% of the share capital. In exceptional cases, shares may be awarded to employees without being subject to any performance conditions, up to a maximum of 10% of the maximum total number of free shares that may be awarded, i.e. approximately 0.1% of the share capital.

In accordance with the compensation policy, the Chairman of the Board of Directors is not eligible for free share awards.

This authorisation would be granted for a period of thirty-eight months.

b. Capital increase reserved for employees enrolled in a company savings plan (Resolution 31)

You are asked to grant the Board of Directors a delegation of authority allowing it to issue shares and/or negotiable securities giving access to the Company's shares, without pre-emptive subscription rights.

This delegation of authority would be subject to an overall limit of 2% of the share capital and would be granted for a period of twenty-six months. It would supersede any unused portion of any previous delegation of powers having the same purpose.

1.2.2.3. Other capital increases (Resolution 29)

In Resolution 29, you are asked to authorise the Board of Directors to carry out one or more capital increases by capitalising reserves, additional paid-in capital or other amounts that may be capitalised, up to the amount of said reserves, additional paid-in capital or other amounts existing at the time of the capital increase.

This capital increase could be carried out either by issuing new shares which would be allocated to shareholders in proportion to their holding in the capital, or by increasing the par value of existing shares.

This authorisation would be granted for a period of twenty-six months and would supersede the authorisation for the same purpose granted on 1 June 2020.

1.2.3. AMENDMENTS TO THE ARTICLES OF ASSOCIATION (RESOLUTIONS 32 AND 33)

a. Amendment to Article 14 of the Articles of Association concerning the method of appointing Directors representing the employees (Resolution 32)

The Company's Articles of Association stipulate in Article 14, since being updated in 2014, that "The Directors representing the employees are appointed by the Company's Works Council after a call for nominations from within the Company and its French subsidiaries".

As a result of the developments within the Group and the organisation of its employee representative bodies, in particular since the establishment of a European Works Council in 2022, this method of appointing Directors representing employees is no longer in compliance with legal provisions.

Following the consultation of the Works Council, the Company opted for the following methods of appointment from the various options available under Article L. 225-27-1 of the French Commercial Code:

- the first Director representing the employees shall be appointed by the trade union that won the most votes in the first round of elections to the Works Councils of the Company and its direct and indirect subsidiaries having their registered offices in France;
- and the second Director representing the employees shall be appointed by the European Works Council.

When a vacancy for a Director representing the employees arises during their term of office, the Director chosen as an alternate under arrangements determined by the Company shall perform the duties for the remainder of the term of office of the individual previously serving in this position.

The Board of Directors therefore asks the shareholders to approve an amendment to points 2 and 3 of Article 14 of the Company's Articles of Association to reflect this (Resolution 32).

b. Amendment to Article 15 of the Articles of Association concerning the age limit for the Chairman of the Board of Directors (Resolution 33)

Under the Company's governance structure, the Chairman of the Board of Directors plays a predominant role in leading the Group's strategic decision-making. Since technology is disrupting the economic and competitive environment on a scale never seen before, based on this analysis the Group has embarked on a transformational project, and the sale of most of Sopra Banking Software's activities to Axway Software is part of the plan.

In this context of change, it is considered critical that Pierre Pasquier be able to continue to serve as Chairman of the Board of Directors. As a result, the proposal is to raise the age limit for serving as Chairman from 89 to 95. This amendment to the Articles of the Association will give the Board of Directors the leeway it needs to make the best decisions in the interest of the Group. As a reminder:

- the Board of Directors will not align the Chairman's term of office with that of his office as a Director (four years), but will instead limit it to two years;
- preparations for the transition of the Chairman of the Board of Directors continue, under the aegis of the Nomination, Governance, Ethics and Corporate Responsibility Committee;
- the Nomination, Governance, Ethics and Corporate Responsibility Committee conducts an annual review of the succession plan covering unforeseen vacancies in the positions of Chairman and/or Chief Executive Officer.

COMPARATIVE TABLE - AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Current wording

Article 14 - Board of Directors

2. Directors representing the employees

When the requirements laid down in paragraph I of Article L. 225-27-1 of the French Commercial Code are met, one or two Directors representing the employees sit on the Board of Directors in accordance with the provisions of paragraph II of Article L. 225-27-1 of the French Commercial Code.

The Directors representing the employees are appointed by the Company's Works Council after a call for nominations from within the Company and its French subsidiaries.

When a single seat is vacant, the successful candidate is chosen by a majority vote in a two-round ballot. When two seats are vacant, a list-based system of proportional representation with the greatest remainders and no voting-splitting is used.

New wording

2. Directors representing the employees

When the requirements laid down in paragraph I of Article L. 225-27-1 of the French Commercial Code are met, one or two Directors representing the employees sit on the Board of Directors in accordance with the provisions of paragraph II of Article L. 225-27-1 of the French Commercial Code.

The Directors representing the employees on the Board of Directors are appointed as follows:

2.1 the first of them is appointed by the trade union that won the most votes in the first round of the elections – referred to in Articles L. 2122-1 and L. 2122-4 of the French Labour Code – of the Company and its direct and indirect subsidiaries having their registered offices in France,

2.2 the second of them is appointed by the European Works Council.

When a vacancy for a Director representing the employees arises during their term of office, the Director chosen as an alternate under the arrangements set out in 2.1 and 2.2 performs the duties for the remainder of the term of office of the individual previously serving in this position.

Current wording

The Director or Directors representing the employees are not required to hold shares in the Company.

Further to the provisions set out in paragraph 2 of Article L. 225-29 of the French Commercial Code, should the Company body mentioned in these Articles of Association fail to nominate a Director representing the employees, the decisions of the Board of Directors shall still be deemed to be valid.

3. Term of office of Directors

Directors are appointed for a term of office of four years.

In the year of expiry, Directors' terms of office shall expire at the close of the Ordinary General Meeting convened to approve the financial statements for the previous financial year. They may be reappointed immediately.

By exception, upon their first appointment following the modification of the Articles of Association taking effect on 9 June 2020, Directors' terms of office appointed by the General Meeting may be set at 1, 2 or 3 years such that the renewal of directorships is staggered evenly from year to year.

Should one or more seats held by Board members appointed at the General Meeting become vacant between two General Meetings, with the exception of that held by the Director representing employee shareholders, the Board may make temporary appointments, in accordance with the requirements of Article L. 225-24 of the French Commercial Code. A Director appointed to replace another Director performs his/her duties for the remainder of the term of office of the individual previously serving in this position.

New wording

The Director or Directors representing the employees are not required to hold shares in the Company.

Further to the provisions set out in paragraph 2 of Article L. 225-29 of the French Commercial Code, should the Company body mentioned in these Articles of Association fail to nominate a Director representing the employees, the decisions of the Board of Directors shall still be deemed to be valid.

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Should one or more seats held by Board members appointed at the General Meeting become vacant between two General Meetings, with the exception of that held by the Director representing employee shareholders, the Board may make temporary appointments, in accordance with the requirements of Article L. 225-24 of the French Commercial Code. A Director appointed to replace another Director performs his/her duties for the remainder of the term of office of the individual previously serving in this position.

When a vacancy for a Director representing the employees arises during their term of office, the Director chosen as an alternate by the Company's Works Council performs the duties for the remainder of the term of office of the individual previously serving in this position.

When a vacancy for a Director representing the employees arises during their term of office, the Director chosen as an alternate under the arrangements set out in 2.1 and 2.2 performs the duties for the remainder of the term of office of the individual previously serving in this position.

Article 15 - Organisation of the Board Of Directors

The Board of Directors elects from among its members a Chairman, who must be a natural person in order for the appointment to be valid. The Board determines the Chairman's compensation. The Chairman shall be appointed for a term that may not exceed his/her term of office as Director. The Chairman may be reappointed. The Board may remove the Chairman from office at any time.

The Board of Directors elects from among its members a Chairman, who must be a natural person in order for the appointment to be valid. The Board determines the Chairman's compensation. The Chairman shall be appointed for a term that may not exceed his/her term of office as Director. The Chairman may be reappointed. The Board may remove the Chairman from office at any time.

No one over the age of eighty-nine may be appointed Chairman. If the Chairman in office exceeds this age, he/she shall automatically be deemed to have resigned.

No one over the age of ninety-five may be appointed Chairman. If the Chairman in office exceeds this age, he/she shall automatically be deemed to have resigned.

The Board may appoint one or two Vice-Chairmen from among the Directors.

The Board may appoint one or two Vice-Chairmen from among the Directors.

It can also appoint a secretary who need not be a Director or shareholder.

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In the event of the Chairman's absence, Board meetings shall be chaired by any person specifically delegated for this purpose by the Chairman. In the absence of this individual, the Board meeting shall be chaired by one of the Vice-Chairmen.

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Text of the resolutions

2.1. Requiring the approval of the Ordinary General Meeting

Resolution 1

Approval of the parent company financial statements for financial year 2023

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, and having reviewed the Board of Directors' reports and the Statutory Auditors' report, approve the parent company financial statements for the financial year ended 31 December 2023 as they were presented, which show a net profit of €31,709,252.57.

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 amount of expenses not deductible for income tax purposes, as defined in Article 39, item 4 of the French General Tax Code, which amounted to €790,639, and the corresponding tax expense of €204,183.

Resolution 2

Granting of final discharge to the Board of Directors

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, and having reviewed the Board of Directors' reports and the 2023 parent company financial statements, discharged the Board of Directors with regard to its management for the 2023 financial year.

Resolution 3

Approval of the consolidated financial statements for financial year 2023

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, and having reviewed the Board of Directors' reports and the Statutory Auditors' report, approve the consolidated financial statements for the financial year ended 31 December 2023, which show a consolidated net profit (attributable to the Group) of €183,658,812, as well as the transactions reflected in these consolidated financial statements and/or summarised in the reports.

Resolution 4

Appropriation of earnings for financial year 2023 and setting of the dividend

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, and having reviewed the Board of Directors' reports and the Statutory Auditors' report, note that the net profit available for distribution, determined as follows, stands at:

Profit for the year	€31,709,252.57
Transfer to the legal reserve	€—
Prior unappropriated retained earnings	€179,430.40
DISTRIBUTABLE PROFIT	€31,888,682.97

and resolve, after acknowledging the consolidated net profit attributable to the Group amounting to €183,658,812, to distribute a dividend of €95,546,809.65 :

Distributable profit	€31,888,682.97
Deduction from discretionary reserves	€63,658,126.68
Retained earnings	€—
DIVIDENDS (BASED ON A DIVIDEND PER SHARE OF €4.65)	€95,546,809.65

Individuals resident in France for tax purposes are subject to a single flat-rate tax of 30% on this dividend, unless they opt to have this income taxed at the progressive income tax rate. In the latter case, the entire amount thus distributed will be eligible for the 40% tax rebate resulting from the provisions of article 158, 3 2° of the French General Tax Code.

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

The ex-dividend date is 28 May 2024 and the dividend will be payable from 30 May 2024.

In the event of a change in the number of shares with dividend rights, the total amount of the dividend will be adjusted and the amount allocated to discretionary reserves will be determined on the basis of the total dividend amount actually distributed.

Dividends paid in respect of the past three financial years were as follows:

	2020	2021	2022
Dividend per share	€2.00	€3.20	€4.30
Number of dividend-bearing shares	20,539,743	20,527,488	20,511,261
Dividends paid*	€41,079,486.00	€65,687,961.60	€88,175,683.90

* Amount not including the portion of the dividend corresponding to treasury shares not paid out

Resolution 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**

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, in accordance with Section I of Article L. 22-10-34 of the French Commercial Code, and after having reviewed the report on corporate governance prepared by the Board of Directors, approve the disclosures stated in Section I of Article L. 22-10-9 of the French Commercial Code and as presented in the report.

Resolution 6**Approval of the fixed, variable and exceptional items of compensation making up the total compensation and benefits of any kind paid during financial year 2023 or allotted in respect of that period to Pierre Pasquier, Chairman of the Board of Directors**

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, in accordance with Section II of Article L. 22-10-34 of the French Commercial Code, and after having reviewed the report on corporate governance prepared by the Board of Directors, approve 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, and as presented in the report.

Resolution 7**Approval of the fixed, variable and exceptional items of compensation making up the total compensation and benefits of any kind paid during financial year 2023 or allotted in respect of that period to Cyril Malargé, Chief Executive Officer**

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, in accordance with Section II of Article L. 22-10-34 of the French Commercial Code, and after having reviewed the report on corporate governance prepared by the Board of Directors, approve 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, and as presented in the report.

Resolution 8**Approval of the compensation policy for the Chairman of the Board of Directors**

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, in accordance with Section II of Article L. 22-10-8 of the French Commercial Code, and after having reviewed the report on corporate governance prepared by the Board of Directors, approve the compensation policy for the Chairman of the Board of Directors for his term of office and as presented in the report.

Resolution 9**Approval of the compensation policy for the Chief Executive Officer**

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, in accordance with Section II of Article L. 22-10-8 of the French Commercial Code, and after having reviewed the report on corporate governance prepared by the Board of Directors, approve the compensation policy for the Chief Executive Officer for his term of office and as presented in the report.

Resolution 10**Approval of the compensation policy for Directors for their service**

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, in accordance with Section II of Article L. 22-10-8 of the French Commercial Code, and after having reviewed the report on corporate governance prepared by the Board of Directors, approve the compensation policy for Directors for their service and as presented in the report.

Resolution 11**Decision setting the total annual amount of compensation awarded to Directors for their service at €700,000**

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, resolve, pursuant to Article L. 225-45 of the French Commercial Code, to set the total annual amount of compensation awarded to Directors for their service, to be allocated by the Board, at €700,000.

Resolution 12**Reappointment of Pierre Pasquier as a Director for a term of office of four years**

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, note that the directorship of Pierre Pasquier will end at the close of this General Meeting and resolve, on the recommendation of the Board of Directors, to renew his directorship for a term of office of four years ending at the close of the General Meeting to be called to approve the financial statements for the year ending 31 December 2027.

Resolution 13**Reappointment of Éric Pasquier as a Director for a term of office of four years**

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, note that the directorship of Éric Pasquier will end at the close of this General Meeting and resolve, on the recommendation of the Board of Directors, to renew his directorship for a term of office of four years ending at the close of the General Meeting to be called to approve the financial statements for the year ending 31 December 2027.

Resolution 14**Reappointment of Sopra GMT as a Director for a term of office of four years**

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, note that the directorship of Sopra GMT, a French *société anonyme* with share capital of €7,432,432, whose registered office is in Annecy, France (74940), PAE Les Glaisins, Annecy-le-Vieux, registered in the Annecy Trade and Companies Register (RCS) under number 348 940 263, represented by Kathleen Clark in her capacity as a Director, will end at the close of this General Meeting, and resolve, on the recommendation of the Board of Directors, to renew its directorship for a term of office of four years ending at the close of the General Meeting to be called to approve the financial statements for the financial year ending 31 December 2027.

Resolution 15**Reappointment of Éric Hayat as a Director for a term of office of four years**

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, note that the directorship of Éric Hayat will end at the close of this General Meeting and resolve, on the recommendation of the Board of Directors, to renew his directorship for a term of office of four years ending at the close of the General Meeting to be called to approve the financial statements for the year ending 31 December 2027.

Resolution 16**Reappointment of Marie-Hélène Rigal-Drogerys as a Director for a term of office of two years**

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, note that the directorship of Marie-Hélène Rigal-Drogerys will end at the close of this General Meeting and resolve, on the recommendation of the Board of Directors, to renew her directorship for a term of office of two years ending at the close of the General Meeting to be called to approve the financial statements for the year ending 31 December 2025.

Resolution 17**Appointment of KPMG S.A. as Joint Statutory Auditor**

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, and having reviewed the Board of Directors' report, decided to appoint KPMG SA, a French *société anonyme* with share capital of €5,497,100, whose registered office is at 2 avenue Gambetta, 92066 Paris La Défense Cedex (France), registered in the Nanterre Trade and Companies Register (RCS) under number 775 726 417, as the Company's Joint Statutory Auditor for a term of six financial years ending at the close of the General Meeting to be called to approve the financial statements for the year ending 31 December 2029.

KPMG S.A. has indicated that it accepts these functions and that it is not affected by any incompatibility or prohibition likely to prevent its appointment.

Resolution 18**Appointment of ACA Nexia as Joint Sustainability Auditor**

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, and having reviewed the Board of Directors' report, pursuant to articles L. 821-40 et seq. of the French Commercial Code and article 38 of Ordinance no. 2023-1142 of 6 December 2023 derogating from the provisions of the first paragraph of article L. 821-44 of the same code, resolve to appoint ACA Nexia, a French *société par actions simplifiée* with share capital of €640,000, whose registered office is at 31 rue Henri Rochefort, 75017 Paris (France), registered in the Paris Trade and Companies Register (RCS) under number 331 057 406, as Joint Sustainability Auditor for a term of three financial years ending at the close of the General Meeting to be called to approve the financial statements for the year ending 31 December 2026.

ACA Nexia has indicated that it accepts these functions and that it is not affected by any incompatibility or prohibition likely to prevent its appointment.

Resolution 19**Appointment of Cabinet de Saint Front as Joint Sustainability Auditor**

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, and having reviewed the Board of Directors' report, pursuant to articles L. 822-16 et seq. of the French Commercial Code and article 38 of Ordinance no. 2023-1142 of 6 December 2023 derogating from the provisions of the first paragraph of article L. 822-20 of the same code, resolve to appoint Cabinet de Saint Front, a French *société par actions simplifiée* with share capital of €8,800, whose registered office is at 3 rue Brindejonc des Moulinais, 31500 Toulouse (France), registered in the Toulouse Trade and Companies Register (RCS) under number 494 642 978, as Joint Sustainability Auditor for a term of three financial years ending at the close of the General Meeting to be called to approve the financial statements for the year ending 31 December 2026.

Cabinet de Saint Front has indicated that it accepts these functions and that it is not affected by any incompatibility or prohibition likely to prevent its appointment.

Resolution 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**

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, and having reviewed the Board of Directors' report, in accordance with the provisions of Articles L. 22-10-62 et seq. of the French Commercial Code:

1. authorise the Board of Directors, except during a public tender offer for the Company's shares, to buy back shares in the Company or arrange to have shares in the Company bought back, on one or more occasions, up to a maximum of 10% of the total number of shares representing the Company's share capital at the time of the buyback;
2. approve the authorised transactions with the following limits: resolve that the funds set aside for share buybacks may not exceed, for guidance purposes and based on the share capital at 31 December 2023, €616,431,000, 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;

3. in the event that the Board makes use of this authorisation:

3.1. resolve that shares may be bought back for the following purposes:

3.1.1. 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,

3.1.2. to award, sell or transfer shares in the Company to employees and/or company officers of the Group, in order to cover share purchase option plans and/or free share plans (or similar plans) as well as any allotments of shares under a company or Group savings plan (or similar plan) in connection with a profit-sharing mechanism, and/or any other forms of share allotment to the Group's employees and/or company officers,

3.1.3. to retain the shares bought back (which shall not exceed 5% of the number of shares making up the Company's share capital at the time of the buyback), 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,

3.1.4. 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,

3.1.5. to retire shares bought back by reducing the share capital, pursuant to Resolution 21 submitted for approval at the General Meeting of 21 May 2024,

3.1.6. to implement any market practice that would come to be accepted by the AMF; and in general, to perform any operation that complies with regulations in force,

3.2. resolve that shares may be bought back by any means, such as on the stock market or over the counter, including block purchases or through the use of derivatives, at any time, subject to compliance with regulations in force;

4. resolve that the maximum price per share paid for shares bought back be set at €300, 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 will be adjusted proportionately;

5. 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;

6. set the duration of this authorisation for a period of 18 months with effect from the date of this General Meeting and acknowledge that this authorisation supersedes, in relation to the unused portion, any previous authorisation having the same purpose.

2.2. Requiring the approval of the Extraordinary General Meeting

Resolution 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

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Extraordinary General Meetings, and having reviewed the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of Article L. 22-10-62 of the French Commercial Code:

1. authorise the Board of Directors to retire, on one or several occasions, at its sole discretion, all or a portion of the treasury shares held by the Company bought back under any authorisation granted to the Board of Directors by the aforementioned article, up to a limit of 10% of the share capital assessed at the date of the retirement of shares over each 24-month period;
2. resolve to reduce the Company's share capital as a consequence of the retirement of these shares, to the extent decided, where applicable, by the Board of Directors under the aforementioned conditions;
3. grant all powers to the Board of Directors, including the ability to subdelegate these powers, in order to perform the transaction(s) authorised under this resolution, and in particular to charge against additional paid-in capital or other distributable reserves of its choosing the difference between the redemption value of the retired shares and their nominal value, amend the Articles of Association accordingly and carry out all legally required formalities;
4. set the duration of this authorisation for a period of 26 months with effect from the date of this General Meeting and acknowledge that this authorisation supersedes, in relation to the unused portion, any previous authorisation having the same purpose.

Resolution 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

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Extraordinary General Meetings, and having reviewed the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of Articles L. 225-129-2, L. 225-132 et seq., L. 22-10-49, L. 228-92 and L. 228-93 of the French Commercial Code:

1. delegate authority to the Board of Directors to decide, except during a public tender offer for the Company's shares, to increase the Company's share capital:
 - 1.1. to issue, on one or more occasions, in France and/or abroad:
 - 1.1.1. ordinary shares in the Company, or
 - 1.1.2. equity securities giving access to other equity securities either of the Company or of any company in which more than half of the share capital is held directly or indirectly by the Company (a "Subsidiary") and/or that confer the right to acquire debt securities issued by the Company or a Subsidiary, or
 - 1.1.3. debt securities giving access to equity securities to be issued by the Company or a Subsidiary, whether free of charge or for consideration,

- 1.2. ordinary shares may only be denominated in euros; securities other than ordinary shares may be denominated in euros, in a foreign currency or in a unit of account based on several currencies and may be paid up when subscribed in cash, by offsetting liquid receivables due for payment, or through capitalisation of reserves, profits or share premiums;
2. establish as follows the limits of the issues thus authorised:
- 2.1. the total nominal amount of any such capital increases to be carried out may not exceed 50% of the nominal share capital (hereinafter "Limit A1") or the equivalent amount in foreign currencies or in units of account set by reference to several currencies, it being understood that:
- 2.1.1. the share capital will be assessed at the date when the Board of Directors makes use of this delegation of powers,
- 2.1.2. any capital increases carried out pursuant to the authorisations in this resolution and in Resolutions 23, 24, 26, 27 and 28 hereinafter, subject to their adoption at this General Meeting, count against this aggregate limit,
- 2.1.3. this will be supplemented by any additional number of shares to be issued to protect the rights of holders of securities or other rights giving access to the share capital of the Company, in accordance with legal and regulatory provisions and any contractual clauses providing for other adjustments;
- 2.2. the total amount of issues of debt securities carried out pursuant to this delegation of authority may not exceed €3 billion (or the equivalent of this amount in foreign currencies or in units of account based on several currencies) (hereinafter "Limit DS"), it being specified that:
- 2.2.1. any issues of debt securities carried out pursuant to the authorisations in this resolution and in Resolutions 23, 24, 26, 27 and 28 hereinafter, subject to their adoption at this General Meeting, count against this aggregate limit,
- 2.2.2. the amount of any redemption premium above par will be added to this, and
- 2.2.3. this amount is independent and distinct from the amount of debt securities the issue of which may be decided or authorised by the Board of Directors in accordance with the provisions of Articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Commercial Code;
3. in the event that the Board makes use of this delegation of authority:
- 3.1. formally note that existing shareholders have pre-emptive rights to subscribe for shares and/or securities issued under the terms of this resolution, in proportion to the total value of their shares,
- 3.2. resolve, in accordance with the provisions of Article L. 225-134 of the French Commercial Code, that the Board of Directors may establish a subscription right for new shares as of right and excess new shares, where, in this case, a capital increase as defined above is not fully subscribed by way of subscriptions for new shares as of right on the basis of existing shares as well as, if applicable, subscriptions for excess new shares, the Board of Directors may make use of the following powers, in whatever order it sees fit:
- 3.2.1. cap the capital increase at the amount of the subscriptions received as provided for by law,
- 3.2.2. the power to freely distribute some or all of any unsubscribed shares among the shareholders,
- 3.2.3. the power to offer some or all of any unsubscribed shares to the public,
- 3.3. formally note that this delegation of powers automatically entails the express waiver by shareholders of their pre-emptive right to subscribe for ordinary shares to which these securities may carry entitlement in favour of the holders of any securities that may be issued pursuant to this resolution;
4. grant full powers to the Board of Directors, with the ability to subdelegate these powers, to implement this delegation of authority as provided by law;
5. set the duration of this delegation of powers for a period of 26 months with effect from the date of this General Meeting and acknowledge that this delegation of powers supersedes, in relation to the unused portion, any previous delegation of powers having the same purpose.

Resolution 23

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, through public offerings (excluding offerings pursuant to paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code), without pre-emptive subscription rights, subject to an upper limit of 20% of the Company's share capital, or 10% of the share capital where no priority is granted

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Extraordinary General Meetings, and having reviewed the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of Articles L. 225-129-2, L. 22-10-49, L. 22-10-51, L. 22-10-52, L. 228-92 and L. 228-93 of the French Commercial Code and Article L. 411-2 of the French Monetary and Financial Code:

1. delegate authority to the Board of Directors to decide, except during a public tender offer for the Company's shares, to increase the Company's share capital,
- 1.1. to issue, on one or more occasions, in France and/or abroad:
- 1.1.1. ordinary shares in the Company,
- 1.1.2. equity securities giving access to other equity securities either of the Company or of any company in which more than half of the share capital is held directly or indirectly by the Company (a "Subsidiary") and/or that confer the right to acquire debt securities issued by the Company or a Subsidiary, or
- 1.1.3. debt securities giving access to equity securities to be issued by the Company or a Subsidiary, whether free of charge or for consideration,
- 1.2. ordinary shares may only be denominated in euros; securities other than ordinary shares may be denominated in euros, in a foreign currency or in a unit of account based on several currencies and may be paid up when subscribed in cash, by offsetting liquid receivables due for payment, or through capitalisation of reserves, profits or share premiums,

2. establish as follows the limits of the issues thus authorised:

2.1. the total amount of any such capital increases to be carried out may not exceed 20% of the share capital or the equivalent amount in foreign currencies or in units of account set by reference to several currencies, it being understood that:

2.1.1. the share capital will be assessed at the date when the Board of Directors makes use of this delegation of powers,

2.1.2. this amount will count against Limit A1 defined in Resolution 22 set forth above,

2.1.3. if no priority right is implemented on behalf of the shareholders, the corresponding capital increases that may be carried out under this authorisation will be limited to 10% of the share capital,

2.1.4. this limit of 10% of the share capital (hereinafter "Sub-limit A2") is an aggregate limit applicable to the capital increases referred to in paragraph 2.1.3 of this resolution and to the delegations of authority referred to in the Resolutions 24, 26, 27 and 28 hereinafter, subject to their adoption at this General Meeting,

2.1.5. this will be supplemented by any additional number of shares to be issued to protect the rights of holders of securities or other rights giving access to the share capital of the Company, in accordance with legal and regulatory provisions and any contractual clauses providing for other adjustments,

2.2. any issue of debt securities carried out pursuant to this delegation of powers will count against Limit DS defined in Resolution 22 set forth above;

3. in the event that the Board makes use of this delegation of authority:

3.1. resolve to disapply the pre-emptive right of existing shareholders to subscribe for ordinary shares or securities to be issued by means of a public offering under the terms of this delegation of powers and, in addition, delegate powers in accordance with the provisions of Article L. 22-10-51 of the French Commercial Code, to the Board of Directors to grant existing shareholders priority rights to subscribe for some or all of the issues by way of right and/or for excess new shares within a period and under arrangements and conditions that it shall determine, it being stated that this priority shall not give rise to issues of negotiable rights,

3.2. resolve that if the subscriptions do not cover the entirety of an issue as defined hereinabove, the Board of Directors may use the following options, in whatever order it sees fit:

3.2.1. cap the capital increase at the amount of the subscriptions received as provided for by law,

3.2.2. the power to freely distribute some or all of any unsubscribed shares,

3.3. formally note that this delegation of powers automatically entails the express waiver by shareholders of their pre-emptive right to subscribe for ordinary shares to which these securities may carry entitlement in favour of the holders of any securities that may be issued pursuant to this resolution;

4. resolve that:

4.1. the issue price of the shares will be at least equal to the minimum required under law and regulations applicable at the time that the Board of Directors implements the delegation after correcting, where applicable, for the amount to take into account the difference in vesting dates,

4.2. the issue price of the securities giving access to the share capital will be such that the amount to be received immediately by the Company, plus any amount it may receive subsequently, is, for each ordinary share issued as a result of the issue of these securities, at least equal to the issue price stated in the paragraph above;

5. grant full powers to the Board of Directors, with the ability to subdelegate these powers, to implement this delegation of authority as provided by law;

6. set the duration of this delegation of powers for a period of 26 months with effect from the date of this General Meeting and acknowledge that this delegation of powers supersedes, in relation to the unused portion, any previous delegation of powers having the same purpose.

Resolution 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 share capital of its subsidiaries, by means of a public offering provided for under paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code, without pre-emptive subscription rights, subject to an upper limit of 10% of the Company's share capital per year

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Extraordinary General Meetings, and having reviewed the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of Articles L. 225-129-2, L. 22-10-49, L. 22-10-52, L. 228-92 and L. 228-93 of the French Commercial Code and paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code:

1. delegate authority to the Board of Directors to decide, except during a public tender offer for the Company's shares:

1.1. to issue, on one or more occasions, in France or abroad, without pre-emptive rights for shareholders, by way of a public offering within the meaning of paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code:

1.1.1. ordinary shares in the Company,

1.1.2. equity securities giving access to other equity securities either of the Company or of any company in which more than half of the share capital is held directly or indirectly by the Company (a "Subsidiary") and/or that confer the right to acquire debt securities issued by the Company or a Subsidiary, or

1.1.3. debt securities giving access to equity securities to be issued by the Company or a Subsidiary, whether free of charge or for consideration,

1.2. ordinary shares may only be denominated in euros; securities other than ordinary shares may be denominated in euros, in a foreign currency or in a unit of account based on several currencies and may be paid up when subscribed in cash, including by offsetting liquid receivables due for payment, or through capitalisation of reserves, profits or share premiums;

2. establish as follows the limits of the issues thus authorised:

2.1. the total amount of any such capital increases to be carried out each year may not exceed 10% of the share capital (as assessed at the date when this delegation of authority is used by the Board of Directors) and will count towards Limit A1 and Sub-limit 2 referred to in Resolutions 22 and 23, respectively,

2.2. any issues of debt securities to be carried out pursuant to this delegation of powers will be capped at the Limit DS defined in Resolution 22 set forth above;

3. in the event that the Board makes use of this delegation of authority:

3.1. resolve to disapply shareholders' pre-emptive right to subscribe for shares or securities to be issued by means of a public offering as provided for under the terms of this delegation of powers and to reserve subscription for the categories of persons laid down in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code,

3.2. resolve that if the subscriptions do not cover the entirety of an issue as defined hereinabove, the Board of Directors may use the following options, in whatever order it sees fit:

3.2.1. cap the capital increase at the amount of the subscriptions received as provided for by law,

3.2.2. the power to freely distribute some or all of any unsubscribed shares,

3.3. formally note that this delegation of powers automatically entails the express waiver by shareholders of their pre-emptive right to subscribe for ordinary shares to which these securities may carry entitlement in favour of the holders of any securities that may be issued pursuant to this resolution;

4. resolve that:

4.1. the issue price of the shares will be at least equal to the minimum required under law and regulations applicable at the time that the Board of Directors implements the delegation after correcting, where applicable, for the amount to take into account the difference in vesting dates,

4.2. the issue price of the securities giving access to the share capital will be such that the amount to be received immediately by the Company, plus any amount it may receive subsequently, is, for each ordinary share issued as a result of the issue of these securities, at least equal to the issue price stated in the paragraph above;

5. grant full powers to the Board of Directors, with the ability to subdelegate these powers, to implement this delegation of authority as provided by law;

6. set the duration of this delegation of powers for a period of 26 months with effect from the date of this General Meeting and acknowledge that this delegation of powers supersedes, in relation to the unused portion, any previous delegation of powers having the same purpose.

Resolution 25

Delegation of authority to be granted to the Board of Directors to determine the issue price for ordinary shares and/or other securities giving access to the Company's share capital and/or the share capital of its subsidiaries, subject to an upper limit of 10% of the Company's share capital per year, in connection with a capital increase without pre-emptive subscription rights

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Extraordinary General Meetings, and having reviewed the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of paragraph 2 of Article L. 22-10-52 of the French Commercial Code, for each of the issues decided in accordance with Resolutions 23 and 24 hereinabove:

1. authorise the Board of Directors to depart from the price-setting arrangements laid down in the aforementioned Resolutions 23 and 24 and to set the issue price as follows:

1.1. the issue price for ordinary shares will be at least equal to the lowest of the following, which may be subject to a maximum discount of 10% in each of the four cases:

1.1.1. the average volume-weighted share price on the regulated market of Euronext Paris over a maximum period

of six months preceding the beginning of the offering period,

1.1.2. the average volume-weighted share price on the regulated market of Euronext Paris for the trading day preceding the beginning of the offering period,

1.1.3. the average volume-weighted share price on the regulated market of Euronext Paris calculated for the day on which the issue price is set, or

1.1.4. the last known closing share price of the share before the beginning of the offering period,

1.2. the issue price of the securities giving access to the share capital will be such that the amount to be received immediately by the Company, plus any amount it may receive subsequently, is, for each ordinary share issued as a result of the issue of these securities, at least equal to the subscription price stated in the paragraph above,

1.3. the nominal amount of issues covered by this resolution may not represent more than 10% of the share capital in each 12-month period,

2. grant all powers to the Board of Directors, with the option to subdelegate these powers, to implement this delegation of authority on the terms laid down in the resolution pursuant to which the initial issue is decided upon;

3. set the duration of this delegation of powers for a period of 26 months with effect from the date of this General Meeting and acknowledge that this delegation of powers supersedes, in relation to the unused portion, any previous delegation of powers having the same purpose.

Resolution 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

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Extraordinary General Meetings, and having reviewed the Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of Articles L. 225-135-1 and R. 225-118 of the French Commercial Code:

1. delegate powers to the Board of Directors to decide, except during a public tender offer for the Company's shares, to increase the number of ordinary shares or securities to be issued for each of the issues carried out pursuant to Resolution 22, with pre-emptive subscription rights for shareholders, and Resolutions 23 and 24 hereinabove, concerning a capital increase without pre-emptive subscription rights for shareholders, if it observes demand exceeding the amount for subscription, up to the maximum amounts laid down in the relevant resolution, at the same price as that used for the initial issue, during a period of 30 days with effect from the close of the subscription period for the initial issue and for a maximum of 15% of the total value of that issue;

2. grant all powers to the Board of Directors, with the option to subdelegate these powers, to implement this resolution on the terms laid down in the resolution pursuant to which the initial issue is decided upon;

3. set the duration of this delegation of powers for a period of 26 months with effect from the date of this General Meeting and acknowledge that this delegation of powers supersedes, in relation to the unused portion, any previous delegation of powers having the same purpose.

Resolution 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 the share 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

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Extraordinary General Meetings, and having reviewed the Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of Articles L. 22-10-49, L. 22-10-53, L. 22-10-54 and L. 228-92 of the French Commercial Code:

1. delegate authority to the Board of Directors to decide, except during a public tender offer for the Company's shares, where the provisions of Article L. 22-10-54 of the French Commercial Code do not apply:
 - 1.1. to issue, on one or more occasions, in France and/or abroad:
 - 1.1.1. ordinary shares in the Company, or
 - 1.1.2. equity securities giving access to other equity securities either of the Company or of any company in which more than half of the share capital is held directly or indirectly by the Company (a "Subsidiary") and/or that confer the right to acquire debt securities issued by the Company or a Subsidiary, or
 - 1.1.3. debt securities giving access to equity securities to be issued by the Company or a Subsidiary,
 - 1.2. as consideration for in-kind contributions comprised of equity securities or securities giving access to the share capital of another company, granted to the Company,
 - 1.3. ordinary shares may only be denominated in euros; securities other than ordinary shares may be denominated in euros, in a foreign currency or in a unit of account based on several currencies and may be paid up when subscribed in cash or by offsetting liquid receivables due for payment;
2. establish as follows the limits of the issues thus authorised: the total amount of any such capital increases to be carried out may not exceed 10% of the share capital or the equivalent amount in foreign currencies or in units of account set by reference to several currencies, it being understood that:
 - 2.1. the share capital will be assessed at the date when the Board of Directors makes use of this delegation of powers,
 - 2.2. this amount will count against Limits A1 and DS and Sub-limit A2 defined in Resolutions 22 and 23, respectively, set forth above,
 - 2.3. this will be supplemented by any additional number of shares to be issued to protect the rights of holders of securities or other rights giving access to the share capital of the Company, in accordance with legal and regulatory provisions and any contractual clauses providing for other adjustments;
3. resolve to disapply, where necessary, the pre-emptive right of existing shareholders to subscribe for shares and securities to be issued in connection with this delegation of powers;
4. grant full powers to the Board of Directors, with the ability to subdelegate these powers, to implement this delegation of authority as provided by law;
5. set the duration of this delegation of powers for a period of 26 months with effect from the date of this General Meeting and acknowledge that this delegation of powers supersedes, in relation to the unused portion, any previous delegation of powers having the same purpose.

Resolution 28

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 pre-emptive subscription rights, in consideration for instruments tendered to a public exchange offer, subject to an upper limit of 10% of the Company's share capital

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Extraordinary General Meetings, and having reviewed the Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of Articles L. 22-10-54, L. 228-92 and L. 228-93 of the French Commercial Code:

1. delegate authority to the Board of Directors to decide, except during a public tender offer for the Company's shares:
 - 1.1. in France and/or abroad, to issue:
 - 1.1.1. ordinary shares in the Company,
 - 1.1.2. equity securities giving access to other equity securities either of the Company or of any company in which more than half of the share capital is held directly or indirectly by the Company (a "Subsidiary") and/or that confer the right to acquire debt securities issued by the Company or a Subsidiary, or
 - 1.1.3. debt securities giving access to shares of the Company or a Subsidiary to be issued,
 - 1.2. in consideration of securities tendered to a public exchange offer made by the Company in France or abroad, in accordance with local regulations (including any transaction having the same effect as a public exchange offer or able to be considered as one), for the securities of a company whose shares are admitted for trading on one of the regulated markets referred to in Article L. 22-10-54 of the French Commercial Code;
2. approve the authorised transactions with the following limits: the total amount of any such capital increases to be carried out may not exceed 10% of the share capital or the equivalent amount in foreign currencies or in units of account set by reference to several currencies, it being understood that:
 - 2.1. the share capital will be assessed at the date when the Board of Directors makes use of this delegation of powers,
 - 2.2. this amount will count against Limits A1 and DS and Sub-limit A2 defined in Resolutions 22 and 23, respectively, set forth above;
3. in the event that the Board makes use of this delegation of authority:
 - 3.1. resolve to disapply shareholders' pre-emptive right to subscribe for shares and securities to be issued in connection with this delegation of powers,
 - 3.2. formally note that this delegation of powers automatically entails the express waiver by shareholders of their pre-emptive right to subscribe for ordinary shares to which these securities may carry entitlement in favour of the holders of any securities that may be issued pursuant to this resolution;
4. grant full powers to the Board of Directors, with the ability to subdelegate these powers, to implement this delegation of authority as provided by law;
5. set the duration of this delegation of powers for a period of 26 months with effect from the date of this General Meeting and acknowledge that this delegation of powers supersedes, in relation to the unused portion, any previous delegation of powers having the same purpose.

Resolution 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***

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, and having reviewed the Board of Directors' report, in accordance with the provisions of Articles L. 225-129-2, L. 225-130 and L. 22-10-50 of the French Commercial Code:

1. delegate authority to the Board of Directors to decide, except during a public tender offer for the Company's shares, to increase the Company's share capital on one or more occasions, in France or abroad, by capitalising premiums, reserves, earnings or any other amounts that may be capitalised pursuant to the law and the Articles of Association, by allotting new ordinary shares at no cost or by increasing the par value of existing shares, or through a combination of both these methods;
2. establish as follows the limits of the issues thus authorised: the total amount of any such capital increases to be carried out may not exceed the amount of reserves, share premiums, profits or other items that might be capitalised, as referred to above, in existence at the time when the capital increase is carried out;
3. resolve that, in the event that the Board makes use of this delegation of authority, fractional rights shall not be either negotiable or transferable, and that the corresponding ordinary shares shall be sold; the proceeds of such sales shall be allotted to the rights holders under the terms and conditions set out in applicable law and regulations;
4. grant full powers to the Board of Directors, with the ability to subdelegate these powers, to implement this delegation of authority as provided by law;
5. set the duration of this delegation of powers for a period of 26 months with effect from the date of this General Meeting and acknowledge that this delegation of powers supersedes, in relation to the unused portion, any previous delegation of powers having the same purpose.

Resolution 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 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***

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Extraordinary General Meetings, and having reviewed the Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of Articles L. 225-197-1, L. 225-197-2 et seq., L. 22-10-49, L. 22-10-59, L. 22-10-60 and L. 22-10-62 of the French Commercial Code and Article L. 341-4 of the French Social Security Code:

1. authorise the Board of Directors to carry out one or more bonus issues, at its discretion, either of existing shares in the Company or of shares to be issued in the future, in favour of eligible employees and company officers (as defined in Articles L. 225-197-1 II (Paragraph 1) and L. 22-10-59 of the French Commercial Code) of the Company and any affiliated companies under the conditions laid down in Article L. 225-197-2 of the French Commercial Code, or in favour of certain categories of those employees or officers;
2. establish as follows the limits of the issues thus authorised:
 - 2.1. this authorisation may not give access to a total number of shares representing more than 1.1% of the Company's share capital (as assessed on the date on which the Board of Directors decides to make the award),

2.2. it being specified that this will be supplemented by any additional number of shares to be issued to protect the rights of holders of securities or other rights giving access to the share capital of the Company, in accordance with legal and regulatory provisions and any contractual clauses providing for other adjustments;

3. in the event that the Board makes use of this authorisation:
 - 3.1. resolve that the number of shares that may be granted to the Company's executive company officers may not represent more than 5% of the limit of 1.1% set in the previous paragraph,
 - 3.2. resolve that:
 - 3.2.1. shares will be definitively allotted to their recipients upon expiry of a vesting period whose duration shall be set by the Board of Directors; this duration may not, however, be less than three years with effect from the date of the decision to allot the shares in question,
 - 3.2.2. and recipients must, if the Board of Directors deems it useful or necessary, retain the shares in question for the periods freely set by the Board;
4. resolve that, where the recipient is disabled and falls into the second or third categories set out in Article L. 341-4 of the French Social Security Code, the shares in question shall be definitively allotted to that recipient before the remaining term of the vesting period has expired, and shall be immediately transferable;
5. formally note that, with regard to shares to be issued in the future:
 - 5.1. this authorisation shall result, upon expiry of the vesting period, in a capital increase by way of capitalisation of reserves, earnings, issue premiums or other amounts that may be capitalised in favour of the recipients of those shares, as well as the automatic waiver by shareholders, in favour of the recipients of the shares thus allotted, of their rights to that portion of reserves, earnings, premiums or other amounts thus capitalised,
 - 5.2. and this authorisation shall automatically entail the waiver by shareholders, in favour of the recipients of the aforementioned shares, of their pre-emptive subscription rights. The corresponding capital increase shall be deemed to have been completed upon final allotment of the shares in question to the recipients;
6. accordingly, grant all powers to the Board of Directors, within the limits set out above, to put this resolution into effect, and in particular to:
 - 6.1. determine the identity of the recipients of shares to be allotted and the number of shares to be allotted to each,
 - 6.2. decide on the holding requirements that may apply by law in regard to eligible company officers, in accordance with the last paragraph of Article L. 225-197-1 II and with Article L. 22-10-59 of the French Commercial Code,
 - 6.3. set the dates and terms governing the allotment of the shares in question, including in particular the period at the end of which the shares will be finally allotted as well as, where applicable, the required lock-in period,
 - 6.4. determine the conditions related to the performance of the Company, the Group or any of its entities that would apply to the allocation of shares to the Company's executive company officers and, where applicable, those that would apply to the allocation of shares to employees as well as the criteria according to which such shares would be granted, with the stipulation that any shares granted without performance conditions may not be granted to the Company's Chief Executive Officer and may not exceed 10% of the amount of awards authorised by the General Meeting,

6.5. determine whether the shares allotted free of charge are shares to be issued or existing shares, and:

6.5.1. 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,

6.5.2. 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,

6.6. allow the option, where applicable, during the vesting period, to adjust the number of bonus shares allotted in accordance with any transactions affecting the Company's equity, so as to protect the rights of recipients; any shares allotted pursuant to such adjustments shall, however, be deemed to have been allotted on the same date as the initially allotted shares,

6.7. more generally, with the option to subdelegate these powers under the conditions laid down by law and by the Company's Articles of Association, 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 and to make all appropriate arrangements and enter into any agreement required to complete the envisaged share allotments;

7. set the duration of this authorisation for a period of 38 months with effect from the date of this General Meeting and acknowledge that this authorisation supersedes, in relation to the unused portion, any previous authorisation having the same purpose.

Resolution 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

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Extraordinary General Meetings, and having reviewed the Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of Articles L. 3332-18 to L. 3332-24 of the French Labour Code as well as the provisions of the French Commercial Code, in particular its Articles L. 225-129-2, L. 22-10-49, L. 225-129-6, L. 225-138-1, L. 228-91 et seq.:

1. delegate authority to the Board of Directors to decide on the issuance, on one or more occasions, of:

1.1. ordinary shares, or

1.2. equity securities giving access to other equity securities issued by the Company,

reserved for members of a company savings plan offered by the Company or by any French or foreign company or group affiliated with the Company, within the meaning of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labour Code (the "Recipients");

2. establish as follows the limits of the issues thus authorised:

2.1. resolve that this delegation of authority may not give access to a total number of shares representing more than 2% of the Company's share capital (as assessed at the date when the Board of Directors makes use of this delegation of authority),

2.2. it being specified that this will be supplemented by any additional number of shares to be issued to protect the rights of holders of securities or other rights giving access to the share capital of the Company, in accordance with legal and regulatory provisions and any contractual clauses providing for other adjustments;

3. in the event that the Board makes use of this delegation of authority:

3.1. resolve to exclude, in favour of the Recipients, the pre-emptive right of existing shareholders to subscribe for the ordinary shares or other securities that may be issued under this delegation of powers,

3.2. 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;

4. resolve that the subscription price of securities issued under this resolution may not be:

4.1. higher than the average of the listed share price over the 20 trading days preceding the date of the decision setting the opening date of the subscription period decided by the Board of Directors,

4.2. or lower than this average less the maximum discount required by the laws and regulations in force at the date of the Board of Directors' decision, with the stipulation that the Board of Directors may adjust or remove this discount if it deems necessary in order to take into account, in particular, locally applicable legal, accounting, tax and workforce-related systems;

5. resolve that the Board of Directors may provide for the allotment of shares or of other 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 mentioned above, 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 2% of the Company's share capital referred to above;

6. formally note that, with regard to shares to be issued in lieu of some or all of the employer contribution and/or the discount, 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:

6.1. the corresponding waiver by the shareholders of that portion of reserves, earnings, premiums or other amounts thus capitalised, and

6.2. the automatic waiver by the shareholders of their pre-emptive subscription right. The corresponding capital increase shall be deemed to have been completed upon final allotment of the shares in question to the Recipients;

7. grant full powers to the Board of Directors, with the ability to sub-delegate these powers, to implement this delegation of authority as provided by law, and in particular to complete all legal formalities and execute all legal instruments to record the capital increases carried out pursuant to this authorisation, amend the Articles of Association accordingly and, more generally, take whatever action is required;

8. set the duration of this delegation of powers for a period of 26 months with effect from the date of this General Meeting and acknowledge that this delegation of powers supersedes, in relation to the unused portion, any previous delegation of powers having the same purpose.

Resolution 32

Amendment to Article 14 of the Articles of Association concerning the method of appointing Directors representing the employees

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Extraordinary General Meetings, and having reviewed the Board of Directors' report, resolve to amend points 2 and 3 of Article 14 of the Company's Articles of Association concerning Directors representing the employees, as follows:

"2. Directors representing the employees

When the requirements laid down in paragraph 1 of Article L. 225-27-1 of the French Commercial Code are met, one or two Directors representing the employees sit on the Board of Directors in accordance with the provisions of Article L. 225-27-1 of the French Commercial Code.

The Directors representing the employees on the Company's Board of Directors are appointed as follows:

2.1 the first of them is appointed by the trade union that won the most votes in the first round of the elections – referred to in Articles L. 2122-1 and L. 2122-4 of the French Labour Code – of the Company and its direct and indirect subsidiaries having their registered offices in France,

2.2 the second of them is appointed by the European Works Council.

When a vacancy for a Director representing the employees arises during their term of office, the Director chosen as an alternate under the arrangements set out in 2.1 and 2.2 performs the duties for the remainder of the term of office of the individual previously serving in this position.

The Director or Directors representing the employees are not required to hold shares in the Company.

Further to the provisions set out in paragraph 2 of Article L. 225-29 of the French Commercial Code, should the Company body mentioned in these Articles of Association fail to nominate a Director representing the employees, the decisions of the Board of Directors shall still be deemed to be valid.

3. Term of office of Directors

Directors are appointed for a term of office of four years.

In the year of expiry, Directors' terms of office shall expire at the close of the Ordinary General Meeting convened to approve the financial statements for the previous financial year. They may be reappointed immediately.

By exception, upon their first appointment following the modification of the Articles of Association taking effect on 9 June 2020, Directors' terms of office appointed by the General Meeting may be set at 1, 2 or 3 years such that the renewal of directorships is staggered evenly from year to year.

Should one or more seats held by Board members appointed at the General Meeting become vacant between two General Meetings, with the exception of that held by the Director representing employee shareholders, the Board may make temporary appointments, in accordance with the requirements of Article L. 225-24 of the French Commercial Code. A Director appointed to replace another Director performs his/her duties for the remainder of the term of office of the individual previously serving in this position.

When a vacancy for a Director representing the employees arises during their term of office, the Director chosen as an alternate under the arrangements set out in 2.1 and 2.2 performs the duties for the remainder of the term of office of the individual previously serving in this position."

The other provisions of Article 14 of the Company's Articles of Association remain unchanged.

Resolution 33

Amendment to Article 15 of the Articles of Association concerning the age limit for the Chairman of the Board of Directors

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Extraordinary General Meetings, and having reviewed the Board of Directors' report, resolve to set the age limit for serving as Chairman of the Board of Directors at 95, and, consequently, to amend the third paragraph of Article 15, "Organisation of the Board of Directors" of the Articles of Association, which shall now read as follows:

"No one over the age of ninety-five may be appointed Chairman. If the Chairman in office exceeds this age, he/she shall automatically be deemed to have resigned."

The other paragraphs of Article 15 of the Articles of Association remain unchanged.

2.3. Requiring the approval of the Ordinary General Meeting

Resolution 34

Powers granted to carry out formalities

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, give all powers to the bearer of an original or copy of the minutes of this Meeting to carry out all legally required formalities.

Special report of the Board of Directors

SPECIAL REPORT OF THE BOARD OF DIRECTORS ON ALLOTMENTS OF FREE SHARES – FINANCIAL YEAR ENDED 31 DECEMBER 2023

In accordance with the provisions of Article L. 225-197-4 of the French Commercial Code, we are pleased to present our report on transactions carried out pursuant to the provisions of Articles L. 225-197-1 to L. 225-197-3 of the aforementioned code relating to allotments of free shares.

Allotment of free shares in financial year 2023

You are reminded that Resolution 27 of the Combined General Meeting of 1 June 2022 and Resolution 19 of the Combined General Meeting of 24 May 2023 authorised the Board of Directors to award free shares to employees and company officers of the Company or the Group to which it belongs, under the following terms and conditions:

- **Recipients:** Eligible employees and/or company officers (as defined in Paragraph 1 of Article L. 225-197-1 II and Article L. 22-10-59 III of the French Commercial Code) of the Company or of any affiliated companies as defined in Article L. 225-197-2 of the French Commercial Code, or certain categories of such individuals;
- **Maximum number of shares:** The maximum number of shares shall not exceed 1% of the share capital at the date of the allotment decision, with a sub-limit of 5% of that 1% limit for allotments to executive company officers of the Company;
- **Validity of the authorisation:** 38 months, with the new authorisation ending the previous authorisation.

Under these authorisations, at its meeting of 24 May 2023, the Board of Directors allotted 134,000 rights to free performance shares, and at its meeting of 26 October 2023, 2,880 rights to free performance shares, to certain employees and company officers of the Company and affiliated companies, as defined in Article L. 225-197-2 of the French Commercial Code. These allotments are subject to a condition of continued employment as well as vesting conditions based on a target comprising financial performance conditions and a CSR condition. The financial performance conditions, counting for 90% of the plan, are based on three performance criteria, all weighted equally (the Company's organic consolidated revenue growth, consolidated operating profit on business activity as a percentage of revenue, and consolidated free cash flow), assessed for financial years 2023, 2024 and 2025. The CSR condition, counting for 10% of the plan and whose attainment will be measured at 31 December 2025, relates to the number of women in senior management positions. It is determined based on the proportion of women in the Group's senior management positions (defined as the two highest echelons, levels 5 and 6).

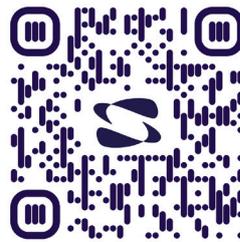
Under this plan, 3,000 rights to free performance shares were allotted to an executive company officer of the Company (Cyril Malargé, Chief Executive Officer).

The Board of Directors



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