

Press release

## Sopra Steria: Launch of an employee shareholding plan

**Paris, 14 March 2017 – Sopra Steria Group (SOP, Euronext Paris [Compartment A] – ISIN: FR0000050809) announces the launch of an employee shareholding plan.**

Sopra Steria Group ("Sopra Steria") announces the launch of an employee purchase plan reserved for employees belonging to an employee savings plan, named "We Share 2017" (the "Offer").

This Offer is open to Sopra Steria Group employees in Belgium, Denmark, France, Germany, India, Italy, Luxembourg, Morocco, the Netherlands, Norway, Poland, Singapore, Spain, Sweden and Switzerland who are eligible and enrolled in Sopra Steria's group savings plan (PEG) or international group savings plan (PEGI).

### Reasons for the Offer

With this Offer, Sopra Steria wishes to continue to associate its employees more closely in the Group's development and performance.

### Framework of the Offer

The Offer will be carried out via the transfer of existing treasury shares and/or shares bought back in advance by Sopra Steria Group under a share buyback programme authorised by the shareholders at the General Meeting on 22 June 2016 in accordance with Article L. 225-209 of the French Commercial Code. It will be executed in accordance with Article L. 3332-24 of the French Labour Code.

On 19 January 2017, the Board of Directors decided to implement this Offer and delegated the powers required to implement it to the Chief Executive Officer.

### Maximum number of shares under the Offer

In accordance with the decision of the Board of Directors, the Offer will involve a maximum of 220,000 shares in the Company, corresponding to 110,000 shares purchased by employees and 110,000 free shares awarded as the employer's matching contribution.

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## Conditions of the Offer

- *Companies included in the scope of the Offer:*

The scope of the Offer includes (i) Sopra Steria Group, a French *Société Anonyme* with share capital of 20,531,795 euros, whose registered office is located at PAE Les Glaisins – 74940 Annecy-le-Vieux (France), and (ii) Sopra Steria Group companies in which Sopra Steria directly or indirectly holds more than 50% of the share capital, whose registered offices are located in Belgium, Denmark, France, Germany, India, Italy, Luxembourg, Morocco, the Netherlands, Norway, Poland, Singapore, Spain, Sweden or Switzerland, and which are enrolled in the PEG or the PEGI.

- *Offer participants:*

Eligible participants in the Offer are (i) employees who have had an employment contract with a company within the scope of the Offer for at least three months at the end of the Offer period (scheduled 11 April 2017); (ii) pensioners of companies that are within the scope of the Offer and are enrolled in the PEG, who hold assets in the PEG; and (iii) executive company officers at companies within the scope of the Offer whose usual workforce is between 1 and 250 employees (hereinafter referred to as the "Participants").

- *Purchase model for Sopra Steria shares:*

Participants will be able to acquire Sopra Steria shares according to a "conventional" purchase model, either through an employee mutual investment fund ("FCPE") or directly. Detailed descriptions of the FCPE and the Offer are provided in the brochure, the purchase form and the Key Investor Information Document ("DICI") for the FCPE.

Employees will receive a matching employer contribution of one free share for every share purchased, up to a maximum gross value of 3,000 euros.

- *Lock-in period for FCPE units and shares held directly:*

Employees participating in the Offer must keep their FCPE units or shares held directly for a five-year lock-in period, except in cases where early release is possible as provided for in Article R. 3324-22 of the French Labour Code.

Outside France, the cases in which early release is possible may be restricted to comply with locally applicable legal and tax requirements.

- *Overall and individual limits of the Offer:*

### Overall limit

The Offer is subject to the overall limit of 110,000 shares purchased by the employees and 110,000 free shares granted as the employer's matching contribution. If Participant demand exceeds this overall limit, the share purchase order amounts will be reduced according to a capping method, i.e. starting with the highest purchase order amounts, by successive iterations, until a level is reached at which the total number of available shares can be distributed. However, no purchase order can be reduced to an amount lower than one share, which is the minimum investment amount.

### Individual limit

Participants may not invest more than one quarter of their gross annual remuneration for 2017 in the PEG or PEGI.

- *Purchase price*

The purchase price will be equal to 100% of the Benchmark Price, corresponding to the average of weighted average prices for Sopra Steria shares on the Euronext Paris market over the 20 trading days preceding the date of the decision by the Chief Executive Officer setting the dates of the Offer period, scheduled for 29 March 2017.



### Characteristics of the shares

The shares purchased by employees and free shares granted under the Offer are ordinary existing shares admitted to trading on the Euronext Paris market (ISIN: FR0000050809).

### Voting rights

Voting rights attached to shares will be exercised either by the FCPE Supervisory Board (for FCPE units) or directly by employees (for shares held directly).

### Total amount of the Offer

The amount of the Offer will correspond to the number of Sopra Steria shares purchased by employees plus the number of free shares granted under the Offer, multiplied by the purchase price.

### Provisional schedule for the Offer

- Price determination date: 29 March 2017
- Offer period: from 30 March 2017 to 11 April 2017 (inclusive)
- Settlement-delivery of the Offer: 11 May 2017

These dates are provided for information purposes only and may change.

### Specific disclosure for outside France

This present document does not constitute an offer to sell or a solicitation to buy Sopra Steria shares. The Offer will only be implemented in countries where it has been registered with the local competent authorities or where said authorities have been notified of the Offer, and/or following the approval of a prospectus by the local competent authorities, or in accordance with an exemption from the requirement to prepare a prospectus or register or provide notification of the Offer.

More generally, the Offer will only be implemented in countries where all the required registration and/or notification procedures have been completed and where the necessary authorizations have been granted.

### Specific disclosure concerning any "U.S. Person"

Units in this FCPE employee mutual investment fund ("FCPE") cannot be offered or sold, either directly or indirectly, in the United States (including its territories and possessions) to or for the account of any "U.S. Person", as this term is defined under the regulations of the United States and provided on the website of the management company: [www.amundi.com](http://www.amundi.com).

The Offer is not proposed in the U.S.

Any individuals who wish to subscribe for FCPE units are understood to have certified, in the act of subscription, that they are not U.S. Persons. Any holder of FCPE units must immediately notify the FCPE's management company should he or she become a U.S. Person.

The management company is authorised to impose restrictions on (i) the holding of FCPE units by a U.S. Person, and in particular may proceed with the forced repurchase of the units held, or (ii) the transfer of units to a U.S. Person. This authorisation also pertains to any person who (a) is revealed as being directly or indirectly in violation of the laws and regulations of any country or of any governmental authority or (b) might, in the opinion of the management company, expose the FCPE to a specific damage that it would otherwise have neither endured nor suffered.



## Contact details for employees

For any inquiries regarding the Offer, Participants can contact their Human Resources department and/or any other contact indicated in the documents provided to Offer Participants.

*This release constitutes the disclosure document required under Article 212-4-5° of the AMF General Regulation and Article 19 of AMF Instruction 2016-04 dated 21 October 2016.*

## About Sopra Steria

Sopra Steria, a European leader in digital transformation, provides one of the most comprehensive portfolios of end-to-end service offerings on the market: consulting, systems integration, software development, infrastructure management and business process services. Sopra Steria is trusted by leading private and public-sector organisations to deliver successful transformation programmes that address their most complex and critical business challenges. Combining high quality and performance services, added value and innovation, Sopra Steria enables its clients to make the best use of digital technology. With over 39,800 employees in more than 20 countries, Sopra Steria generated revenue of €3.7 billion in 2016.

Sopra Steria (SOP) is listed on Euronext Paris (Compartment A) - ISIN: FR0000050809

For more information, please visit our website: [www.soprasteria.com](http://www.soprasteria.com)

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## Disclaimer

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