

Press release

Paris, 22 October 2009

**Change in the ownership structure of Sopra Group
and initiation of spin-off preparations for Axway**

The Sopra Group Board of Directors was informed of a change in the company's ownership structure and decided to initiate preparations to spin off Axway.

Sopra Group's ownership structure

Under a plan proposed as an alternative to the merger specified by the shareholder pact of 29 September 2004, the shareholders of Sopra GMT have agreed that Caravelle acquire the 1,228,831 Sopra Group shares held by Sopra GMT, corresponding to its percentage holding in Sopra Group's share capital.

The completion of this operation, which will not have an impact on the total number of Sopra Group's issued shares, will be subject to the approval of an extraordinary general meeting of Sopra GMT to be held in November 2009. At the same time, François Odin's family will sell to Caravelle a block of Sopra Group shares representing 1.5% of Sopra Group's share capital.

This plan will allow the families of Pierre Pasquier and François Odin to continue to hold the majority of their investments in Sopra Group via Sopra GMT.

On the occasion of this operation, the decision to eliminate the double voting rights attached to Sopra Group's shares will be subject to the approval of the next annual general meeting. It is also planned that pacts set up for the purpose of conserving securities and reciprocal preferential subscription rights be concluded between the principal shareholders of Sopra GMT (Pasquier family – Odin family) and, where applicable, certain members of executive management or employees of Sopra Group.

The shareholder pact signed between Caravelle and the founders of Sopra Group in 2004 will expire on completion of this operation. The pact signed with Geninfo (Société Générale Group) in 2004 will continue to operate unchanged.

Axway

In an increasingly intense competitive environment, operational independence and the level of reactivity that such independence allows are key success factors. Within this context, the Board of Directors has asked Pierre Pasquier to submit a proposal to spin off Axway's business activities from those of Sopra Group. A complete proposal will be presented to the company's Works' Council, subject to the decision of Sopra Group's next Board of Directors' meeting, and may lead to the parallel listing of Sopra Group and Axway in 2010 if conditions remain favorable for this operation.

Under this scenario, Sopra Group would retain ownership of approximately 15% of Axway's share capital.

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About Sopra Group

A leader in the European consulting and IT services market, Sopra Group generated revenue of 1.129 billion euros in 2008 and has a human and intellectual resource potential of over 12,000 people. Thanks to a longstanding culture of excellence and strong sector-specific, functional and technological know-how, the Group offers its clients an end to end approach based on a well-honed business model. Sopra Group's ambition is to allow its clients to focus on transformation projects that will give them a competitive edge and help them drive growth. Sopra Group's savoir-faire encompasses prior strategic reflection through to the supervision and implementation of major systems integration and application outsourcing projects. The Group also pursues the worldwide deployment of its activities in both application integration and business process management through its subsidiary Axway, a leading provider of Collaborative Business Solutions, with a complete range of solutions and services. For more information, please go to our website www.sopragroup.com.