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Birth of a European leader in banking software: Sopra Group announces a tie-up between its Evolan financial solutions business and Callataÿ & Wouters

Paris, 16 February 2012 – Sopra Group (NYSE Euronext: SOP) announced today a project to acquire a majority stake in the Belgian company Callataÿ & Wouters (C&W), which develops the banking management software Thaler. An industrial project with the objective of merging C&W's Thaler activities with the bulk of Sopra Group's Evolan activities will then be implemented. It will enable a new combined entity to be formed, to be almost 90% owned by Sopra Group, which will offer financial solutions to more than 1,000 establishments in Europe and will propel Sopra Group into the position of being among the premier-ranking banking software developers. The founders and management of C&W will be implicated in the success of the project. This transaction is subject to the approval of the relevant supervisory bodies, and should be finalised, after consultation with the employee representation bodies, during the course of the first quarter of 2012.

About C&W

Founded in 1983 in Belgium, C&W provides IT solutions for retail banks, private banks and online banks.

Its star product, Thaler, is a powerful banking software package that functions as an integrated solution capable of covering all banking systems as well as a modular solution dedicated to precise banking activities. Thaler is used by over 40 banks in 15 countries.

C&W's revenue was in the region of €80 million for financial year 2011, with a workforce of 600 people.

About Evolan

Sopra Group's Evolan offering is dedicated to the banking sector and includes a wide range of software solutions and services.

Pro forma revenue in 2011 for the Evolan solutions concerned by the tie-up, including that of Delta-Informatique, was more than €115 million.

- The Evolan operations that will be merged with Thaler, namely those covering the areas of Lending, Payments & Cards, and Compliance, generated revenue of €66 million in 2011.
- The Global Banking solutions provided by Sopra Group and Delta-Informatique which are mainly dedicated to Tier 3 banks will not be included in this merger. They represent 2011 pro forma revenue of around €50 million.

Strategy

This transaction is perfectly in line with the Group's strategy of creating one of the leading banking software development firms in Europe and will offer exciting career opportunities for employees.

Financial information

Sopra Group expects this transaction to be immediately earnings enhancing. Given the highly complementary nature of the businesses, the Group expects to recognize synergies through both revenue growth and cost savings.

On a pro forma basis, 2011 revenue achieved by Sopra Group in solutions dedicated to the banking sector total around €200 million.

The proposed transaction has been approved by Sopra Group's Board of Directors as well as by C&W's Board. The transactions are subject to regulatory approval and other customary closing conditions and are expected to close during the first quarter 2012.

Sopra Group will fund the transaction through its existing lines of credit.

International Conference / Webcast Information

Further information will be provided during Sopra Group's annual results presentation planned for today February 16th at 3:30 p.m. CET. This meeting, which will be held in French, is open to all interested parties and will take place at the Hotel Meurice, 228 rue de Rivoli, Paris. A replay of the meeting, as well as an English translation, will be available at www.finance.sopragroup.com for those unable to attend the live session.

Disclaimer

This document is a free translation into English of the original French press release. It is not a binding document. In the event of a conflict in interpretation, reference should be made to the French version, which is the authentic text.

The forecasts in this document are contingent upon risks and uncertainties as to the Group's future growth and profitability. Readers are reminded that licence agreements, which often represent investments for our clients, are more significant in the second half of the year, and may therefore have a more or less favourable impact on full-year performance.

The outcome of events or actual results may differ from those described in this document as a result of various risks and uncertainties set out in the 2010 Reference Document submitted to the *Autorité des Marchés Financiers* on 8 April 2011 (in particular pages 54 and following).

The distribution of this press release may be subject to laws and regulations in force. Natural persons present in such countries and those in which this press release is disseminated, published or distributed should obtain information about such restrictions and comply with them.

About Sopra Group

A leader in the European consulting, IT services and software development markets, Sopra Group generated revenue of 1.05 billion euros in 2011 and today employs over 13,000 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 successfully execute 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 programmes. For more information, please visit our website www.sopragroup.com.

About Callatay & Wouters

Callatay & Wouters is a provider of software and IT services to the banking and financial sectors. Founded in 1983, the company currently employs 600 people who are highly specialised both in IT knowledge and the specifics of banking. Callatay & Wouters has successfully delivered software to a large number of banks, several of which are international groups such as BNP Paribas, Rabobank, Commonwealth Bank of Australia, and Crédit Agricole. The company has set up a solid network of partners and integrators. It has a strong annual growth rate, while maintaining a remarkably healthy balance sheet and a high level of profitability. Forty percent of its share capital is owned by institutional investors, while 60% is held by the founders. The quality of the solutions proposed, the high degree of specialisation in the banking sector, combined with the experience acquired during the course of a large number of projects are key factors which have contributed to the current reputation and success of Callatay & Wouters.

