

Introduction of a long-term incentive plan based on performance shares

Paris, 27 May 2021 at 5:45 p.m. - At its meeting on 26 May 2021, Sopra Steria Group's Board of Directors made use of the authorisation given by Resolution 23 adopted at the Combined General Meeting of 12 June 2018 and decided to set up a long-term incentive (LTI) plan for the Group's senior managers, covering a total of 219,800 rights to performance shares, and to grant 3,000 rights to shares under this plan to Vincent Paris, Chief Executive Officer.

Rights to shares are subject to a condition of continued employment and strict performance conditions, as well as a grant condition related to the target of increasing the proportion of women in senior management positions set by the Board of Directors.

The condition of continued employment will be verified at 30 June 2024. For all recipients, including the Chief Executive Officer, the Board of Directors retains the right to waive the condition of continued employment, in whole or in part, in derogation of the foregoing and on an entirely exceptional basis, depending on the circumstances (in particular the reason and arrangements for the recipient's departure, the date of departure with respect to the term of the plan and the expected benefit of the Company granting the exception).

Achievement of performance conditions and the additional grant condition will be measured by calculating the average of the following:

- Level of achievement of annual targets for performance in financial years 2021, 2022 and 2023, with each of the criteria given an equal weighting (totalling 90% of grant conditions). The three criteria relate to organic consolidated revenue growth, operating profit on business activity (expressed as a percentage of revenue) and free cash flow. These targets are 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.
 - Level of achievement of the additional grant condition related to increasing the proportion of women in senior management positions. This condition was set for all financial years covered by the plan and refers to the intermediate target set by the Board of Directors, namely for the proportion of women in the Group's senior management positions (defined as the two highest echelons of the organisation) to reach 17% by 30 June 2023. This condition, with a weighting of 10%, will be assessed at 31 December 2023. The threshold below which the rights to corresponding shares would be lost has been set at 17%, and a target corresponding to a 100% achievement level has been set at 18%.
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The Chief Executive Officer, Vincent Paris, is subject to the same rules as all the other recipients under this plan. However, the Board of Directors decided that he must also retain at least 50% of the vested shares allocated to him under this plan throughout his entire term of office.

In addition, Vincent Paris has agreed not to hedge any performance shares until the applicable holding period has expired.

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