

Sopra Steria: Proposed acquisition of CS Group

Sopra Steria signs agreement to acquire main block of CS Group's share capital

Paris, 21 November 2022, 8:00 a.m. – Sopra Steria (Euronext Paris: SOP), a European tech leader renowned for its consulting, digital services and software development, has announced it has signed an acquisition agreement with a view to acquiring all the shares of CS Group (Euronext Paris: SX) held by the company's Chairman of the Board of Directors Yazid Sabeg, Chief Executive Officer Eric Blanc-Garin, and their joint holding company Duna & Cie, comprising around 29.73% of CS Group's share capital (the "main block"), at the price of €11.50 per share.

This agreement was entered into following the launch of exclusive negotiations announced on 28 July 2022 and procedures for informing and consulting with Sopra Steria's and CS Group's respective employee representative bodies. It builds on the commitments already made to Sopra Steria by Cira Holding and the founders of Novidy's on 27 July 2022 to sell stakes comprising approximately 29.15% and 6.38%, respectively, of the company's share capital (the "other blocks") at the same per-share price as for the main block. Following the acquisition of the main block and the other blocks (the "transaction"), and given the 9.80% stake already held, Sopra Steria will hold 75.06% of CS Group's share capital.

The transaction, which is expected to close in the first quarter of 2023, remains subject to the customary conditions precedent, particularly with regard to merger control and approval of foreign investments.

Following the transfer of the main block and the other blocks, Sopra Steria will file a draft simplified public tender offer (*OPA simplifiée*) for the rest of the share capital and securities that confer equity rights or voting rights in CS Group at the same price of €11.50 per ordinary share (the "offer").

If the threshold enabling the completion of a mandatory delisting is reached at the end of the offer period, Sopra Steria intends to request the implementation of a mandatory delisting procedure for CS Group securities under the conditions required by the applicable regulations.

Sopra Steria has also specified that on 27 July 2022 CS Group's Board of Directors, on the recommendation of an ad hoc committee set up for this purpose, voted to appoint Finexsi, represented by Olivier Peronnet, as the independent appraiser responsible for drawing up a report on the financial conditions of the offer and potential mandatory delisting, and to present its findings in the form of a fairness opinion.

CS Group's Board of Directors will issue its opinion on whether the offer is in its best interests and its consequences for CS Group, its shareholders and its employees, particularly in light of the findings of the independent appraiser's report.

About Sopra Steria

Sopra Steria, a European tech leader renowned 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 making the most of digital technology to build a positive future for its clients. With 47,000 employees in nearly 30 countries, the Group generated revenue of €4.7 billion in 2021.

The world is how we shape it.

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

For more information, visit us at www.soprasteria.com

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