

Negotiable Medium Term Notes
(Negotiable European Medium Term Notes - NEU MTN-)¹

Not guaranteed programme

Information Memorandum (IM)	
Name of the programme	Sopra Steria Group, NEU MTN
Name of the issuer	Sopra Steria Group SA
Type of programme	NEU MTN
Programme size	EUR 300,000,000
Guarantor(s)	“None”
Rating(s) of the programme	“Not rated”
Arranger(s)	Sopra Steria Group SA
Issuing and paying agent(s) (IPA)	CACEIS Corporate Trust
Dealer(s)	AUREL BGC, BNP Paribas, BRED Banque populaire, Crédit Agricole Corporate and Investment Bank, Natixis, Société Générale
Date of the information memorandum	04/12/2017
Update by amendment (if appropriate)	“None”

Drawn up pursuant to articles L 213-1A to L 213-4-1 of the French monetary and financial code

A copy of the information memorandum is sent to:

BANQUE DE FRANCE
Direction générale de la stabilité financière et des opérations (DGSO)
Direction de la mise en œuvre de la politique monétaire (DMPM)
21-1134 Service des Titres de Créances Négociables (STCN)
39, rue Croix des Petits Champs
75049 PARIS CEDEX 01

Avertissement: *cette documentation financière étant rédigée dans une langue usuelle en matière financière autre que le français, l'émetteur invite l'investisseur, le cas échéant, à recourir à une traduction en français de cette documentation.*

Translation:

Warning: *as this information memorandum is issued in a customary language in the financial sphere other than French, the issuer invites the investor, when appropriate, to resort to a French translation of this documentation.*

The Banque de France invites investors to read the general terms and conditions for the use of information related to negotiable debt securities:

<https://www.banque-france.fr/en/monetary-policy/monitoring-and-development-market-financing/commercial-paper-and-medium-term-note-market-neu-cp-neu-mtn>

¹ Trade name of the notes defined in article D.213-1 of the French monetary and financial code

1. DESCRIPTION OF THE ISSUANCE PROGRAMME

Articles D. 213-9, 1° and D 213-11 of the French monetary and financial code and Article 6 of the Order of 30 May 2016 and subsequent amendments

1.1	Name of the programme	Sopra Steria Group, NEU MTN (the “ Programme ”)
1.2	Type of programme	NEU MTN
1.3	Name of the issuer	Sopra Steria Group SA (the “ Issuer ”)
1.4	Type of issuer	Non-financial corporation
1.5	Purpose of the programme	General corporate purposes
1.6	Programme size (maximum outstanding amount) in Euro	EUR 300,000,000 or any other currency authorized by applicable laws and regulations in force in France at the time of the issue.
1.7	Form of the notes	The NEU MTN (the “ Notes ”) are Negotiable Debt Securities issued in bearer form and recorded in the books of authorized intermediaries (book-entry system) in accordance with French laws and regulations.
1.8	Yield basis	<p>The yield of the NEU MTN shall be unrestricted.</p> <p>The remuneration of the NEU MTN can be prepaid or post-paid.</p> <p>However, the Issuer shall inform the Banque de France of any remuneration linked to an index or which varies in accordance with an index clause and if that index or index clause does not refer to a usual interbank market, money market or bond market rate.</p> <p>The Programme also allows for the issuance of NEU MTN carrying a remuneration which may be a function of a formula of indexation which does not guarantee a reimbursement of the capital at maturity date. The confirmation form of sur NEU MTN shall explicitly specify the repayment index formula and the fraction of the guaranteed capital if any.</p> <p>For issues including an option of extension, redemption or early repayment, the yield conditions of the NEU MTN shall be set at the time of the initial issue and cannot be subsequently modified, especially when exercising the options of extension, redemption or early repayment.</p>
1.9	Currencies of issue	The Notes shall be issued in Euro or in any other currency authorized by laws and regulations in force in France at the time of the issuance according to the article D. 213-6 of the French monetary and financial code.

<p>1.10</p>	<p>Maturity</p>	<p>The term (maturity date) of the NEU MTN shall be determined in accordance with laws and regulations applicable in France, which imply that, at the date hereof, the term of the NEU MTN shall not be shorter than one year (365 days or 366 days in a leap year), from the issue date.</p> <p>The Notes may carry one or more embedded option(s) of extension (hold by either the Issuer or the holder, at its sole discretion) or linked to one or several event not related with either the Issuer of the holder.</p> <p>The Notes may carry one or more embedded option(s) of repurchase (hold by either the Issuer or the holder, at its sole discretion) or linked to one or several event not related with either the Issuer of the holder.</p> <p>The Notes issued under the Programme may be redeemed before maturity in accordance with French laws and regulations.</p> <p>Any option of extension, redemption or early repayment of the Notes shall be, if any, specified in the confirmation for any related issue of Notes.</p> <p>In any case, the overall maturity of any Note including one or several of such options shall always – all options of extension, redemption or early repayment included – comply with the laws and regulations in force in France at the time of the issuance.</p>
<p>1.11</p>	<p>Minimum issuance amount</p>	<p>200,000 euros or its equivalent in any other authorized currency at the time of the issuance.</p>
<p>1.12</p>	<p>Minimum denomination of the notes</p>	<p>By virtue of regulation (Article D 213-11 of the French monetary and financial code), the legal minimum face value of the Notes within the framework of this programme is 200,000 euros or the equivalent in the currencies selected at the time of issuance.</p>
<p>1.13</p>	<p>Status of the notes</p>	<p>The NEU MTN shall constitute direct and unsubordinated obligations of the Issuer, and will rank at least <i>pari passu</i> with all other direct, unconditional, unsubordinated and unsecured present or future obligations of the Issuer, subject to such exceptions as may from time to time exist under applicable law.</p>
<p>1.14</p>	<p>Governing law that applies to the programme</p>	<p>Any Note under the Programme will be governed by French Law.</p> <p>Any potential dispute arising from the execution of the Programme and related to the issuance of the Notes shall be governed and construed according to French law.</p>

1.15	Listing of the notes/Admission to trading on a regulated market	No
1.16	Settlement system	Euroclear France
1.17	Rating(s) of the programme	"Not rated"
1.18	Guarantor	"None"
1.19	Issuing and Paying Agent(s) (IPA) - exhaustive list -	CACEIS Corporate Trust
1.20	Arranger	Sopra Steria Group SA
1.21	Placement method	<p>The NEU MTN will be placed either by direct placement or through placement agents (each a "Dealer") appointed from time to time by the Issuer.</p> <p>The dealers are currently: AUREL BGC, BNP Paribas, BRED Banque populaire, Crédit Agricole Corporate and Investment Bank, Natixis, Société Générale.</p> <p>The Issuer may subsequently elect to replace any dealer or appoint other dealers; an updated list of such dealers shall be disclosed to investors upon request to the Issuer.</p>
1.22	Selling restrictions	<p>General restrictions</p> <p>The Issuer and any initial holder of the Notes issued under the Programme shall not take any action that would allow a public offering of the Notes or the possession or distribution of the Information.</p> <p>Memorandum or any other document related to Notes in any jurisdiction where it is unlawful for such documents to be disclosed and shall not offer, sell or deliver, whether directly or indirectly, the Notes in any jurisdiction where such action is unlawful.</p> <p>The Issuer and any initial holder (all future holders will be deemed to have declared and agreed on the date of the purchase of the Notes), shall comply with all applicable laws and regulations in force in the jurisdiction where the Notes will be offer or sold or the Information Memorandum will be held or disclosed and to obtain any consent, approval or permissions required by the laws and regulations in force in all jurisdictions to where such offer or sale will be made.</p> <p>More particularly, either the Dealers, any initial subscriber or any further holder of the NEU MTN undertake that the NEU MTN will be distributed only to qualified investors (investisseurs qualifiés) within the meaning of Articles L.411-2, D.411-1 et D.411-2 of the French Code Monétaire et Financier.</p>

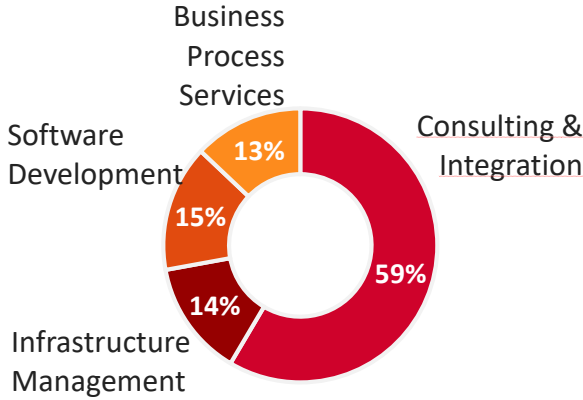
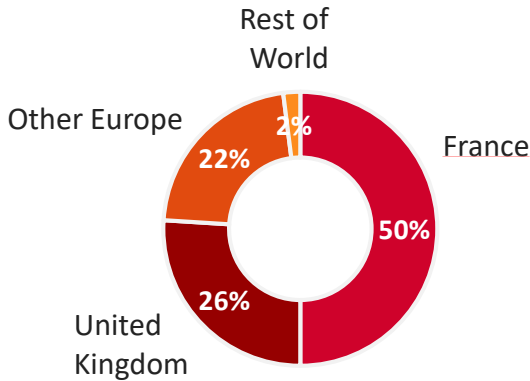
		<p>Neither the Issuer nor any holder of the Notes shall be responsible for the failure to comply with these laws or regulations by one of the other holders.</p> <p>France</p> <p>The Issuer and each holder of the Notes (each future holder of the Notes will be deemed to have declared and accepted on the acquisition date of the Notes) undertake to comply with all French laws and regulations in force related to the offer, the placement, the distribution and the sale of the Notes.</p> <p>In any case the Issuer shall be responsible for any infringement of the present selling restrictions by any holder of the Notes.</p>
1.23	Taxation	<p>The Issuer is not committed to indemnify any holder of the Notes in case of taxes which are payable under French law and any foreign law in respect of the principal of, or the interest on, the Notes, except for any stamp or registration taxes payable by the Issuer under French law.</p> <p>In any case, the Issuer shall have no obligation to inform the Dealers, any initial holder of the Notes about the tax regime applicable to the NEU MTN nor has any obligation to advise them of any change in the tax status of the Notes.</p>
1.24	Involvement of national authorities	Banque de France
1.25	Contact details of the person(s) in charge of the issuing programme	<p>Benoit Deryng Group Treasury Manager 9 rue de Presbourg 75116 Paris France Tel: +33 1 34 88 51 38 Fax: +33 1 34 88 95 62 benoit.deryng@soprasteria.com</p> <p>Dominique Dufour Deputy Group Treasury Manager 3 rue du Pré faucon - PAE Les Glaisins - BP 238 Annecy Le Vieux, 74942 France Tel: +33 4 50 33 33 21 Fax: +33 4 50 33 30 02 dominique.dufour@soprasteria.com</p> <p>Alain Cohen Finance Operations Director (in charge of the relationship with BDF) 9 rue de Presbourg 75116 Paris France Tel: +33 1 40 67 86 72 Fax: +33 1 40 67 86 91 alain.cohen@soprasteria.com</p>

		<p>John Moran Financial Management Director (in charge of the relationship with BDF) 9 rue de Presbourg 75116 Paris France Tel: +33 1 34 88 64 02 Fax: +33 1 34 88 95 62 john.moran@soprasteria.com</p>
1.26	Additional information on the programme	<p><u>Updates</u></p> <p>Annual update</p> <p>The Issuer shall update each year its Investment Memorandum within 45 days following the shareholders' annual general meeting, or the equivalent body, voting on the accounts for the last financial year.</p> <p>Permanent update</p> <p>The Issuer shall immediately update its Investment Memorandum following any change under this Program relating to:</p> <ul style="list-style-type: none"> - the maximum amount of its outstanding Notes issues; - the Issuing and Paying Agent; - any new circumstance which may have a significant effect on the evolution of the Notes or on the outcome of the issue program. <p><u>Communication:</u></p> <p>The Issuer shall, in accordance with applicable laws and regulations, immediately and free of charge, provide its Investment Memorandum, and its updates to the entities involved in the implementation of its Program such as:</p> <ul style="list-style-type: none"> - Issuing and Paying Agent; - Intermediaries for the purchase and sale of the Notes and any person who requests them.
1.27	Language of the information memorandum which prevails	The Information Memorandum is in English.

2. DESCRIPTION OF THE ISSUER

Article D. 213-9, 2° of the French monetary and financial code and Article 7, 3° of the Order of 30 May 2016 and subsequent amendments

2.1	Legal name	Sopra Steria Group
2.2	Legal form/status, governing law of the issuer and competent courts	<p>Sopra Steria Group is a public limited company “<i>société anonyme</i>” with a Board of Directors governed by the legislative and regulatory provisions of the Code de commerce.</p> <p>Competent court: <i>Tribunal de commerce de Paris</i>.</p>
2.3	Date of incorporation	05/01/1968 for a duration of fifty years starting from 25/01/1968 and renewed by the General Assembly held on 19/06/2016 for a duration of ninety-nine years.
2.4	Registered office or equivalent (legal address) and main administrative office	<p>Headquarter: PAE Les Glaisins, 74940 ANNECY</p> <p>Directorate-General: 9 bis, rue de Presbourg, 75116 Paris</p>
2.5	Registration number, place of registration	326 820 065 R.C.S. Annecy
2.6	Issuer’s mission summary	<p>The Company’s purpose is to engage, in France and elsewhere, in consulting, expertise, research and training with regard to corporate organisation and information processing, in computer analysis and programming and in the performance of customised work.</p> <p>The design and creation of automation and management systems, including the purchase and assembly of components and equipment, and appropriate software.</p> <p>The creation or acquisition of and the operation of other businesses or establishments of a similar type.</p> <p>And, generally, all commercial or financial transactions, movable or immovable, directly or indirectly related to said corporate purpose or in partnership or in association with other companies or persons (Article 2 of the Articles of Association).</p> <p>Page 260 of the 2016 registration document.</p>

2.7	Brief description of current activities	<p>Sopra Steria Group's main activities are described in Paragraph 3 "Sopra Steria's activities" from page 16 to 22 and from page 26 to 32 of the 2016 Registration Document.</p> <p><u>2016 pro forma revenue by business line / region: €3,741m</u></p> <p>BUSINESS LINES</p>  <table border="1"> <caption>2016 pro forma revenue by business line</caption> <thead> <tr> <th>Business Line</th> <th>Percentage</th> </tr> </thead> <tbody> <tr> <td>Consulting & Integration</td> <td>59%</td> </tr> <tr> <td>Software Development</td> <td>15%</td> </tr> <tr> <td>Infrastructure Management</td> <td>14%</td> </tr> <tr> <td>Business Process Services</td> <td>13%</td> </tr> </tbody> </table> <p>REGIONS</p>  <table border="1"> <caption>2016 pro forma revenue by region</caption> <thead> <tr> <th>Region</th> <th>Percentage</th> </tr> </thead> <tbody> <tr> <td>France</td> <td>50%</td> </tr> <tr> <td>United Kingdom</td> <td>26%</td> </tr> <tr> <td>Other Europe</td> <td>22%</td> </tr> <tr> <td>Rest of World</td> <td>2%</td> </tr> </tbody> </table>	Business Line	Percentage	Consulting & Integration	59%	Software Development	15%	Infrastructure Management	14%	Business Process Services	13%	Region	Percentage	France	50%	United Kingdom	26%	Other Europe	22%	Rest of World	2%
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2.8	Capital	<p>At 31 December 2016, Sopra Steria Group had a share capital of €20,531,795.</p> <p>It is represented by 20,531,795 fully paid-up shares with a par value of €1 each.</p>																				
2.8.1	Amount of capital subscribed and fully paid	Capital is entirely subscribed and paid up.																				
2.8.2	Amount of capital subscribed and not fully paid	"None"																				

2.9	List of main shareholders	<p>At 31 December 2016, the breakdown of share capital and voting rights is:</p> <table border="1" data-bbox="715 280 1299 786"> <thead> <tr> <th data-bbox="715 280 911 376">Shareholders</th> <th data-bbox="911 280 1102 376">% of capital</th> <th data-bbox="1102 280 1299 376">% of voting rights</th> </tr> </thead> <tbody> <tr> <td data-bbox="715 376 911 439">Sopra GMT</td> <td data-bbox="911 376 1102 439">19.7%</td> <td data-bbox="1102 376 1299 439">28.5%</td> </tr> <tr> <td data-bbox="715 439 911 501">Founders</td> <td data-bbox="911 439 1102 501">1.7%</td> <td data-bbox="1102 439 1299 501">2.7%</td> </tr> <tr> <td data-bbox="715 501 911 564">Management</td> <td data-bbox="911 501 1102 564">1.3%</td> <td data-bbox="1102 501 1299 564">1.9%</td> </tr> <tr> <td data-bbox="715 564 911 627">Free float</td> <td data-bbox="911 564 1102 627">69.2%</td> <td data-bbox="1102 564 1299 627">58.3%</td> </tr> <tr> <td data-bbox="715 627 911 689">Employees</td> <td data-bbox="911 627 1102 689">7.6%</td> <td data-bbox="1102 627 1299 689">8.6%</td> </tr> <tr> <td data-bbox="715 689 911 786">Treasury shares</td> <td data-bbox="911 689 1102 786">0.5%</td> <td data-bbox="1102 689 1299 786">0%</td> </tr> </tbody> </table>	Shareholders	% of capital	% of voting rights	Sopra GMT	19.7%	28.5%	Founders	1.7%	2.7%	Management	1.3%	1.9%	Free float	69.2%	58.3%	Employees	7.6%	8.6%	Treasury shares	0.5%	0%
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Treasury shares	0.5%	0%																					
2.10	Regulated markets on which the shares or debt securities of the issuer are listed	<p><u>Shares:</u> Sopra Steria Group shares are listed on Euronext Paris – Compartment B Code ISIN: FR0000050809 SOP</p> <p><u>Debt security:</u> “None”</p> <p>https://www.euronext.com/fr/products/equities/FR0000050809-XPAR</p>																					
2.11	Composition of governing bodies and supervisory bodies	<p>Pierre Pasquier, Chairman Vincent Paris, Chief Executive Officer John Torrie, Deputy Chief Executive Officer Laurent Giovachini, Deputy Chief Executive Officer</p> <p>More details are provided in the 2016 registration document, page 10. https://www.soprasteria.com/docs/librariesprovider29/Finance-Sopra-Steria/ddref2016_soprasteria_bat_en_def.pdf?sfvrsn=0</p>																					
2.12	Accounting method for consolidated accounts (or failing that, for the annual accounts)	The 2015 and 2016 consolidated financial statements have been prepared in accordance with the International Financial Reporting Standards standards as approved by the European Union and in effect at 31/12/2015 and 31/12/2016 respectively.																					
2.13	Accounting year	Starting on 01/01, ending on 31/12																					
2.13.1	Date of the last general annual meeting of shareholders (or equivalent thereof) which has ruled on the	13/06/2017																					

	last financial year accounts	
2.14	Fiscal year	Starting on 01/01, ending on 31/12
2.15	Auditors of the issuer, who have audited the issuer's annual accounts	
	2.A.15.1 Auditors	<p><u>Statutory auditors:</u></p> <p>Auditeurs & Conseils Associés represented by Olivier Juramie (31, rue Henri-Rochefort, 75017 Paris) ; Mazars represented by Bruno Pouget (61, rue Henri-Regnault, Tour Exaltis, 92400 Courbevoie).</p> <p><u>Alternate auditors:</u></p> <p>AEG Finances (4, rue de Châtillon, 75014 Paris) ; Jean-Louis Simon (61, rue Henri-Regnault, Tour Exaltis, 92400 Courbevoie).</p>
	2.A.15.2 Auditors report on the accuracy of the accounting and financial information	<p>Statutory auditor's report on the 2016 consolidated financial statements appears on page 212, paragraph 3 of the 2016 Registration Document.</p> <p>Statutory auditor's report on the 2016 individual financial statements appears on page 241, paragraph 3 of the 2016 Registration Document.</p> <p>Statutory auditor's report on the 2015 consolidated financial statements appears on page 185, paragraph 3 of the 2015 Registration Document.</p> <p>Statutory auditor's report on the 2015 individual financial statements appears on page 215, paragraph 3 of the 2015 Registration Document.</p>
2.16	Other equivalent programmes of the issuer	"None"
2.17	Rating of the issuer	"Not rated"
2.18	Additional information on the issuer	Optional*

* Optional : information that the issuer may not provide because it is not required by French regulation

CERTIFICATION OF INFORMATION FOR THE ISSUER**Article D. 213-9, 4° of the French monetary and financial code and subsequent amendments**

3.1	Person responsible for the information memorandum concerning the programme of medium term notes	Alain Cohen Finance Operations Director
3.2	Declaration of the person responsible for the information memorandum concerning the programme of medium term notes	To our knowledge, the information contained in the financial documentation, is true and accurate and does not contain any misrepresentation which would make it misleading.
3.3	Date, place of signature, signature	Under the form 04/12/2017 SOPRA STERIA GROUP SA 9 Bis, rue de Presbourg 75116 PARIS Tél. : 01 40 67 29 29 - Fax : 01 40 67 29 30 Alain Cohen www.soprasteria.com Finance Operations Director

APPENDICES		
Appendice I	Rating(s) of the programme	None
Appendice II	Documents available to the shareholders annual general meeting or the equivalent body²	<p>2016 Registration Document: https://www.soprasteria.com/docs/librariesprovider29/Finance-Soprasteria/ddref2016_soprasteria_bat_en_def.pdf?sfvrsn=0</p> <p>2015 Registration Document: https://www.soprasteria.com/docs/librariesprovider29/Finance-Soprasteria/ddref_2015_soprasteria_bat_en_def.pdf?sfvrsn=4</p> <p>Group's publications: https://www.soprasteria.com/en/investors</p>
Appendice III	Amendment, if appropriate, under electronic and paper form (signed)	None

² Further to articles D.213-9 of the French monetary and financial code and L.232-23 of the French commercial code, financial information mentioned in Article D213-9 of the French monetary and financial code should be made available to any person upon request.