

Special General Meeting Sopra Group, 22 June 2010

The meeting commenced at 2.30 p.m.

Slide 1

Introduction

Pierre Pasquier
Chairman and Chief Executive Officer, Sopra Group

Ladies and gentlemen, I would like to welcome you to this Special General Meeting, which has been convened before the Combined General Meeting. The primary objective of this Special General Meeting is to eliminate double voting rights. The only people convened in this room are the owners of shares with double voting rights, i.e. those that have been held for more than four years. The main shareholders of Sopra are present or represented. It appears that the conditions for quorum have been fulfilled. I understand that over 5 million shares currently carry double voting rights.

I invite the shareholders to constitute the office supervising the vote. I invite the vote-tellers, François Odin, as representative of Sopra GMT and Estelle Ginesty, representing Société Générale. I also invite the statutory auditors to take their seats. I propose Christophe Bastelica as Secretary of the meeting. With the officers supervising the meeting in place, I declare the Special Meeting open.

Slide 2

Slide 3

The following items are on the agenda for the Meeting:

- the report of the Board of Directors;
- the elimination of double voting rights permitted by the Articles of Association, and the corresponding modification of Article 28 of the Articles of Association;
- powers to carry out formalities.

At the end of the meeting, we will verify that quorum has been attained. We will know the precise numbers at that point. The following documents are placed on the desk:

- the latest version of the Company's articles of association;
- the attendance sheet for the Meeting;
- proxy forms for shareholders represented by proxy as well as all postal ballots received;
- copies of the convening letters;

- a copy of the legal gazette containing the convening notice;
- a copy of the *Bulletin d'annonces légales obligatoires* containing the convening notice;
- the Sopra Group SA individual financial statements and the Group's consolidated financial statements;
- the report of the Board of Directors submitted to the Special General Meeting;
- the Statutory Auditors' reports;
- the proposed resolutions.

I hereby inform the shareholders present or represented at this Meeting that the Company has not received any request to add a proposed resolution to the items of business before the Meeting from any of its shareholders.

Board of Directors' report

Pierre Pasquier
Chairman and Chief Executive Officer of Sopra Group

Slide 4

Given that as shareholders having shares with double voting rights, we wish to convene you to a Special General Meeting in order to eliminate the double voting rights in accordance with the previous communications (press release dated 22 October 2009).

The objective of this report of the Board of Directors to the Special General Meeting of 22 June 2010 is to explain in detail the resolution submitted for your approval. In accordance with a commitment that was taken and made public when Caravelle exited from the share capital of Sopra GMT (*cf.* press release of 22 October 2009) and in order to ensure good corporate governance and equal treatment between shareholders, it is proposed that double voting rights attached to fully paid-up shares that have been listed as registered shares for at least four years in the name of the same shareholder be eliminated.

As of 31 December 2009, 5,365,213 shares of the 11,752,543 shares making up the share capital had double voting rights attached (i.e. 46% of shares), with two shareholders, Sopra GMT and GENINFO (Société Générale group), together holding almost 85% of these shares with double voting rights.

I remain at your disposal to discuss this proposal or respond to any questions you may have.

Slide 5

In the absence of any questions, I will hand over to Christophe Bastelica.

Vote on the resolutions

Slide 6

Christophe Bastelica

Slide 7

The quorum is one third of the shares carrying double voting rights, i.e. 1,799,059 shares.

Under the terms of this Special General Meeting, the majority required amounts to two thirds of the votes of shareholders present or represented.

I propose that votes are taken by a show of hands. If you wish to vote against or abstain on the resolutions that have been proposed to you, please indicate this vote on the voting slip which you received on entering the meeting room.

Slide 8

The first resolution relates to the elimination, subject to condition precedent, of the double voting right provided in the Articles of Association and the corresponding amendment to Article 28 of the Articles of Association entitled “Voting Rights”.

The Special General Meeting, subject to the outcome of the decision of the Extraordinary General Meeting of shareholders of the company in its sixteenth resolution, having to be convened at first notice on this day, 22 June 2010, decides:

- to eliminate the double voting right granted to all fully paid-up shares that have been registered for at least four years in the name of a given shareholder;
- to amend Article 28 of the Articles of Association, “Voting Rights” accordingly as follows:

“Article 28 – Voting rights

The voting right attached to capital-only shares or dividend-bearing shares shall be proportional to the portion of the capital they represent. With the same par value, each share shall entitle the holder to the same number of votes, with a minimum of one vote.”

Slide 9

The second resolution relates to powers to carry out formalities. The Special General Meeting is invited to give full authority to the bearer of an original or copy of the minutes of this General Meeting to carry out all legally required formalities.

The attendance sheet shows that the number of shareholders present in the room or represented by proxy by the Chairman or that have voted by correspondence amounts to 94. The number of shares present or represented is 5,124,037, out of a total of 5,397,176 shares. The voting rights present or represented constitute approximately 95% of the shares.

Pierre Pasquier

If you agree, I propose that you proceed to the vote.

Christophe Bastelica

Who votes in favour of the first resolution?

The first resolution is adopted unanimously.

Christophe Bastelica

Who votes in favour of the second resolution?

The 2nd resolution is unanimously adopted.

The double voting rights will be eliminated, subject to the adoption by the Combined General Meeting of the sixteenth resolution proposed at the Combined General Meeting.

Slide 10

Pierre Pasquier

The agenda of this Special General Meeting is now complete. Thank you for attending. The meeting is now closed.

The meeting was closed at 2.45 pm.