

## Extract Registration Document 2014

### 8. Share buyback programme

#### 8.1. Implementation of the share buyback programme in 2014

This description of the implementation of the share buyback programme is given pursuant to Article L. 225-211 of the French Commercial Code.

Through Resolution 9 of the Combined General Meeting of 27 June 2014, the shareholders renewed the authorisation granted to the

Board of Directors to buy back the Company's shares as set out in Article L. 225-209 of the French Commercial Code and the AMF's General Regulation, for an 18-month period expiring 27 December 2015.

During the year ended 31 December 2014, this share buyback programme was used solely for the purposes of the liquidity agreement entered into with Oddo Corporate Finance, in keeping with the AMAFI code of conduct approved by the AMF.

Between 1 January 2014 and 31 December 2014, Sopra Steria Group bought 259,824 shares at an average price of €74.11 and sold 251,549 shares at an average price of €73.74. These purchases and sales were made solely for the purposes of the liquidity agreement.

At 31 December 2014, Sopra Steria Group held 17,148 treasury shares, representing 0.1% of the share capital. The par value of these 17,148 shares was €17,148 (i.e. €1 per share).

Their gross book value (acquisition cost) at 31 December 2014 was €1,069,520.76 (i.e. €62.37 per share).

## 8.2. Description of the 2015 share buyback programme

### 8.2.1. LEGAL FRAMEWORK

This description is provided in accordance with the provisions of Articles 241-2 et seq. of the General Regulation of the French securities regulator (*Autorité des marchés financiers* – AMF) as well as European Regulation 2273/2003 of 22 December 2003.

This programme will be submitted for approval at the General Meeting of 25 June 2015.

#### a. Number of shares and share of capital held by the Company

At 30 March 2015, the Company's capital was made up of 20,371,789 shares.

At that date, the Company held 20,000 treasury shares, representing 0.1% of the share capital.

#### b. Breakdown by purpose of treasury shares held by the Company

At 30 March 2015, the 20,000 treasury shares held by the Company were allocated in full to the provision of market-making services by an investment services provider acting completely independently, namely Oddo Corporate Finance, under the terms of a liquidity agreement entered into in compliance with the code of conduct of AMAFI (the French association of financial market professionals) recognised by the AMF.

#### c. Objectives of the new share buyback programme

The objectives of the new share buyback programme to be submitted to shareholders at the General Meeting of 25 June 2015 will be:

- to obtain market-making services to be rendered by an investment services provider acting completely independently under the terms of a liquidity agreement entered into in compliance with the code of conduct of AMAFI (the French association of financial market professionals) recognised by the AMF;

- to award or sell shares in the Company to employees and/or company officers of the group, in order to cover share option plans and/or free share plans (or similar plans) for the benefit of group employees and/or company officers as well as all allotments of shares in connection with a company or group savings plan (or similar plan), in connection with company profit-sharing and/or all other forms of share allotment to the group's employees and/or company officers;
- to cede the shares in the Company, upon the exercise of the rights attaching to securities giving access to the Company's share capital through redemption, conversion, exchange, presentation of warrants or any other means;
- to retire the shares thus repurchased, by way of a capital reduction;
- to implement any market practice that might be accepted by the AMF, and, more generally, to perform any operation that complies with regulations in force.

#### d. Maximum share of capital, maximum number and characteristics of capital stock: maximum share of company capital liable to be bought back and characteristics of capital stock

The maximum share of capital liable to be bought back is equal to 10% of Sopra Steria Group's existing capital at the time that the buyback programme is implemented.

The share capital is €20,371,789 divided into 20,371,789 shares, each with a par value of €1. On this basis, Sopra Steria Group would be authorised to acquire 10% of its share capital at most, i.e. 2,037,178 shares, not including shares already held.

This limit will be assessed on the date of the buybacks to take account of any capital increase or reduction operations that might occur during the programme period. The number of shares considered when calculating this limit corresponds to the number of shares purchased, less the number of shares resold during the programme period in connection with the liquidity objective.

#### e. Maximum purchase price

The maximum purchase price per share is €180 and the maximum number of shares that Sopra Steria Group may purchase under the buyback programme shall not exceed 2,017,178 (based on the share capital at 31 December 2014).

#### f. Buyback procedure details

The purchase, sale or transfer by the Company of its own shares may be conducted at any time (including during a public tender offer) and by any method, including over the counter, in blocks of shares or through the use of derivative financial instruments, on one or more occasions, in the proportions and during the periods determined at the discretion of the Board of Directors.

#### g. Length of buyback programme

The programme will run for 18 months as from approval of the resolution presented at the General Meeting of 25 June 2015, i.e. until 24 December 2016.