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**NOTICES OF MEETING****MEETINGS OF SHAREHOLDERS AND  
UNITHOLDERS****SOPRA STERIA GROUP**

*Société Anonyme* with share capital of €20,446,723  
Registered office: PAE les Glaisins, F-74940 Annecy-le-Vieux  
Head office: 9 bis, rue de Presbourg F-75116 Paris  
326 820 065 R.C.S. Annecy

**Notice of Meeting**

All shareholders are hereby informed that the Combined General Meeting will be held on Wednesday, 22 June 2016 at 2:30 p.m. at Shangri-la Hotel, 10, avenue Léna, 75116 Paris, France, to deliberate on the following agenda:

## Agenda:

**1) Requiring approval at the Ordinary General Meeting**

- Approval of the individual financial statements for the financial year ended 31 December 2015; Approval of non-deductible expenses;
- Granting of final discharge to members of the Board of Directors;
- Approval of the consolidated financial statements for the financial year ended 31 December 2015;
- Appropriation of earnings and determination of the dividend;
- Approval of agreements governed by Article L. 225-38 et seq. of the French Commercial Code;
- Opinion on items of compensation due or attributed in respect of financial year 2015 to Pierre Pasquier;
- Opinion on items of compensation due or attributed in respect of financial year 2015 to François Enaud;
- Opinion on items of compensation due or attributed in respect of financial year 2015 to Vincent Paris;
- Appointment of Jessica Scale as a new director;
- Setting of directors' fees at €500,000;
- Reappointment of a Statutory Auditor and appointment of an Alternate Auditor;
- Authorisation granted to the Board of Directors, for a period of 18 months, to allow the Company to buy back its own shares pursuant to Article L. 225-209 of the French Commercial Code.

**2) Requiring approval at the Extraordinary General Meeting**

- Authorisation granted to the Board of Directors, for a period of 26 months, to retire any shares that the Company may have acquired under the terms of share buyback programmes and to reduce the share capital accordingly;
- Delegation of authority granted to the Board of Directors, for a period of 26 months, to decide to increase the share capital, with pre-emptive subscription rights for existing shareholders, through the issuance of ordinary shares and/or securities giving access to the share capital and/or giving a right to be allotted debt securities of the Company, up to a maximum aggregate nominal amount of €7 million;
- Delegation of authority granted to the Board of Directors, for a period of 26 months, to decide to increase the share capital, without pre-emptive subscription rights for existing shareholders, through the issuance of ordinary shares and/or securities giving access to the share capital and/or giving a right to be allotted debt securities of the Company, via public offerings, up to a maximum aggregate nominal amount of €4 million;
- Delegation of authority granted to the Board of Directors, for a period of 26 months, to decide to increase the share capital, without pre-emptive subscription rights for existing shareholders, through the issuance of ordinary shares and/or any securities giving access to the share capital and/or giving a right to be allotted debt securities of the Company, via a private placement such as provided for by Article L. 411-2-II of the French Monetary and Financial Code, up to a maximum of 20% of the share capital;
- Determination of the issue price of ordinary shares and/or securities giving access to the share capital and/or giving a right to receive debt securities of the Company, up to a maximum of 10% of the share capital per year, in connection with a capital increase without pre-emptive subscription rights for existing shareholders;
- Delegation of authority granted to the Board of Directors, for a period of 26 months, to decide, with or without pre-emptive subscription rights for existing shareholders, to increase the number of ordinary shares and/or securities giving access to the share capital and/or giving a right to be allotted debt securities to be issued by the Company, up to a maximum of 15% of the original issue;
- Delegation of authority granted to the Board of Directors, for a period of 26 months, to issue ordinary shares and/or securities giving access to the share capital and/or giving a right to be allotted debt securities of the Company, without pre-emptive subscription rights for existing shareholders, as consideration for in-kind contributions, up to a maximum of 10% of the share capital;
- Delegation of authority granted to the Board of Directors, for a period of 26 months, to issue ordinary shares and/or securities giving access to the share capital and/or giving a right to be allotted debt securities of the Company, without pre-emptive subscription rights for existing shareholders, as consideration for securities tendered in a public exchange offer, up to a maximum aggregate nominal amount of €4 million;

- Delegation of authority granted to the Board of Directors, for a period of 26 months, to decide to increase the share capital through the capitalisation of premiums, reserves, earnings or any other items for which capitalisation would be permitted;
- Delegation of authority to be granted to the Board of Directors, for a period of 18 months, to issue share subscription warrants to be allotted to the shareholders free of charge in the event of a takeover bid, up to a nominal amount equal to the amount of the share capital;
- Delegation of authority to the Board of Directors, for a period of 26 months, to decide to increase the share capital, without preemptive subscription rights for existing shareholders, via issues to persons employed by the Company or by a company of the Group, subject to enrollment in a company savings plan, up to a maximum of 3% of the share capital;
- Authorisation granted to the Board of Directors, for a period of 38 months, to award share subscription or purchase options to employees and/or officers of the Company or of a company in the Group, up to a maximum of 3% of the share capital;
- Authorisation granted to the Board of Directors, for a period of 38 months, to award free shares to employees and officers of the Company or of a company in the Group, up to a maximum of 3% of the share capital;
- Powers required to carry out formalities.

We hereby inform you that extraordinary resolutions require a quorum of one-quarter of the total voting shares and a two-thirds majority of the votes of the shareholders present or represented. The resolutions on the agenda of the Ordinary General Meeting require a quorum of one-fifth of the total voting shares and a majority of the votes of the shareholders present or represented. However, as an exception to the preceding, Resolutions 21 and 22, even though they are on the Extraordinary General Meeting agenda, require a quorum of one-fifth of the total voting shares and a majority of the votes of the shareholders present or represented.

#### A. – Procedures governing participation in the General Meeting

Pursuant to the provisions of the French Commercial Code, shareholders are informed that participation in general meetings is subject to their shares being recorded in accounts either in their name or that of the intermediary authorised to act on their behalf, no later than the second business day preceding the Meeting at 0:00 a.m., Paris time:

- either in securities accounts for holders of registered shares maintained by the Company,
- or in securities accounts for holders of bearer shares maintained by the authorised intermediary.

In accordance with Article R. 225-85 of the French Commercial Code, the deadline for completing these formalities is set at 0:00 a.m. on 20 June 2016, Paris time.

In the case of bearer shares, proof of the shareholder's status is provided by way of a certificate of investment delivered by the authorised intermediary and attached to the postal or proxy voting form or to the request for an admission card completed in the name of the shareholder.

Sopra Steria Group also offers **holders of registered shares** the option to vote online, in advance of the General Meeting, via the Votaccess electronic voting system, accessible:

- for registered shareholders, via a link provided within the "Investors" section of the Company's website (<http://www.soprasteria.com/investisseurs>), which redirects the shareholder automatically to the dedicated voting portal (<https://www.cmcics-nominatif.com>);

This electronic system allows holders of registered shares to request admission cards, submit voting instructions and appoint or rescind the appointment of a proxy under the conditions discussed below, all in advance of the General Meeting.

##### 1. Physical attendance at the General Meeting:

Shareholders who wish to attend the General Meeting in person may request admission cards by either of the means described below:

###### 1.1 Postal requests for admission cards

— For holders of registered shares: send the admission card request by post so that it will be received no later than 20 June 2016 by CIC c/o CM-CIC Titres at 3, Allée de l'Etoile, 95014 Cergy Pontoise, France or report to the venue on the day of the General Meeting.

— Holders of bearer shares: ask the authorised intermediary responsible for managing your securities account to request an admission card. The authorised intermediary's request must be received by CIC c/o CM-CIC Titres at 3, Allée de l'Etoile, 95014 Cergy Pontoise, France before 20 June 2016.

In either case, if an admission card request is received by CIC c/o CM-CIC Titres after 20 June 2016, the shareholder concerned will need to report to the reception counter for "Shareholders without cards" or "Shareholders without documents" on the day of the General Meeting and present his or her certificate of investment.

###### 1.2 Electronic requests for admission cards for holders of registered shares

Registered shareholders wishing to attend the General Meeting in person may request an admission card online by submitting their request on Votaccess, the secure electronic voting system accessible via a link in the "Investors" section of the Company's website (<http://www.soprasteria.com/investisseurs>), which redirects the automatically to the dedicated voting portal (<https://www.cmcics-nominatif.com>). Registered shareholders will be able to log in using their user ID and password, which will be sent to them by post prior to the General Meeting. Admission cards will be sent to shareholders by post.

## 2. Voting or proxy forms:

### 2.1. Postal voting or proxy forms.

Shareholders not attending General Meetings in person who wish to submit postal votes or to be represented at the Meeting by granting authority to the Chairman of the Meeting or other representative to vote on their behalf may:

— For holders of registered shares: fill in and send back the voting or proxy form, included with the invitation to the Meeting, to: CIC c/o CM-CIC Titres, 3, Allée de l'Etoile, 95014 Cergy Pontoise, France

— For holders of bearer shares: send a request for the combined voting or proxy form to the intermediary managing the securities account upon receiving the invitation to the Meeting. This form must first be filled in by the shareholder, then sent back to the intermediary, which will attach its certificate of investment for the shareholder and forward both documents to CIC c/o CM-CIC Titres, 3, Allée de l'Etoile, 95014 Cergy Pontoise, France. In order to be taken into account, voting forms must be received by CIC c/o CM-CIC Titres at 3, Allée de l'Etoile 95014 Cergy Pontoise, France no later than three days prior to the General Meeting, thus by 0:00 a.m. on 18 June 2016 (Paris time).

Proxy appointments or rescindments of proxy appointments sent by post must be received no later than three calendar days before the date of the General Meeting, thus by 0:00 a.m. on 18 June 2016 (Paris time).

### 2.2. Electronic submission of voting or proxy forms for holders of registered shares

Registered shareholders may submit their voting instructions, appoint proxies or rescind proxy appointments online in advance of the General Meeting on Votaccess, the secure electronic voting system accessible via a link in the "Investors" section of the Company's website (<http://www.soprasteria.com/investisseurs>), which redirects automatically to the dedicated voting portal (<https://www.cmcics-nominatif.com>). Holders of registered shares whose securities accounts are maintained by the Company (*nominatif pur*) may log in to the service using their existing user ID and password.

Holders of registered shares whose securities accounts are managed by a financial institution (*nominatif administré*) will receive an invitation to the Meeting including their user ID and password. This access information may be used to log in to the service at <https://www.cmcics-nominatif.com>

Once logged in, holders of registered shares will need to follow the instructions provided on screen to enter the Votaccess system in order to submit voting instructions, appoint a proxy or rescind a proxy appointment.

### 2.3. Appointment of a proxy and/or rescindment of a proxy appointment

— Article R. 225-79 of the French Commercial Code provides for the submission of proxy appointments and/or rescindments of proxy appointments by electronic means.

**Holders of registered shares** may submit their requests on the site <https://www.cmcics-nominatif.com>.

**Holders of bearer shares** must send an e-mail to the following address: [mandats-ag@cmcic.com](mailto:mandats-ag@cmcic.com).

This e-mail message must include the following information: the name of the company concerned (Sopra Steria Group); the date of the General Meeting (22 June 2016); the shareholder's last name, first name, address and bank details; and the proxy's last name, first name and address (if available).

Holders of bearer shares must also get in touch with the financial intermediary responsible for the management of their securities accounts requesting that a written confirmation be sent to CIC c/o CM-CIC Titres, 3, Allée de l'Etoile, 95014 Cergy Pontoise, France.

Only notifications of proxy appointments or rescindments of proxy appointments may be sent to the aforementioned e-mail address. Other types of requests or notifications will not be taken into account or processed.

In order for proxy appointments or rescindments of proxy appointments submitted by electronic means to be validly taken into account, e-mail messages and/or written confirmations need to be received no later than the day before the General Meeting, 21 June 2016, at 3:00 p.m. (Paris time).

## The Votaccess page for this General Meeting will be accessible from 30 May 2016

Online voting in advance of the General Meeting will close the day before the Meeting, 21 June 2016, at 3:00 p.m. (Paris time)

Pursuant to the provisions of Article R. 225-85 of the French Commercial Code, once a shareholder has submitted voting instructions by post or electronic means or requested an admission card, he or she may not opt for any other means of taking part in the Meeting.

Shareholders who have already submitted voting instructions, sent a proxy form or requested an admission card may sell, transfer or assign all or a portion of their shares at any time. However, if the sale, transfer or assignment takes place before 0:00 a.m. on the second business day preceding the General Meeting (Paris time), the Company will invalidate or adjust, as required, the postal or electronic vote, the proxy or the admission card. To this end, the intermediary managing the securities account must send notification to the Company or its agent of the sale, transfer or assignment, accompanied by the required information.

No sale or other transaction completed after the second business day preceding the General Meeting at 0:00 a.m. (Paris time), irrespective of the means employed, is to be notified by the authorised intermediary or taken into account by the Company, notwithstanding any agreement to the contrary.

## B. –Written questions from the shareholders

1. Pursuant to the provisions of Article R. 225-84 of the French Commercial Code, shareholders may submit written questions to the Board of Directors. These questions must be sent to the Company's registered office by registered letter with proof of receipt or by e-mail to [assembleegenerale@soprasteria.com](mailto:assembleegenerale@soprasteria.com) no later than the fourth business day preceding the General Meeting, thus by 16 June 2016. In order to be considered, questions must be accompanied by a deposit certificate for a securities account in the name of the shareholder.

## C. - Documents made available to the shareholders

Pursuant to applicable legal and regulatory provisions, all documents that must be made available to shareholders in connection with general meetings will be accessible at the registered office of the Company, located at 9 bis, rue de Presbourg, 75116 Paris, France, within the time period required by law and, for the types of documents mentioned in Article R. 225-73-1 of the French Commercial Code, in the "Investors" section of the Company's website at the following address: <http://www.soprasteria.com/investisseurs> .

The Board of Directors