

Disclaimer

This document is a free translation into English of the original French press release. It is not a binding document. In the event of a conflict in interpretation, reference should be made to the French version, which is the authentic text.

Sopra Group

A French Société Anonyme (limited company) with share capital of €11,919,583

326 820 065 RCS Annecy

Registered Office: PAE Les Glaisins, 74940 Annecy-le-Vieux

Minutes of the Combined General Meeting of 27 June 2014

In the year two thousand and fourteen, on the Twenty seventh of June, at two thirty in the afternoon, the Company's shareholders met in a Combined General Meeting at Hôtel Le Meurice, 228 rue de Rivoli, F-75001 Paris, as duly convened by the Board of Directors.

An attendance sheet was drawn up and initialled by each individual present upon entering the Meeting, whether in his/her own name or as proxy.

As Chairman of the Board of Directors, Pierre Pasquier chaired the Meeting.

The two shareholders in attendance at the Meeting representing, in their own right and as proxy, the largest number of votes – François Odin, representing Sopra GMT, and Nicolas Cosson, representing Geninfo – and indicating their acceptance of such duties, were appointed as vote tellers.

Christophe Bastelica, Secretary of Sopra Group's Board of Directors, was selected to serve as secretary for the Meeting.

The attendance sheet, certified as accurate and genuine by the officers of the Meeting thus constituted, supports the observation that the shareholders who were physically present or represented at the Meeting or who voted by mail, held 9,504,354 shares to which were attached 9,504,354 voting rights, out of a total of 11,910,383 shares carrying voting rights.

As the quorum was reached, since more than one-quarter of the total voting shares were represented, the Meeting was deemed to be validly constituted and thus able to discuss and decide upon all items on its agenda.

The Chairman submitted the following documents to the officers of the Meeting, making them available to shareholders:

- 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 mail-in ballots received,
- a copy of the convening letter,
- a copy of the legal gazette containing the convening notice,
- a copy of the convening notice, as published in the *Bulletin d'annonces légales obligatoires* (BALO),
- the individual company and consolidated financial statements for the year ended 31 December 2013, together with the other documents required by law,
- the five-year financial summary,
- the reports of the Board of Directors submitted to the General Meeting,
- the report of the Chairman of the Board of Directors on corporate governance, internal control and risk management procedures,
- the reports of the Statutory Auditors,
- the proposed amendments to the Articles of Association;
- the proposed resolutions submitted to the Meeting.

Next, the Chairman informed the Meeting that the individual company and consolidated financial statements, the reports of the Board of Directors and of the Chairman, the reports of the Statutory Auditors, the list of shareholders, the proposed resolutions submitted to the Meeting as well as all other documents and information required by law and the Articles of Association were made available to shareholders at the Company's registered office as from the date of publication of the convening notice for the Meeting.

The Meeting placed this information on record.

The Chairman informs the Meeting that the Company's Board of Directors, at its meeting on 4 June 2014, decided as part of the tie-up with Steria, as announced, to modify the proposed resolutions included in the meeting notice published in the Bulletin des Annonces Légales Obligatoires (journal of official legal announcements: BALO) No. 60 on 19 May 2014. The Board of Directors has thus decided to:

- add new proposed resolutions relating to: the appointment of new Directors (thirty-second to thirty-sixth resolutions), the change to the corporate name (twenty-fifth resolution), a delegation of authority to issue share subscription warrants when a tender offer for the Company's securities is under way (twenty-fourth resolution), and
- modify the following proposed resolutions included in the meeting notice: (i) the seventeenth resolution relating to a delegation of authority to the Board of Directors to decide to increase the share capital, without pre-emptive rights for existing shareholders, in consideration of contributions in kind consisting of equity securities or other securities giving access to equity, (ii) the eighteenth resolution relating to a delegation of authority to the

Board of Directors to decide to increase the share capital, without pre-emptive rights for existing shareholders, in consideration of securities tendered to a public exchange offer with an issuer whose shares are admitted for trading on a regulated market, (iii) the twenty-ninth resolution relating to the establishment of double voting rights for all fully paid-up shares that are proved to have been registered in the name of the same holder for at least two years up to that time, and (iv) the twenty-sixth resolution relating to the amendment to Article 14 of the Company's Articles of Association.

Finally, The Chairman informs the Meeting that the Company has not received any written request to add items to the agenda for the Meeting or table additional draft resolutions. In addition, no written questions have been received for discussion. The Chairman then reminded shareholders that the General Meeting had been called for them to decide on the following agenda:

Requiring the approval of the Ordinary General Meeting

- Approval of the individual financial statements for the financial year ended 31 December 2013; 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 2013.
- Appropriation of earnings.
- Approval of agreements governed by Article L. 225-38 et seq. of the French Commercial Code.
- Opinion on items of remuneration due or attributed in respect of financial year 2013 to Pierre Pasquier, Chairman of the Board of Directors.
- Opinion on items of remuneration due or attributed in respect of financial year 2013 to Pascal Leroy, Chief Executive Officer.
- Setting of directors' fees.
- Authorisation given to the Board of Directors to allow the Company to acquire its own shares under Article L. 225-209 of the French Commercial Code.

Requiring the approval of the Extraordinary General Meeting

- Authorisation given to the Board of Directors to retire any shares that the Company may have acquired under the terms of share repurchase programmes and to reduce the share capital accordingly, with all powers conferred upon the Board to carry out these measures.
- Delegation of authority to the Board of Directors to decide to increase the Company's share capital, with pre-emptive rights for existing shareholders, by issuing shares or other securities giving access to the Company's equity.
- Delegation of authority to the Board of Directors to decide to increase the number of shares or securities giving access to equity to be issued pursuant to the authorisation referred to in the eleventh resolution, up to a maximum of 15% of the amount of the initial issue and at the same price, in the event of excess demand.
- Delegation of authority to the Board of Directors to decide to increase the Company's share capital, by capitalising premiums, reserves, earnings or other items, through the issuance of new shares or an increase in the par value of shares.

- Delegation of authority to the Board of Directors to decide to increase the Company's share capital, without pre-emptive rights for existing shareholders, by issuing shares or other securities giving access to the Company's equity, within the context of a public offering.
- Delegation of authority to the Board of Directors to decide to increase the number of shares or securities giving access to equity to be issued pursuant to the authorisation referred to in the fourteenth resolution, without pre-emptive rights for existing shareholders, up to a maximum of 15% of the amount of the initial issue and at the same price, in the event of excess demand.
- Delegation of authority to the Board of Directors to decide to increase the Company's share capital, without pre-emptive rights for existing shareholders, by issuing shares or other securities giving access to the Company's equity, within the context of an offering reserved for qualified investors or a limited circle of investors, covered by Section II, Article L. 411-2 of the French Monetary and Financial Code.
- Delegation of authority to the Board of Directors to decide to increase the Company's share capital, without pre-emptive rights for existing shareholders, in consideration of contributions in kind consisting of equity securities or other securities giving access to equity.
- Delegation of authority to the Board of Directors to decide to increase the Company's share capital, without pre-emptive rights for existing shareholders, in consideration of securities contributed to a public exchange offer with an issuer whose shares are admitted for trading on a regulated market.
- Delegation of authority to the Board of Directors to carry out a capital increase, without pre-emptive subscription rights, reserved for employees of the Company or any other affiliated undertakings who are members of a company savings plan.
- Authorisation given to the Board of Directors to grant options to subscribe for or to purchase shares to employees of the Company or of any of its affiliated undertakings.
- Authorisation given to the Board of Directors to grant options to subscribe for or to purchase shares to officers of the Company or of any of its affiliated undertakings.
- Delegation of authority to the Board of Directors to issue warrants to subscribe for and/or acquire redeemable shares (BSAARs) to employees or officers of the Company or any of its affiliated undertakings, excluding the pre-emptive right of existing shareholders to subscribe for these warrants or to the shares issued via the exercise of BSAARs.
- Authorisation for the Board of Directors to allot bonus shares to employees and officers of the Company and the Group.
- Authorisation to be granted to the Board of Directors to issue share subscription warrants to be freely granted to shareholders in the event of a tender offer.
- Amendment to the stipulations of Article 3 of the Company's Articles of Association relating to the Company's corporate name subject to the condition precedent of the success of Sopra Group's public exchange offer for the shares of Groupe Steria SCA.
- Amendment to the stipulations of Article 14 concerning the term of office of Directors and specification of the conditions for appointing Directors representing the employees.
- Amendment to the stipulations of Article 15 of the Articles of Association of the Company relating to the organisation of the Board of Directors.
- Amendment to the stipulations of Article 16 of the Articles of Association of the Company relating to the decisions of the Board of Directors.

- Amendment to Article 29 of the Articles of Association to allocate double voting rights to all fully paid-up shares that are proved to have been registered in the name of the same holder for at least two years up to that time.

Requiring the approval of the Ordinary General Meeting

- Appointment of new Directors.
- Appointment of new Directors subject to the condition precedent of the success of the Company's public exchange offer for the shares of Groupe Steria SCA.
- Powers required to carry out formalities.

I would like to remind you that resolutions requiring the approval of the Extraordinary General Meeting need a quorum of one quarter of the voting shares and a two thirds majority of the votes of shareholders present or represented. Resolutions requiring the approval of the Ordinary General Meeting need a quorum of one fifth of the voting shares, and a majority of the votes of shareholders present or represented. However, on an exceptional basis, the thirteenth and twenty fourth resolutions need a quorum of one fifth of the voting shares and a majority of the votes of shareholders present or represented, even though these resolutions require the approval of the Extraordinary General Meeting.

The Chairman then read out the reports of the Board and had the reports of the Statutory Auditors and transfer auditor also read out.

After these reports had been read out, the Chairman opened the discussion and answered questions raised by shareholders.

Then, as no-one wished to take the floor, the Chairman successively put the following resolutions to the vote of shareholders:

Resolutions submitted for the approval of the Ordinary General Meeting

First resolution (*Approval of the individual financial statements for the financial year ended 31 December 2013; Approval of non-deductible expenses*)

The General Meeting, having reviewed the Management report of the Board of Directors, the report of the Chairman of the Board of Directors relating to corporate governance and internal control pursuant to Article L. 225-37 of the French Commercial Code and the reports of the Statutory Auditors, approves the individual financial statements for the year ended 31 December 2013, as presented to the Meeting, showing a profit of €40,946,527.05.

The General Meeting also approves the transactions reflected in these financial statements and summarised in the aforementioned reports.

The General Meeting also approves the expenses incurred during the year that are not deductible for tax purposes, covered by Article 39-4 of the French Tax Code, amounting to €131,190, and the corresponding tax charge of €49,852.20.

This resolution was adopted by 9,502,241 votes FOR, 694 votes AGAINST and 1,419 ABSTENTIONS.

Second resolution (*Granting of final discharge to members of the Board of Directors*)

The General Meeting gives the members of the Board of Directors full and unconditional discharge from their duties for the financial year ended 31 December 2013.

This resolution was adopted by 9,482,425 votes FOR, 21,799 votes AGAINST and 130 ABSTENTIONS.

Third resolution (*Approval of the consolidated financial statements for the year ended 31 December 2013*)

The General Meeting, having reviewed the Management report of the Board of Directors, the report of the Chairman of the Board of Directors on governance and internal controls (Article L. 225-37 of the French Commercial Code), and the report of the Statutory Auditors, approves the consolidated financial statements for the year ended 31 December 2013, which show a consolidated net profit (Group share) of €71,401,992, as well as the transactions reflected in these consolidated financial statements and/or summarised in the reports, including the report on Group management included in the aforementioned Management Report.

This resolution was adopted by 9,502,786 votes FOR, 694 votes AGAINST and 874 ABSTENTIONS.

Fourth resolution (*Appropriation of earnings*)

The General Meeting notes that Sopra Group's profit available for distribution, determined as follows, is €40,972,561.05:

Profit for the year	€40,946,527.05
Retained earnings: dividends not paid on treasury shares	€26,034.00
TOTAL	€40,972,561.05

In consideration of the Group share of consolidated net profit amounting to €71,401,992, the General Meeting decides to appropriate the profit available for distribution in the following manner:

Legal reserve	€2,609.70
Dividend	€22,647,207.70
Discretionary reserves	€18,322,743.65
TOTAL	€40,972,561.05

Thus increasing the legal reserve to €1,191,958.30, 10% of the Company's share capital.

As the number of shares comprising the share capital at 31 December 2013 was equivalent to €11,919,583, the dividend allocated per share will be €1.90. This dividend will be payable as from 8 July 2014.

In accordance with tax regulations in force, this dividend payment entitles individual shareholders with tax residence in France to a 40% reduction in tax liability, in relation to the entire dividend

amount, for the calculation of income tax (Article 159-3-2 of the French Tax Code).

Furthermore, for these same individuals having their tax residence in France and pursuant to applicable tax regulations, this dividend will also give rise, on a cumulative basis, excluding shares held in a PEA (*plan d'épargne en actions*, a French personal equity plan), to:

- a 21% withholding tax, which is subject to income tax reporting requirements. This deduction from the gross dividend amount has the status of a provisional payment of tax in respect of 2014 income. Any shareholder whose household has taxable income lower than the threshold (in respect of 2012 income) of €50,000 (single person) or €75,000 (couple filing jointly), and who has filed for an exemption from this withholding tax by sending a handwritten affidavit (no later than 30 November 2013 for dividends payable in 2014 in respect of the 2013 financial year), may be entitled to an exemption;
- social charges of 15.5%, including 5.1% corresponding to the deductible portion of the CSG (*contribution sociale généralisée*, or general social security contribution), also deducted at source.

The following amounts were distributed as dividends in respect of the previous three financial years:

<i>(in euros)</i>	2010	2011	2012
Total dividend	9,483,156.00	22,597,623.40	20,218,926.20
Number of dividend bearing shares	11,853,945	11,893,486	11,893,486
Dividend paid	0.80	1.90	1.70

This resolution was adopted by 9,484,704 votes FOR, 19,483 votes AGAINST and 167 ABSTENTIONS.

Fifth resolution (*Approval of agreements covered by Article L. 225-38 et seq. of the French Commercial Code*)

The General Meeting, having reviewed the special report of the Statutory Auditors on agreements covered by Article L. 225-38 et seq. of the French Commercial Code, takes note of the absence of agreements of this nature submitted for approval by this General Meeting and approves the conclusions of the aforementioned report.

This resolution was adopted by 8,411,684 votes FOR, 1,073,087 votes AGAINST and 19,583 ABSTENTIONS.

Sixth resolution (*Opinion on items of remuneration due or attributed in respect of financial year 2013 to Pierre Pasquier, Chairman of the Board of Directors*)

The shareholders, consulted pursuant to Section 24.3 of the AFEP-MEDEF corporate governance code for listed companies, and having familiarised themselves with the Management Report, approve the items of remuneration due or attributed to Pierre Pasquier, Chairman of the Board of Directors, in respect of the 2013 financial year, as presented to them.

This resolution was adopted by 7,686,223 votes FOR, 1,817,762 votes AGAINST and 369 ABSTENTIONS.

Seventh resolution (*Opinion on items of remuneration due or attributed in respect of financial year 2013 to Pascal Leroy, Chief Executive Officer*)

The General Meeting, consulted pursuant to Section 24.3 of the AFEP-MEDEF corporate governance code for listed companies, and having familiarised themselves with the Management Report, approve the items of remuneration due or attributed to Pascal Leroy, Chief Executive Officer, in respect of the 2013 financial year, as presented to them.

This resolution was adopted by 7,468,948 votes FOR, 2,015,797 votes AGAINST and 19,609 ABSTENTIONS.

Eighth resolution (*Setting of directors' fees*)

The General Meeting sets at €250,000 the amount of directors' fees to be allocated between the members of the Board of Directors for the current financial year.

This resolution was adopted by 9,503,315 votes FOR, 71 votes AGAINST and 968 ABSTENTIONS.

Ninth resolution (*Authorisation given to the Board of Directors to allow Sopra Group to acquire its own shares under Article L. 225-209 of the French Commercial Code*)

Pursuant to the provisions of Articles L. 225-209 et seq. of the French Commercial Code and in accordance with Title IV, Book II of the General Regulation of the AMF and its implementing instructions, the General Meeting authorises the Board of Directors, with the option to sub-delegate this authority, to buy back shares in the Company, on one or more occasions and as and when it sees fit, up to a maximum of 10% of the total number of shares representing the Company's share capital.

This authorisation is given for a period of eighteen months as from this General Meeting, and terminates the authorisation given to the Board of Directors at the Ordinary General Meeting of 13 June 2013.

The General Meeting hereby decides that shares may be bought back for the following purposes:

- in order to obtain market-making services to be rendered by an investment services provider acting in complete independence under the terms of a liquidity contract entered into in compliance with the Code of Ethics of the AMAFI (French association of financial market professionals) recognised by the AMF;
- to award or sell the shares to Group employees or senior executives, notably via the allotment of share purchase options or bonus share issues, according to the terms and conditions set out by law, or to enable employees to share in the benefits of the company's expansion;
- to retain the shares bought back in order to exchange them or present them as consideration at a later date for a merger, spin-off or contribution of assets and, more generally, for external growth transactions. Shares bought back for such purposes are not to exceed, in any event, 5% of the number of shares making up the Company's share capital;
- to cede the shares in the Company, upon the exercise of the rights attached 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, provided that the tenth resolution below is approved;

- to implement any market practice that would come to be accepted by the AMF, and in general, to perform any operation that complies with regulations in force.

The maximum purchase price is set at €180 per share.

Shares may be bought back by any means, such as on the stock market or over the counter, including block purchases or through the use of derivatives, at any time, even when a tender offer is under way, subject to compliance with regulations in force.

The General Meeting confers all powers upon the Board of Directors, including the option to sub-delegate these powers, in order to implement this authorisation, to determine the conditions and procedures for this implementation, to make the necessary adjustments, to enter into any and all agreements, to carry out all formalities and file all declarations with the AMF, and generally to take any and all other actions required.

This resolution was adopted by 7,109,888 votes FOR, 2,393,603 votes AGAINST and 863 ABSTENTIONS.

Resolutions submitted for the approval of the Extraordinary General Meeting

Tenth resolution (*Authorisation given to the Board of Directors to retire any shares that the Company may have acquired under the terms of share repurchase programmes and to reduce the share capital accordingly, with all powers conferred upon the Board to carry out these measures*)

The General Meeting, having reviewed the Management report of the Board of Directors and the special report of the Statutory Auditors:

- authorises the Board of Directors to retire, pursuant to the provisions of Article L. 225-209 of the French Commercial Code, on one or several occasions, at its sole discretion, all or a portion of the treasury shares held by the Company bought back under the delegation of authority conferred by said Article, up to a limit of 10% of the share capital over each 24-month period;
- decides to reduce the Company's share capital as a consequence of the retirement of these shares, to the extent decided, where applicable, by the Board of Directors under the aforementioned conditions;
- confers all powers upon the Board of Directors in order to perform the transaction(s) authorised under this resolution, and in particular to charge against additional paid-in capital or other distributable reserves of its choosing the difference between the redemption value of the retired shares and their nominal value, amend the Articles of Association accordingly and carry out all legally required formalities.

This authorisation is valid for a period of twenty-four months as from the date of this Meeting.

This resolution was adopted by 9,502,990 votes FOR, 26 votes AGAINST and 1,338 ABSTENTIONS.

Eleventh resolution (*Delegation of authority to the Board of Directors to decide to increase the Company's share capital, with pre-emptive rights for existing shareholders, by issuing shares or other securities giving access to the Company's equity*)

The General Meeting, having reviewed the Management report of the Board of Directors and the Statutory Auditors' special report, and in accordance with the provisions of Articles L. 225-129-2 and L. 228-92 of the French Commercial Code:

- delegates to the Board of Directors the authority to carry out one or more capital increases by issuing, in France or abroad, in euros, ordinary shares in the Company or other securities giving immediate or future access by any means to ordinary shares in the Company; such securities may also be denominated in any currency or index-linked to more than one currency;
- decides that any such capital increases to be carried out either immediately and/or in the future may not exceed a nominal total amount of €4 million, it being understood that (i) this aggregate limit includes any capital increases that might be carried out pursuant to the authorisations set out in the twelfth resolution as well as the fourteenth and seventeenth resolutions below, subject to their adoption at this General Meeting, and (ii) where applicable, an additional number of shares may be added to this limit to account for the additional number of shares to be issued to protect the rights of holders of securities entitling the holder to receive shares, in accordance with legislation (hereinafter referred to as "Limit 1");
- further decides that the nominal value of debt securities giving access to equity which may be issued under the terms of this delegated authority may not exceed a nominal total amount of €300 million, it being understood that this aggregate limit includes any capital increases that might be carried out pursuant to the authorisations set out in the twelfth resolution as well as the fourteenth to eighteenth resolutions below, subject to their adoption at this General Meeting (hereinafter referred to as "Limit 2");
- formally notes that existing shareholders have pre-emptive rights to subscribe for shares and/or securities issued under the terms of this resolution, in proportion to the total value of their shares;
- decides that, in accordance with the provisions of Article L. 225-134 of the French Commercial Code, where a capital increase as defined above is not fully subscribed by way of subscriptions for new shares as of right on the basis of existing shares as well as, if applicable, subscriptions for excess new shares, the Board of Directors may make use of one or other of the following powers, in whatever order it sees fit:
 - the power to limit the capital increase to the amount of subscriptions received, subject to that amount being equal to at least three-quarters of the initially agreed increase,
 - the power to freely distribute some or all of any unsubscribed shares among the shareholders,
 - the power to offer some or all of any unsubscribed shares to the public;
- decides that this delegation of authority to the Board of Directors shall be valid for a period of twenty-six months with effect from the date of this General Meeting;
- formally notes that this delegation of authority supersedes any previous delegation having the same purpose.

This resolution was adopted by 9,478,033 votes FOR, 26,205 votes AGAINST and 116 ABSTENTIONS.

Twelfth resolution (*Delegation of authority to the Board of Directors to decide to increase the number of shares or securities giving access to equity to be issued pursuant to the authorisation referred to in the eleventh resolution, up to a maximum of 15% of the amount of the initial issue and at the same price, in the event of excess demand*)

The General Meeting, having reviewed the report by the Board of Directors and the Statutory Auditors' special report, delegates authority to the Board of Directors, for a period of 26 months with effect from the date of this General Meeting, to increase the number of shares or securities to be issued where a capital increase carried out pursuant to the eleventh resolution above gives rise to excess demand, in accordance with the provisions of Article L. 225-135-1 of the French Commercial Code, up to a maximum of Limit 1 and Limit 2 laid down in that resolution, at the same price as that used for the initial issue, during a period of 30 days with effect from expiry of the subscription period for the initial issue and for a maximum of 15% of the total value of that issue.

This resolution was adopted by 9,477,838 votes FOR, 26,233 votes AGAINST and 283 ABSTENTIONS.

Thirteenth resolution (*Delegation of authority to the Board of Directors to decide to increase the Company's share capital, by capitalising premiums, reserves, earnings or other items, through the issuance of new shares or an increase in the par value of shares*)

The General Meeting, having reviewed the report by the Board of Directors and in accordance with the provisions of Articles L. 225-129-2 and L. 225-130 of the French Commercial Code:

- delegates authority to the Board of Directors to decide to carry out one or more capital increases by capitalising premiums, reserves, earnings or other amounts that may be capitalised under the terms of both legislation and the Articles of Association, either by allotting new shares or by increasing the par value of existing shares;
- decides that fractional rights will not be tradable, and that the corresponding shares will be sold. The proceeds of such sales will be allotted to the rights holders under the terms and conditions set out in applicable law and regulations;
- decides that the overall amount of any resulting capital increase, to which shall be added the nominal amount of shares to be issued in order to protect the rights of holders of securities giving access to the share capital in accordance with the law, may not exceed the total of the reserves, issue premiums or unappropriated retained earnings specified above at the date of the capital increase and that this ceiling is to be considered independently of both Limit 1 and Limit 2 (as these terms are defined in the eleventh resolution above);
- decides that this delegation of authority to the Board of Directors shall be valid for a period of twenty-six months with effect from the date of this General Meeting;
- formally notes that this delegation of authority supersedes any previous delegation having the same purpose.

This resolution was adopted by 9,503,449 votes FOR, 24 votes AGAINST and 881 ABSTENTIONS.

Fourteenth resolution (*Delegation of authority to the Board of Directors to decide to increase the Company's share capital, without pre-emptive rights for existing shareholders, by issuing shares or other securities giving access to the Company's equity, within the context of a public offering*)

The General Meeting, having reviewed the Management report of the Board of Directors and the

special report of the Statutory Auditors, and in accordance with the provisions of Articles L. 225-129-2, L. 225-135 and L. 225-136 et seq. of the French Commercial Code:

- delegates authority to the Board of Directors to decide to carry out one or more capital increases, without pre-emptive rights for existing shareholders, under the conditions laid down in Article L. 225-136 of the French Commercial Code;
- decides to exclude the pre-emptive right of existing shareholders to subscribe for shares or securities giving access to the Company's share capital to be issued as part of any such capital increase and to make them available for subscription by members of the public only; and further decides to confer all powers upon the Board of Directors to grant existing shareholders priority rights to subscribe for any such capital increase pursuant to the provisions of Article L. 225-135 of the French Commercial Code;
- decides that the issue price shall be equal to the weighted average price on the Eurolist by Euronext market over the last three trading days preceding the date on which the subscription price of the capital increase is set, less a 5% discount, after correcting this average to take account of any difference in vesting dates;
- confers all powers upon the Board of Directors, up to a maximum combined annual amount for any such capital increases not exceeding 10% of the Company's share capital, to set this issue price, which must, in any event, be greater than or equal to the price set out in the above paragraph. The Board of Directors shall be required to prepare an additional report, certified by the Statutory Auditors, setting out the final terms of the issue and including an assessment of its actual impact on shareholders;
- decides, where applicable, that the overall amount of any capital increases that might be carried out under this delegation of authority shall remain within Limit 1 and Limit 2 (as those terms are defined in the eleventh resolution above);
- decides that this delegation of authority to the Board of Directors shall be valid for a period of twenty-six months with effect from the date of this General Meeting;
- formally notes that this delegation of authority supersedes any previous delegation having the same purpose.

This resolution was adopted by 7,647,162 votes FOR, 1,855,152 votes AGAINST and 2,040 ABSTENTIONS.

Fifteenth resolution (*Delegation of authority to the Board of Directors to decide to increase the number of shares or securities giving access to equity to be issued pursuant to the authorisation referred to in the fourteenth resolution, without pre-emptive rights for existing shareholders, up to a maximum of 15% of the amount of the initial issue and at the same price, in the event of excess demand*)

The General Meeting, having reviewed the Management report of the Board of Directors and the special report of the Statutory Auditors:

- delegates authority to the Board of Directors to increase the number of shares or securities to be issued where a capital increase carried out pursuant to the fourteenth resolution above gives rise to excess demand, in accordance with the provisions of Article L. 225-135-1 of the French Commercial Code, up to the maximum amounts laid down in that resolution, at the same price as that used for the initial issue, during a period of 30 days with effect from the expiry date of the subscription period for the initial issue and for a maximum of 15% of the total value of that issue;

- decides to exclude the pre-emptive right of existing shareholders to subscribe for shares or securities issued under the terms of this authorisation and make them available for subscription by members of the public only; and further decides to confer all powers upon the Board of Directors to grant existing shareholders priority rights to subscribe for any such capital increase pursuant to the provisions of Article L. 225-135 of the French Commercial Code;
- decides that this delegation of authority to the Board of Directors shall be valid for a period of 26 months with effect from the date of this General Meeting.

This resolution was adopted by 7,649,164 votes FOR, 1,855,047 votes AGAINST and 143 ABSTENTIONS.

Sixteenth resolution (*Delegation of authority to the Board of Directors to decide to increase the Company's share capital, without pre-emptive rights for existing shareholders, by issuing shares or other securities giving access to the Company's equity, within the context of an offering reserved for qualified investors or a limited circle of investors, covered by Section II, Article L. 411-2 of the French Monetary and Financial Code*)

The General Meeting, having reviewed the Management report of the Board of Directors and the special report of the Statutory Auditors, and pursuant to the provisions of Articles L. 225-129-2, L. 225-135 and L. 225-136 of the French Commercial Code and Section II, Article L. 411-2 of the French Monetary and Financial Code:

- delegates authority to the Board of Directors to decide to carry out one or more capital increases, without pre-emptive rights for existing shareholders, under the conditions laid down in Article L. 225-136 of the French Commercial Code;
- decides to exclude the pre-emptive right of existing shareholders to subscribe for shares or securities giving access to the Company's share capital to be issued as part of any such capital increase and to make them available for subscription by qualified investors or a limited circle of investors, as defined in Section II, Article L. 411-2 of the French Monetary and Financial Code; and further decides to confer all powers upon the Board of Directors to grant existing shareholders priority rights to subscribe for any such capital increase pursuant to the provisions of Article L. 225-135 of the French Commercial Code;
- decides that the issue price shall be equal to the weighted average price on the Eurolist by Euronext market over the last three trading days preceding the date on which the subscription price of the capital increase is set, less a 5% discount, after correcting this average to take account of any difference in vesting dates;
- confers all powers upon the Board of Directors to set this issue price, which must, in any event, be greater than or equal to the price set out in the above paragraph. The Board of Directors shall be required to prepare an additional report, certified by the Statutory Auditors, setting out the final terms of the issue and including an assessment of its actual impact on shareholders;
- decides that any capital increases that might be carried out under this delegation of authority shall not exceed 10% of the Company's total share capital in any one year and that, in any event, the overall amount of such capital increases shall remain within Limit 1 and Limit 2 (as those terms are defined in the eleventh resolution above);
- decides that this delegation of authority to the Board of Directors shall be valid for a period of twenty-six months with effect from the date of this General Meeting;

- formally notes that this delegation of authority supersedes any previous delegation having the same purpose.

This resolution was adopted by 8,047,959 votes FOR, 1,456,253 votes AGAINST and 142 ABSTENTIONS.

Seventeenth resolution (*Delegation of authority to the Board of Directors to decide to increase the Company's share capital, without pre-emptive rights for existing shareholders, in consideration of contributions in kind consisting of equity securities or other securities giving access to equity*)

The General Meeting, having reviewed the Management report of the Board of Directors and the Statutory Auditors' Special Report, and pursuant to the provisions of Paragraph 6, Article L. 225-147 of the French Commercial Code:

- delegates the authority to the Board of Directors to decide to increase the Company's share capital, without pre-emptive rights for existing shareholders, as consideration for in-kind contributions comprised of shares or securities giving access to another company's share capital, granted to the Company, by issuing shares or securities giving access to the Company's share capital under the conditions laid down in Article L. 225-147 of the French Commercial Code;
- decides to exclude the pre-emptive right of shareholders to subscribe for shares or securities giving access to the Company's share capital to be issued in connection with this or these capital increase(s) and to accept subscriptions uniquely from individuals consenting to in-kind contributions and receiving consideration in this respect;
- decides, where applicable, that the overall amount of any capital increases that might be carried out under this delegation of authority shall not exceed the limit of 10% of the share capital, which will appreciate upon the issue, and shall in any event remain within Limit 1 and Limit 2 (as those terms are defined in the eleventh resolution above);
- decides that the Board of Directors shall have all powers, which it may further delegate within the limits provided by law and by the Company's Articles of Association, to implement this delegation of authority, and in particular to approve the valuation of contributions and to ratify the contribution auditor's report and, with regard to said contributions, to record their execution, deduct any fees, costs and charges from premiums, determine the number, form and characteristics of the securities to be issued, record the execution of the capital increases and accordingly amend the Articles of Association, quote the securities to be issued, carry out where applicable any deductions from paid-in premium accounts, in particular of the amounts necessary to make the legal reserve one tenth of the new capital after each issue, and of the costs incurred in carrying out the issues, and make any appropriate arrangements, enter into any agreements, request any authorisations, complete any formalities and take the necessary steps to ensure the success of the issues;
- decides that this delegation of authority to the Board of Directors shall be valid for a period of twenty-six months with effect from the date of this General Meeting;
- formally notes that this delegation of authority supersedes any previous delegation having the same purpose.

This resolution was adopted by 9,362,365 votes FOR, 141,169 votes AGAINST and 820 ABSTENTIONS.

Eighteenth resolution (*Delegation of authority to the Board of Directors to issue ordinary shares and/or securities giving access to equity, without pre-emptive rights for existing shareholders, in consideration of securities contributed to a public exchange offer with an issuer whose shares are admitted for trading on a regulated market*)

The General Meeting, having reviewed the Management report of the Board of Directors and the Statutory Auditors' Special Report, and pursuant to the provisions of Articles L. 225-129 to L. 225-129-6, L. 225-148, L. 228-91 and L. 228-92 of the French Commercial Code:

- delegates authority to the Board of Directors, who may further delegate this authority, to decide in such proportions and at such times as it deems fit, in France and/or internationally, to issue ordinary shares in the Company or other securities giving immediate or future access by any means to the Company's equity, free of charge or for consideration, in consideration of securities tendered to a public exchange offer made by the Company in France or internationally, in accordance with local regulations (including any transaction having the same effect as a public exchange offer or able to be considered as one), for the securities of a company whose shares are admitted for trading on one of the regulated markets referred to in Article L. 225-148 as mentioned above;
- decides that the nominal amount of any capital increases to be carried out by issuing shares or other securities giving access to equity is limited to €10 million, or, in the case of an issue of debt securities, to Limit 2 (as this term is defined in the eleventh resolution above);
- decides to exclude, where necessary, the pre-emptive right of shareholders to subscribe for securities to be issued in connection with this or these capital increase(s), and to accept subscriptions solely from participants in the public exchange offer who are receiving consideration in this respect;
- duly notes, where necessary, that the above-mentioned delegation shall automatically entail, to the benefit of the holders of securities giving future access to Company shares issuable under the terms of this resolution, a waiver by the shareholders of their pre-emptive right to subscribe for the shares to which these securities confer entitlement;
- decides that the Board of Directors shall have all powers, which it may further delegate within the limits provided by law and by the Company's Articles of Association, to implement this delegation of authority, and in particular to set the terms, amounts and modalities of any issue, as well as the exchange ratio, to record the completion of the capital increase(s) and to amend the Articles of Association accordingly, and more generally to make any appropriate arrangements, enter into any agreements, request any authorisations, carry out any formalities and take the necessary steps to ensure the success of the issues;
- decides that in the event of an issue of debt securities, the Board of Directors shall have all powers, which it may further delegate within the limits provided by law, in particular to decide on said securities' terms, conditions and characteristics and notably their subordination or not, and to set their interest rate, duration, fixed or variable redemption price with or without a premium, and the methods of amortisation depending on market conditions and the terms on which these securities will confer entitlement to Company shares;
- decides that this delegation of authority to the Board of Directors shall be valid for a period of twenty-six months with effect from the date of this General Meeting;
- formally notes that this delegation of authority supersedes any previous delegation having the same purpose.

This resolution was adopted by 9,339,150 votes FOR, 165,069 votes AGAINST and 135 ABSTENTIONS.

Nineteenth resolution (*Delegation of authority to the Board of Directors to carry out a capital increase, without pre-emptive subscription rights, reserved for employees of the Company or any other affiliated undertakings who are members of a company savings plan*)

The General Meeting, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, and pursuant to the provisions of Articles L. 3332-18 et seq. of the French Labour Code and Articles L. 225-129-6 and L. 225-138-1 of the French Commercial Code and in accordance with the provisions of that same code:

- delegates authority to the Board of Directors to decide to carry out one or more capital increases, by issuing shares or securities giving access to the Company's share capital, reserved for members of an employee savings plan offered by a French or foreign company affiliated with the Company under the conditions set out in Article L. 225-180 of the French Commercial Code and Article L. 3332-19 of the French Labour Code;
- decides to exclude, in favour of employees enrolled in an employee savings plan, the pre-emptive right of existing shareholders to subscribe for shares or securities giving access to the Company's share capital such as may be issued under this authorisation;
- decides that the exercise of options granted under this authorisation may not give access to a total number of shares representing more than 5% of the Company's share capital at the time of the grant decision taken by the Board of Directors, with the understanding that (i) any use of the authorisations and delegations of authority provided for in the twentieth, twenty-first, twenty-second or twenty-third resolutions, subject to their approval by this General Meeting, shall fall within this 5% limit, which is thus understood as an overall ceiling applying to all of these resolutions and (ii) this ceiling shall be increased by any additional number of shares issued in order to preserve, in accordance with the law or any applicable contractual agreement, the rights of holders of securities giving access to shares;
- decides to set the maximum discount offered in connection with an employee savings plan, which applies to the subscription price of securities issued pursuant to this authorisation, at 5% of the average opening price of the Company's shares on the Eurolist from Euronext market over the 20 trading days preceding the day on which the opening date of the subscription period is set. However, the General Meeting expressly authorises the Board of Directors to reduce the aforementioned discount, within legal and regulatory limits;
- consequently confers all powers upon the Board of Directors, with the option to sub-delegate these powers under the conditions laid down in law, to put this authorisation into effect subject to the limits and conditions set out above, in particular so as to:
 - determine the characteristics of securities to be issued and the proposed amount of any subscriptions and, in particular, determine their issue prices, dates and periods, and the terms and conditions of subscription, payment, delivery and vesting of securities, in accordance with applicable legal and regulatory limits,
 - if applicable, charge any expenses incurred in connection with capital increases against premiums pertaining to those capital increases, and deduct from those premiums any amounts required to bring the legal reserve up to one tenth of the new total amount of share capital resulting from each capital increase,
 - record the completion of capital increases up to the value of shares actually subscribed or of other securities issued under the terms of this authorisation,
 - enter into any agreements and, either directly or via an agent, complete all procedures and formalities, including formalities subsequent to capital increases

and consequential amendments to the Articles of Association and, more generally, take all necessary steps,

- in general terms, enter into any agreement, including in particular agreements to ensure that planned issues are successfully completed, take any steps and complete any formalities required for the issuance, listing and financial servicing of securities issued under the terms of this authorisation and for the exercise of any associated rights;
- decides that this delegation of authority to the Board of Directors shall be valid for a period of twenty-six months with effect from the date of this General Meeting;
- formally notes that this delegation of authority supersedes any previous delegation having the same purpose.

This resolution was adopted by 9,103,327 votes FOR, 400,883 votes AGAINST and 144 ABSTENTIONS.

Twentieth resolution (*Authorisation given to the Board of Directors to grant options to subscribe for or to purchase shares to employees of the Company or of any of its affiliated undertakings*)

The General Meeting, having reviewed the Management report of the Board of Directors and the special report of the Statutory Auditors:

- authorises the Board of Directors, as provided by Articles L. 225-177 to L. 225-186-1 of the French Commercial Code, to grant, on one or several occasions, options conferring entitlement either to subscribe for new shares in the Company, to be issued in connection with a capital increase, or to purchase existing shares bought back by the Company under the conditions provided by the law and in accordance with the seventeenth resolution above, to employees of the Company and of any affiliated companies or groups of companies under the conditions set forth in Article L. 225-180 of the French Commercial Code, for a period of thirty-eight months as from the date of this General Meeting;
- decides that the total amount of options granted under this authorisation may not confer entitlement to a number of shares representing more than 5% of the Company's share capital at the time of the grant decision taken by the Board of Directors, with the understanding that (i) this 5% limit constitutes an overall ceiling taking into account any shares that might be granted pursuant to the authorisations and delegations of authority provided for in the nineteenth, twenty-first, twenty-second or twenty-third resolutions, subject to their approval by this General Meeting and (ii) this ceiling shall be increased by the amount of any additional shares to be issued in order to preserve, in accordance with the law or any applicable contractual agreement, the rights of holders of securities giving access to shares;
- decides that, notwithstanding any adjustments that may need to be made in the event of future transactions regulated by law, the subscription price shall be set to the average price for the Company's share over the twenty previous trading days. With respect to the option to purchase shares, the price may not be lower than 80% of the average purchase price of shares held by the Company as provided under Articles L. 225-208 and L. 225-180 of the French Commercial Code;
- decides that the options granted may be exercised within a maximum period of 8 years following their grant date;
- confers all powers upon the Board of Directors to determine all conditions under which the options are to be granted, including the identities, positions and number of years of service of the beneficiaries and the number of shares to which beneficiaries of the options shall be

entitled to subscribe. As these conditions are to be determined in compliance with any legal or regulatory obligations applicable to options granted to executives, particularly in accordance with the provisions of Articles L. 225-185 and L. 225-186-1 of the French Commercial Code, they may involve a compulsory holding period for all or a portion of the securities, with the understanding that the duration of any compulsory holding period for securities may not exceed three years as from the option exercise date.

This authorisation comprises an express waiver by shareholders, in favour of the beneficiaries of options, of their pre-emptive right to subscribe for the shares that will be issued as the options are exercised.

The capital increase resulting from the options exercised to subscribe for new shares will be definitively performed exclusively by way of the subscription to these new shares accompanied by statements that options have been exercised and that related payments have been received, which may be made in cash or by offsetting a liquid and due claim on the Company held by subscribers. The Board of Directors shall carry out any formality required for the listing of the securities thus issued and make the necessary amendments to the Articles of Association.

This resolution was adopted by 7,408,058 votes FOR, 2,096,092 votes AGAINST and 204 ABSTENTIONS.

Twenty-first resolution (*Authorisation given to the Board of Directors to grant options to subscribe for or to purchase shares to officers of the Company or of any of its affiliated undertakings*)

The General Meeting, having reviewed the Management report of the Board of Directors and the special report of the Statutory Auditors:

- authorises the Board of Directors, as provided by Articles L. 225-177 to L. 225-186-1 of the French Commercial Code, to grant, on one or several occasions, options conferring entitlement either to subscribe for new shares in the Company, to be issued in connection with a capital increase, or to purchase existing shares bought back by the Company under the conditions provided by law and in accordance with the seventeenth resolution above, to officers of the Company and of any affiliated companies or groups of companies under the conditions set forth in Article L. 225-180 of the French Commercial Code, for a period of thirty-eight months as from the date of this General Meeting. The number of options granted to all Company officers shall not exceed 15% of the total options whose issuance is permitted by the twentieth resolution above, provided it is adopted by this General Meeting;
- decides that the total amount of options granted under this authorisation may not confer entitlement to a number of shares representing more than 5% of the Company's share capital at the time of the grant decision taken by the Board of Directors, with the understanding that (i) this 5% limit constitutes an overall ceiling taking into account any shares that might be granted pursuant to the authorisations and delegations of authority provided for in the nineteenth, twenty-second or twenty-third resolutions, subject to their approval by this General Meeting and (ii) this ceiling shall be increased by the amount of any additional shares to be issued in order to preserve, in accordance with the law or any applicable contractual agreement, the rights of holders of securities giving access to shares;
- decides that, notwithstanding any adjustments that may need to be made in the event of future transactions regulated by law, the subscription price shall be set to the average price for the Company's share over the twenty previous trading days. With respect to the option to purchase shares, the price may not be lower than 80% of the average purchase price of

shares held by the Company as provided under Articles L. 225-208 and L. 225-180 of the French Commercial Code;

- decides that the options granted may be exercised within a maximum period of 8 years following their grant date;
- confers all powers upon the Board of Directors to determine all conditions under which the options are to be granted, including the identities, positions and number of years of service of the beneficiaries and the number of shares to which beneficiaries of the options shall be entitled to subscribe. As these conditions are to be determined in compliance with any legal or regulatory obligations applicable to options granted to executives, particularly in accordance with the provisions of Articles L. 225-185 and L. 225-186-1 of the French Commercial Code, they may involve a compulsory holding period for all or a portion of the securities, with the understanding that the duration of any compulsory holding period for securities may not exceed three years as from the option exercise date.

This authorisation comprises an express waiver by shareholders, in favour of the beneficiaries of options, of their pre-emptive right to subscribe for the shares that will be issued as the options are exercised.

The capital increase resulting from the options exercised to subscribe for new shares will be definitively performed exclusively by way of the subscription to these new shares accompanied by statements that options have been exercised and that related payments have been received, which may be made in cash or by offsetting a liquid and due claim on the Company held by subscribers. The Board of Directors shall carry out any formality required for the listing of the securities thus issued and make the necessary amendments to the Articles of Association.

This resolution was adopted by 6,958,638 votes FOR, 2,526,053 votes AGAINST and 19,663 ABSTENTIONS.

Twenty-second resolution (*Delegation of authority to the Board of Directors to issue warrants to subscribe for and/or acquire redeemable shares (BSAARs) to employees or officers of the Company or any of its affiliated undertakings, excluding the pre-emptive right of existing shareholders to subscribe for these warrants or for the shares issued via the exercise of BSAARs*)

The General Meeting, having reviewed the Management report of the Board of Directors and the special report of the Statutory Auditors and in accordance with the provisions of Articles L. 228-91 et seq., L. 225-129 et seq. and L. 225-138 of the French Commercial Code:

- delegates the authority to the Board of Directors, with the option to sub-delegate this authority, to decide upon the issue, in one or several stages, of warrants to subscribe for and/or acquire redeemable shares (BSAAR);
- decides that the total amount of options granted under this authorisation may not confer entitlement to a number of shares representing more than 5% of the Company's share capital at the time of the grant decision taken by the Board of Directors, with the understanding that (i) this 5% limit constitutes an overall ceiling taking into account any shares that might be granted pursuant to the authorisations and delegations of authority provided for in the nineteenth, twentieth or twenty-third resolutions, subject to their approval by this General Meeting and (ii) this ceiling shall be increased by the amount of any additional shares to be issued in order to preserve, in accordance with the law or any applicable contractual agreement, the rights of holders of securities giving access to shares;
- decides, in accordance with the provisions of Article L. 225-138 of the French Commercial Code, to exclude the pre-emptive right of existing shareholders to subscribe for these

warrants (BSAARs) and to reserve this right for any employees and/or officers of the Company or of any of its French and foreign subsidiaries. As such, the General Meeting confers all powers upon the Board of Directors to determine a list of persons authorised to subscribe for BSAARs (hereinafter referred to as the "Beneficiaries") as well as the maximum number of BSAARs that may be subscribed by each;

- confers all powers upon the Board of Directors to:
 - determine all characteristics of BSAARs, including in particular their subscription price, which will be determined taking into account an independent expert opinion and based on parameters influencing their value (mainly including the exercise price, lock-in period, exercise period, trigger point and redemption period, interest rate, dividend policy, price and volatility of shares in the Company), together with procedures governing the issue and the terms and conditions of the issue agreement,
 - determine the subscription or acquisition price of shares obtained through the exercise of BSAARs, with the understanding that each BSAAR will confer the entitlement to subscribe for (or acquire) one share in the company at a price at least equal to 120% of the average closing price for the company's share over the twenty trading days preceding the date on which all of the terms and conditions for the BSAARs and the procedures for their issue are decided,
 - takes note that, as required by the last paragraph of Article L. 225-132 of the French Commercial Code, the decision to issue BSAARs will entail the automatic waiver by shareholders – in favour of the beneficiaries of these warrants – of their pre-emptive right to subscribe for the shares to be issued via the exercise of BSAARs,
 - confers all powers upon the Board of Directors, with the option to sub-delegate these powers as provided by legal and regulatory provisions, to take all measures, enter into all agreements and carry out all formalities required for the issue of these BSAARs, recognise the resulting capital increases, make the consequential amendments to the Articles of Association, and amend, if deemed necessary (subject to the approval of the BSAAR beneficiaries), the issue agreement for the BSAARs,
 - in accordance with Article L. 225-138 of the French Commercial Code, the Board of Directors will prepare and submit a supplementary report to the next General Meeting relating the conditions under which this authorisation will have been used,
 - decides that this delegation of authority to the Board of Directors shall be valid for a period of eighteen months with effect from the date of this General Meeting,
 - formally notes that this delegation of authority supersedes any previous delegation having the same purpose.

This resolution was adopted by 7,630,588 votes FOR, 1,873,683 votes AGAINST and 83 ABSTENTIONS.

Twenty-third resolution (*Authorisation for the Board of Directors to allot bonus shares to employees and officers of the Company and the Group*)

The General Meeting, having reviewed the Management report of the Board of Directors and the Statutory Auditors' special report, and in accordance with the provisions of Articles L. 225-197-1 et seq. of the French Commercial Code:

- authorises the Board of Directors to carry out one or more bonus issues, at its discretion, either of existing shares in the Company or of shares to be issued in the future, in favour of eligible employees or officers (as defined in Article L. 225-197-1 II, Paragraph 1 of the French Commercial Code) of the Company and any affiliated companies under the conditions laid down in Article L. 225-197-2 of the French Commercial Code, or in favour of certain categories of those employees or officers;
- decides that this authorisation, which supersedes any previous authorisation having the same purpose up to and including any unused amount, shall be valid for a period of 38 months with effect from the date of this General Meeting;
- decides that the total amount of options granted under this authorisation may not confer entitlement to a number of shares representing more than 5% of the Company's share capital at the time of the grant decision taken by the Board of Directors, with the understanding that (i) this 5% limit constitutes an overall ceiling taking into account any shares that might be granted pursuant to the authorisations and delegations of authority provided for in the nineteenth, twentieth, twenty-first or twenty-second resolutions, subject to their approval by this General Meeting and (ii) this ceiling shall be increased by the amount of any additional shares to be issued in order to preserve, in accordance with the law or any applicable contractual agreement, the rights of holders of securities giving access to shares;
- decides that shares will be definitively allotted to their beneficiaries upon expiry of a vesting period whose duration shall be set by the Board of Directors; this duration may not, however, be less than two years with effect from the date of the Board's decision to allot the shares in question. The beneficiaries shall be required to retain the shares in question for a duration set by the Board of Directors; this lock-in period may not, however, be less than two years with effect from the date on which the aforementioned shares are finally allotted. However, the General Meeting authorises the Board of Directors not to impose any lock-in period for the shares in question where the vesting period in respect of all or part of one or more allotments is not less than four years;
- decides that, where the beneficiary is disabled and falls into the second or third categories set out in Article L. 341-4 of the French Social Security Code, the shares in question shall be definitively allotted to that beneficiary before the remaining term of the vesting period has expired, and shall be immediately transferable;
- formally notes that, with regard to shares to be issued in the future, (i) this authorisation shall result, upon expiry of the vesting period, in a capital increase by way of capitalisation of reserves, earnings or issue premiums in favour of the beneficiaries of those shares, as well as the automatic waiver by shareholders, in favour of the beneficiaries of the shares thus allotted, of their rights to that portion of reserves, earnings and premiums thus capitalised, and (ii) this authorisation shall automatically entail the waiver by shareholders, in favour of the beneficiaries of the aforementioned shares, of their pre-emptive rights. The corresponding capital increase shall be deemed to have been completed upon final allotment of the shares in question to the beneficiaries;

- accordingly, confers all powers upon the Board of Directors, within the limits set out above, to put this resolution into effect and, in particular to:
 - determine the identity of the beneficiaries of shares to be allotted and the number of shares to be allotted to each,
 - rule on the eligibility of company officers in accordance with the final paragraph of Section II, Article L. 225-197-1 of the French Commercial Code,
 - set the dates and terms governing the allotment of the shares in question, including in particular the period at the end of which the shares will be finally allotted as well as, where applicable, the required lock-in period for each beneficiary,
 - determine, where applicable, any conditions linked to the performance of the Company, the Group or any of its entities as well as, where applicable, any criteria governing the allotment of shares,
 - determine whether bonus shares to be allotted are existing shares or shares to be issued in the future and, where new shares are to be issued, to increase the Company's share capital by capitalising reserves, earnings or premiums, to determine the type and amount of any reserves, earnings or premiums to be capitalised in consideration of the aforementioned shares, to record the completion of capital increases, to amend the Articles of Association accordingly and, more generally, to take all necessary steps to ensure that procedures are successfully completed,
 - allow the option, where applicable, during the vesting period, to adjust the number of bonus shares allotted in accordance with any transactions affecting the Company's equity, so as to protect the rights of beneficiaries; any shares allotted pursuant to such adjustments shall, however, be deemed to have been allotted on the same date as the initially allotted shares, and
 - more generally, make all necessary arrangements and enter into any agreements required to ensure the successful conclusion of the planned share allotments; this requirement may be sub-delegated.

This resolution was adopted by 7,534,097 votes FOR, 1,969,798 votes AGAINST and 459 ABSTENTIONS.

Twenty-fourth resolution (*Delegation of authority to the Board of Directors to issue share subscription warrants to be freely granted to shareholders in the event of a tender offer*)

The General Meeting, having reviewed the Management report of the Board of Directors and the Statutory Auditors' special report, in accordance with the provisions of Articles L. 233-32-II and L. 233-33 of the French Commercial Code:

- delegates to the Board of Directors the authority to carry out, within the existing legal and regulatory limits, during a tender offer for the Company's shares, one or more issues of warrants entitling the holder to subscribe for one or more Company shares on preferential terms, and to freely grant said warrants to all shareholders of the Company who are in this capacity before the tender offer expires. These warrants will automatically lapse as soon as the tender offer or any other potential competing offer fails, lapses or is withdrawn;
- decides that the maximum nominal amount of the capital increase that may result from the exercise of these subscription warrants shall not be allowed to exceed €11,919,583, and that the maximum number of subscription warrants that may be issued shall not be allowed to exceed the number of shares constituting the share capital when the warrants are issued;

- duly notes that this resolution entails a waiver by the shareholders of their pre-emptive right to subscribe for ordinary shares of the Company to which the subscription warrants issued pursuant to this resolution may confer entitlement;
- decides that the Board of Directors shall have full authority, which it may further delegate within legal limits, notably to determine the terms for exercise of these subscription warrants, which must be relative to the terms of the offer or of any potential competing offer, as well as the other features of these warrants, including the exercise price and methods for setting this price, in addition to, generally speaking, the features and modalities of any issue it decides to carry out on the basis of this authorisation, which it may defer or waive; to set the terms of any capital increase resulting from the exercise of these subscription warrants, to record the execution of any capital increase so brought about, and to make the corresponding amendments to the Articles of Association, and more generally to make any appropriate arrangements, request any authorisations, carry out any formalities and take the necessary steps to ensure the success of the issues;
- decides that this delegation of authority to the Board of Directors shall be valid for a period of eighteen months with effect from the date of this General Meeting.

This resolution was adopted by 7,032,500 votes FOR, 2,471,666 votes AGAINST and 188 ABSTENTIONS.

Twenty-fifth resolution (*Amendment to the stipulations of Article 3 of the Company's Articles of Association relating to the Company's corporate name subject to the condition precedent of the success of Sopra Group's public exchange offer for the shares of Groupe Steria SCA*)

The General Meeting, having reviewed the Management Report, agrees, subject to the condition precedent of the success of Sopra Group's public exchange offer for the shares of Groupe Steria SCA, to amend Article 3 of the Company's Articles of Association as follows:

"The Company's corporate name is: Sopra Steria Group.

All deeds and documents issued by the Company must indicate the corporate name, immediately preceded or followed by the words "société anonyme" or the initials "S.A." and the amount of its share capital."

This resolution was adopted by 9,502,882 votes FOR, 1,248 votes AGAINST and 224 ABSTENTIONS.

Twenty-sixth resolution (*Amendment to the stipulations of Article 14 concerning the term of office of Directors and specification of the conditions for appointing Directors representing the employees*)

The General Meeting, having reviewed the Management Report, agrees to amend as follows Article 14 of the Company's Articles of Association:

"Article 14 – Board of Directors

The Company is administered by a Board of Directors comprising a minimum of three members and a maximum of eighteen, subject to the exception provided by law in the event of a merger.

The term of office of Directors is six years, expiring at the end of the Ordinary General Meeting convened to approve the accounts for the financial year then ended and held in the year in which their term of office comes to an end.

Exceptionally, the General Meeting may decide to shorten Directors' first term to 1 year, 2 years, 3 years, 4 years or 5 years in order to align their term of office with that of the other Directors already in office at the time of their appointment.

1 – Directors appointed by the General Meeting

During the life of the Company, Directors are appointed, reappointed or dismissed by the Ordinary General Meeting.

No one can be appointed a Director if, having exceeded the age of seventy-five years, his or her appointment results in more than one-third of Board members exceeding this age. Once the age limit is reached, the oldest Director is deemed to have resigned from office.

Directors may be natural persons or legal persons. When a legal person is nominated, the latter appoints a permanent representative who is subject to the same conditions, obligations and liabilities as a natural person Director, without prejudice to the joint and several liability of the legal entity thus represented.

In the event that one or more Directors' positions become vacant, the Board of Directors may, between two General Meetings, carry out temporary appointments in accordance with the conditions set forth in Article L. 225-24 of the French Commercial Code. A Director appointed to replace another Director performs his duties for the remainder of the term of office of the individual previously serving in this position.

An employee of the Company may only be appointed as a Director if his employment contract corresponds to an actual post. The number of Directors tied to the Company by an employment contract cannot exceed one-third of the Directors in office.

Each Director must own at least one share.

2 – Director representing the employees

In accordance with legislative provisions, whenever the number of members of the Board of Directors appointed at the General Meeting pursuant to Articles L. 225-17 and L. 225-18 of the French Commercial Code and in accordance with these Articles of Association is less than or equal to 12, a Director representing the employees is nominated by the Company's works council.

Whenever this number is greater than 12, a second Director representing the employees is nominated by the Company's works council. If this number should fall to 12 or below, the second Director representing the employees shall continue for his or her full term of office.

Directors representing the employees are not required to hold shares in the Company throughout their term of office.

Exceptionally, the first Director(s) representing the employees will be appointed for a term of four years, expiring at the end of the General Meeting convened to approve the financial statements for the year ended 31 December 2017.

The provisions of this Article 14-2 shall cease to apply whenever, at the end of a financial year, the Company no longer fulfils the prerequisites for appointing Directors representing the employees; however, any Director representing the employees appointed under the terms of this article shall remain as such for his or full term of office.

Further to the provisions set out in Paragraph 2 of Article L. 225-29 of the French Commercial Code, should the Company body designated in these Articles of Association fail to nominate a Director representing the employees pursuant to the law and this article, the Board of Directors shall still be able to achieve a quorum."

This resolution was adopted by 9,484,167 votes FOR, 20,024 votes AGAINST and 163 ABSTENTIONS.

Twenty-seventh resolution (*Amendment to the stipulations in Article 15 of the Articles of Association as to the organisation of the Board of Directors*)

The General Meeting, having reviewed the Management report of the Board of Directors, agrees to amend as follows Paragraph 6 of Article 15 of the Company's Articles of Association:

"If the Chairman is not present, the Board meeting may be chaired by any person granted agency as such by the Chairman, barring which the Board meeting shall be chaired by one of the Vice-Chairmen."

The remainder of the Article remains unchanged.

This resolution was adopted by 9,504,148 votes FOR, 21 votes AGAINST and 185 ABSTENTIONS.

Twenty-eighth resolution (*Amendment to the stipulations in Article 15 of the Articles of Association as to the decisions of the Board of Directors*)

The General Meeting, having reviewed the Management report of the Board of Directors, agrees to amend as follows Paragraph 5 of Article 16 of the Company's Articles of Association:

"In the event of a tie, the Chairman of the Board of Directors shall have the casting vote. If the Chairman of the Board of Directors is not present, the meeting Chairman shall have no casting vote in the event of a tie."

The rest of the Article remains unchanged.

This resolution was adopted by 9,504,097 votes FOR, 22 votes AGAINST and 235 ABSTENTIONS.

Twenty-ninth resolution (*Amendment to Article 29 of the Articles of Association to allocate double voting rights to all fully paid-up shares that are proved to have been registered in the name of the same holder for at least two years up to that time*)

The General Meeting, having reviewed the Management report of the Board of Directors, agrees, subject to the condition precedent of either:

- a) a final decision by the Autorité des Marchés Financiers to grant an exemption from the obligation to file a mandatory buyout offer or stating that the situation does not give rise to such an obligation, requested by Sopra GMT, acting alone or in concert with any other party; or
- b) the success of the public exchange offer made by the Company for Groupe Steria SCA;

to establish, pursuant to the first paragraph of Article L. 225-123 of the French Commercial Code, double voting rights for all fully paid-up shares for which evidence will be provided, from the date on which this decision takes effect as indicated below, of registration for at least two years in the name of the same shareholder.

The General Meeting agrees, on the same condition precedent, to consequently amend Article 29 of the Articles of Association by adding a second paragraph to this article, to read as follows:

"However, double voting rights are allocated to all fully paid-up shares that are proved to have been registered in the name of the same holder for at least two years up to that time. In the event of a capital increase by capitalisation of reserves, earnings or issue premiums, double voting rights shall be allocated upon issuance to registered shares freely granted to a shareholder in proportion to existing shares for which this shareholder was entitled to benefit from this right."

The other stipulations of the Article remain unchanged.

The General Meeting agrees that the establishment of double voting rights set forth in this resolution

and the subsequent amendment to Article 29 of the Articles of Association will take effect:

- in the case referred to in a) of this resolution, at the date on which the above-mentioned decision by the Autorité des Marchés Financiers becomes final;
- in the case referred to in b) of this resolution, at the date of first settlement-delivery of the public exchange offer made by the Company for Groupe Steria SCA, concomitantly with the allotment to the shareholders of Groupe Steria SCA of the Company shares issued in consideration for the tender offer.

The General Meeting confers all powers upon the Board of Directors, including the option to sub-delegate these powers, in order to record the completion of one or the other of the conditions precedent indicated in this resolution and to record the subsequent corresponding amendment of the Articles of Association, and to carry out all the necessary formalities.

This resolution was adopted by 7,055,986 votes FOR, 2,447,487 votes AGAINST and 881 ABSTENTIONS.

Resolutions submitted for the approval of the Ordinary General Meeting

Thirtieth resolution (*Appointment of Marie-Hélène Rigal-Drogerys as a new Director*)

The General Meeting, having reviewed the Management report of the Board of Directors, agrees to appoint Marie-Hélène Rigal-Drogerys as a new Director, for a four-year term pursuant to Article 14 of the Company's Articles of Associations as amended by the twenty-sixth resolution adopted by this General Meeting, which will expire at the end of the General Meeting convened to approve the financial statements for the year ended 31 December 2017.

This resolution was adopted by 7,900,118 votes FOR, 1,602,104 votes AGAINST and 2,132 ABSTENTIONS.

Thirty-first resolution (*Appointment of Eric Pasquier as a new Director*)

The General Meeting, having reviewed the Management report of the Board of Directors, agrees to appoint Eric Pasquier as a new Director, for a four-year term pursuant to Article 14 of the Company's Articles of Associations as amended by the twenty-sixth resolution adopted by this General Meeting, which will expire at the end of the General Meeting convened to approve the financial statements for the year ended 31 December 2017.

This resolution was adopted by 7,831,715 votes FOR, 1,671,739 votes AGAINST and 900 ABSTENTIONS.

Thirty-second resolution (*Appointment of Sopra GMT as a new Director*)

The General Meeting, having reviewed the Management report of the Board of Directors, agrees to appoint Sopra GMT, a *société anonyme* with share capital of €7,560,560, whose registered office is at PAE Les Glaisins – 74940 Annecy-le-Vieux, France, and whose registration number with RCS d'Annecy is 348 940 263, represented by Kathleen Clark-Bracco in her capacity as a newly appointed Director, for a four-year term pursuant to Article 14 of the Company's Articles of Associations as amended by the twenty-seventh resolution adopted by this General Meeting, which will expire at the end of the General Meeting convened to approve the financial statements for the year ended 31 December 2017.

This resolution was adopted by 7,936,467 votes FOR, 1,567,037 votes AGAINST and 850 ABSTENTIONS.

Thirty-third resolution (*Appointment of Éric Hayat as a new Director, subject to the condition precedent of the success of Sopra Group's public exchange offer for the shares of Groupe Steria SCA*)

The General Meeting, having reviewed the Management report of the Board of Directors, agrees to appoint, subject to the condition precedent of the success of Sopra Group's public exchange offer for the shares of Groupe Steria SCA, Éric Hayat as a new Director, for a four-year term pursuant to Article 14 of the Company's Articles of Associations as amended by the twenty-sixth resolution adopted by this General Meeting, which will expire at the end of the General Meeting convened to approve the financial statements for the year ended 31 December 2017.

This resolution was adopted by 7,825,359 votes FOR, 1,675,672 votes AGAINST and 3,323 ABSTENTIONS.

Thirty-fourth resolution (*Appointment of François Enaud as a new Director, subject to the condition precedent of the success of Sopra Group's public exchange offer for the shares of Groupe Steria SCA*)

The General Meeting, having reviewed the Management report of the Board of Directors, agrees to appoint, subject to the condition precedent of the success of Sopra Group's public exchange offer for the shares of Groupe Steria SCA, François Enaud as a new Director, for a four-year term pursuant to Article 14 of the Company's Articles of Associations as amended by the twenty-sixth resolution adopted by this General Meeting, which will expire at the end of the General Meeting convened to approve the financial statements for the year ended 31 December 2017.

This resolution was adopted by 8,828,686 votes FOR, 674,677 votes AGAINST and 991 ABSTENTIONS.

Thirty-fifth resolution (*Appointment of Jean-Bernard Rampini as a new Director, subject to the condition precedent of the success of Sopra Group's public exchange offer for the shares of Groupe Steria SCA*)

The General Meeting, having reviewed the Management report of the Board of Directors, agrees to appoint, subject to the condition precedent of the success of Sopra Group's public exchange offer for the shares of Groupe Steria SCA, Jean-Bernard Rampini as a new Director, for a four-year term pursuant to Article 14 of the Company's Articles of Associations as amended by the twenty-sixth resolution adopted by this General Meeting, which will expire at the end of the General Meeting convened to approve the financial statements for the year ended 31 December 2017.

This resolution was adopted by 7,829,911 votes FOR, 1,672,380 votes AGAINST and 2,063 ABSTENTIONS.

Thirty-sixth resolution (*Appointment of Astrid Anciaux as a new Director, subject to the condition precedent of the success of Sopra Group's public exchange offer for the shares of Groupe Steria SCA*)

The General Meeting, having reviewed the Management report of the Board of Directors, agrees to appoint, subject to the condition precedent of the success of Sopra Group's public exchange offer for the shares of Groupe Steria SCA, Astrid Anciaux as a new Director, for a four-year term pursuant to Article 14 of the Company's Articles of Associations as amended by the twenty-sixth resolution adopted by this General Meeting, which will expire at the end of the General Meeting convened to approve the financial statements for the year ended 31 December 2017.

This resolution was adopted by 7,776,322 votes FOR, 1,725,969 votes AGAINST and 2,063 ABSTENTIONS.

Thirty-seventh resolution (Powers required to carry out formalities)

The General Meeting gives full authority to the bearer of an original or copy of the minutes of this Meeting to carry out all legally required formalities.

This resolution was adopted by 9,503,265 votes FOR, 20 votes AGAINST and 1,069 ABSTENTIONS.

* *
*
*

As we have reached the bottom of the agenda and there are no further requests to speak, the Chairman hereby declares this meeting closed.

These minutes were drawn up and, after they had been read, were signed by the Chairman, the scrutineers and the secretary.

Pierre Pasquier,
Chairman

Scrutineers

P / Sopra GMT
François Odin

P / Geninfo
Nicolas Cosson

Secretary
Christophe Bastelica