

Press Release

Sopra Steria Group's Combined General Meeting: Tuesday, 12 June 2018

Paris, 12 June 2018 - The Combined General Meeting of Sopra Steria Group shareholders took place in Paris today, 12 June 2018 and was chaired by Pierre Pasquier, Chairman of Sopra Steria Group.

All 40 resolutions submitted by the Board were approved.

Among the resolutions adopted at the Meeting, Sopra Steria Group shareholders, validated the payment of a dividend of €2.40 per share in respect of 2017, with an ex-date of 3 July 2018, which will be payable as of 5 July 2018.

Below, the results of the vote are available on the company's website:

<http://www.soprasteria.com/en/investors/investors-relations/shareholders-meetings>

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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.

Number of shares with voting rights	20,524,328
Number of shareholders attending the Meeting or being represented or voting by post	622
Number of shares attending the Meeting or being represented or voting by post	20,983,829
Participation rate in percentage of exercisable voting rights	80.55%

			Ordinary General Meeting					
Hour	Resolution		in favor		abstention		against	
			Vote	%	Vote	%	Vote	%
15:28:42	1	Approval of the individual financial statements for the financial year ended 31 December 2017; approval of non-deductible expenses.	20,980,338	99.98%	509	<0.01%	2,982	0.01%
15:29:04	2	Approval of the consolidated financial statements for the financial year ended 31 December 2017.	20,980,732	99.99%	169	<0.01%	2,928	0.01%
15:29:26	3	Appropriation of earnings and determination of the dividend.	20,777,952	99.02%	43	<0.01%	205,834	0.98%
15:29:47	4	Approval of agreements governed by Article L. 225-38 et seq. of the French Commercial Code.	16,790,927	80.02%	220	<0.01%	4,192,682	19.98%
15:30:11	5	Approval of items of compensation paid or allotted in respect of financial year 2017 to Pierre Pasquier, Chairman.	20,919,589	99.69%	617	<0.01%	63,623	0.30%
15:30:34	6	Approval of items of compensation paid or allotted in respect of financial year 2017 to Vincent Paris, Chief Executive Officer.	17,776,513	84.72%	99	<0.01%	3,207,217	15.28%

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15:30:56	7	Approval of the principles and criteria for the determination, distribution and allocation of items of compensation for the Chairman.	20,907,372	99.64%	189	<0.01%	76,268	0.36%
15:31:18	8	Approval of the principles and criteria for the determination, distribution and allocation of items of compensation for the Chief Executive Officer.	20,738,140	98.83%	179	<0.01%	245,510	1.17%
15:31:39	9	Setting of directors' fees at €500,000.	20,769,416	98.98%	79	<0.01%	214,334	1.02%
15:32:02	10	Reappointment of a Principal Statutory Auditor.	20,912,588	99.66%	232	<0.01%	71,009	0.34%
15:32:24	11	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.	20,956,243	99.87%	172	<0.01%	27,414	0.13%

Extraordinary General Meeting

15:32:47	12	Authorisation for 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.	20,776,464	99.01%	49	<0.01%	207,316	0.99%
15:33:11	13	Delegation of powers to the Board of Directors, for a period of 26 months, to decide to increase the share capital, with preemptive rights for existing shareholders, by issuing ordinary shares and/or securities giving access to equity and/or entitling the holder to an allotment of debt securities issued by the Company, up to a maximum of 40% of the share capital.	20,583,736	98.09%	151	<0.01%	399,942	1.91%
15:33:41	14	Delegation of powers to the Board of Directors, for a period of 26 months, to decide to increase the share capital, without preemptive rights for existing shareholders, by issuing ordinary shares and/or securities giving access to equity and/or entitling the holder to an allotment of debt securities issued by the Company, in the context of public offerings, up to a maximum of 20% of the share capital, falling to 10% of the share capital in the absence of priority rights.	20,622,189	98.28%	259	<0.01%	361,381	1.72%



15:34:11	15	Delegation of powers to the Board of Directors, for a period of 26 months, to decide to increase the share capital, without preemptive rights for existing shareholders, by issuing ordinary shares and/or securities giving access to equity and/or entitling the holder to an allotment of debt securities issued by the Company, by way of a private placement as provided for in paragraph II, Article L. 411-2 of the French Monetary and Financial Code, up to a maximum of 10% of the share capital.	20,303,963	96.76%	654	<0.01%	679,212	3.24%
15:34:35	16	Determination of the issue price of ordinary shares and/or securities giving access to equity and/or giving the right to an allotment of the Company's debt securities for up to a maximum of 10% of the share capital a year in the context of an increase in the share capital without preemptive subscription rights for existing shareholders.	20,396,355	97.20%	284	<0.01%	587,190	2.80%
15:35:09	17	Delegation of powers to the Board of Directors, for a period of 26 months, to decide, with or without preemptive rights for existing shareholders, to increase the number of ordinary shares and/or securities giving access to equity and/or entitling the holder to an allotment of debt securities to be issued by the Company, up to a maximum of 15% of the initial issue.	19,920,062	94.93%	741	<0.01%	1,063,026	5.07%
15:35:36	18	Delegation of powers to the Board of Directors, for a period of 26 months, to issue ordinary shares and/or securities giving access to equity and/or entitling the holder to an allotment of debt securities issued by the Company, without preemptive rights for existing shareholders, in return for contributions in kind, up to a maximum of 10% of the share capital.	20,559,296	97.98%	181	<0.01%	424,352	2.02%
15:36:03	19	Delegation of powers to the Board of Directors, for a period of 26 months, to issue ordinary shares and/or securities giving access to equity and/or entitling the holder to an allotment of debt securities issued by the Company, without preemptive rights for existing shareholders, in return for shares tendered to a public exchange offer, up to a maximum of 10% of the share capital.	20,630,472	98.32%	3,103	0.01%	350,254	1.67%
15:36:35	20	Delegation of powers to the Board of Directors, for a period of 26 months, to decide to increase the share capital by capitalising premiums, reserves, earnings or other amounts that may be capitalised.	20,983,298	>99.99%	230	<0.01%	301	<0.01%



15:36:59	21	Delegation to be given 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.	13,505,412	64.36%	213	<0.01%	7,478,204	35.64%
15:37:29	22	Delegation of powers 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 enrolment in a company savings plan, up to a maximum of 3% of the share capital.	20,973,713	99.95%	122	<0.01%	9,994	0.05%
15:37:54	23	Authorisation for the Board of Directors, for a period of 38 months, to allot free shares to employees and officers of the Company and companies in the same Group, up to a maximum of 3% of the share capital.	19,846,506	94.58%	206	<0.01%	1,137,117	5.42%
15:38:27	24	Amendment to the stipulations of Article 14 of the Articles of Association concerning Directors' terms of office and the introduction of procedures for staggering Directors' terms of office.	17,353,629	82.70%	194	<0.01%	3,630,006	17.30%
15:38:53	25	Change in the age limit associated with the position of Chairman of the Board of Directors and corresponding amendment to Article 15 of the Articles of Association.	20,434,447	97.38%	315	<0.01%	549,067	2.62%
15:39:20	26	Appointment of Jean-Bernard Rampini as a Non-Voting Director for a term of two years.	15,061,134	71.77%	2,574	0.01%	5,920,121	28.21%

Ordinary General Meeting

15:39:47	27	Reappointment of Pierre Pasquier as a Director	16,455,005	78.42%	117	<0.01%	4,528,707	21.58%
15:40:10	28	Reappointment of Éric Pasquier as a Director	17,288,977	82.39%	228	<0.01%	3,694,624	17.61%
15:40:35	29	Reappointment of Sopra GMT as a Director	16,092,697	76.69%	159	<0.01%	4,890,973	23.31%
15:40:57	30	Reappointment of Astrid Anciaux as a Director	20,711,845	98.70%	164	<0.01%	271,820	1.30%
15:41:18	31	Reappointment of Éric Hayat as a Director	16,049,316	76.48%	173	<0.01%	4,934,340	23.51%
15:41:39	32	Reappointment of Solfrid Skilbrigt as a Director	20,711,843	98.70%	183	<0.01%	271,803	1.30%
15:42:01	33	Reappointment of Jean-Luc Placet as a Director	20,544,542	97.91%	335	<0.01%	438,952	2.09%
15:42:21	34	Reappointment of Sylvie Rémond as a Director	20,862,541	99.42%	2,953	0.01%	118,335	0.56%
15:42:44	35	Reappointment of Marie-Hélène Rigal-Drogerys as a Director	17,383,941	82.84%	2,936	0.01%	3,596,952	17.14%
15:43:06	36	Reappointment of Jean-François Sammarcelli as a Director	20,737,019	98.82%	3,052	0.01%	243,758	1.16%



15:43:28	37	Reappointment of Jessica Scale as a Director	20,881,751	99.51%	619	<0.01%	101,459	0.48%
15:43:53	38	Appointment of Javier Monzón as a new Director	20,857,961	99.40%	2,548	0.01%	123,320	0.59%
15:44:15	39	Appointment of Michael Gollner as a new Director	20,880,861	99.51%	680	<0.01%	102,288	0.49%
15:44:35	40	Powers granted to carry out all legal formalities.	20,980,144	99.98%	3,331	0.02%	354	<0.01%

