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

Société Anonyme with share capital of €20,371,789
Registered office: PAE les Glaisins, F-74940 Annecy-le-Vieux
Head office: 9 bis, rue de Presbourg F-75116 Paris
326 820 065 R.C.S. Annecy

Notice of Meeting

All shareholders are hereby informed that the Combined General Meeting will be held on Thursday, 25 June 2015 at 2:30 p.m. at Shangri-la Hotel, 10, avenue Léna, 75116 Paris, France, to deliberate on the following agenda:

Agenda:

1) Requiring approval at the Ordinary General Meeting

- Approval of the individual financial statements for the financial year ended 31 December 2014; 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 2014;
- Appropriation of earnings and determination of the dividend;
- Approval of the service provision agreement entered into with Éric Hayat as an agreement covered by Article L. 225-38 of the French Commercial Code;
- Approval, in accordance with Article L. 225-42-1 of the French Commercial Code, of commitments entered into on behalf of Pascal Leroy;
- Approval, in accordance with Article L. 225-42-1 of the French Commercial Code, of commitments entered into on behalf of François Enaud;
- Approval of agreements governed by Article L. 225-38 et seq. of the French Commercial Code;
- Opinion on items of compensation due or attributed in respect of financial year 2014 to Pierre Pasquier;
- Opinion on items of compensation due or attributed in respect of financial year 2014 to Pascal Leroy;
- Opinion on items of compensation due or attributed in respect of financial year 2014 to François Enaud;
- Opinion on items of compensation due or attributed in respect of financial year 2014 to Vincent Paris;
- Ratification of the co-optation of Sylvie Rémond as a director for a term of three years;
- Ratification of the co-optation of Solfrid Skilbrig as a director for a term of three years;
- Setting of directors' fees at €500,000;
- Authorisation granted to the Board of Directors to allow the Company to acquire its own shares under Article L. 225-209 of the French Commercial Code; applicable duration, purpose, terms and limits.

2) Requiring approval at the Extraordinary General Meeting

- Authorisation granted to the Board of Directors, for a period of 24 months, to retire any shares that the Company may have acquired under the terms of share repurchase programmes; to reduce the share capital accordingly; with all powers granted to the Board to carry out these measures;
- Delegation of authority to the Board of Directors, for a period of 18 months, 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; applicable terms and limits;
- Delegation of authority to the Board of Directors, for a period of 18 months, to issue share subscription warrants to be granted free of charge to shareholders in the event of a takeover bid; applicable terms and limits;
- Delegation of authority to the Board of Directors, for a period of 26 months, to carry out capital increases, without pre-emptive subscription rights, reserved for employees of the Company or any other affiliated undertakings who are members of a company savings plan; applicable terms and limits;
- Amendment to the fifth paragraph of Article 22 of the Company's Articles of Association, "Regulated agreements", concerning agreements falling outside the scope of the regulated agreements procedure;
- Amendments to the second paragraph of Article 28 of the Company's Articles of Association, "Access to General Meetings – Powers – Composition", concerning the conditions for participating in General Meetings;
- Powers required to carry out formalities.

Text of the proposed resolutions

1) Requiring approval at the Ordinary General Meeting

Resolution 1 (*Approval of the individual financial statements for the financial year ended 31 December 2014; approval of non-deductible expenses*). — The shareholders, having reviewed the Management Report of the Board of Directors, the report laid down in Article L. 225-37 of the French Commercial Code and the Statutory Auditors' reports, approve the individual financial statements for the year ended 31 December 2014, as presented at the General Meeting, showing a loss of €118,714,176.86.

The shareholders also approve the transactions reflected in these financial statements and summarised in the aforementioned reports.

The shareholders also approve 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 €586,054, and the corresponding tax charge of €216,254.

Resolution 2 (*Granting of final discharge to members of the Board of Directors*) — The shareholders grant the members of the Board of Directors full and unconditional discharge from their duties for the financial year ended 31 December 2014.

Resolution 3 (*Approval of the consolidated financial statements for the financial year ended 31 December 2014*) — The shareholders, having reviewed the Management Report of the Board of Directors, the report laid down in Article L. 225-37 of the French Commercial Code and the Statutory Auditors' reports, approves the consolidated financial statements for the year ended 31 December 2014, which show a consolidated net profit (attributable to equity holders of the parent) of €98,201,008, 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.

Resolution 4 (*Appropriation of earnings and determination of the dividend*) — The shareholders, with a view to purging the Company's losses, agree to charge the loss for the year ended 31 December 2014, together with the debit balance on the "Retained earnings" account, to the "Issue, merger and contribution premiums" account, for a total amount of -€118,744,584.86, bringing the balance on the "Issue, merger and contribution premiums" account to €527,354,354.04.

Given consolidated net profit attributable to the parent of €98,201,008 and "free" reserves that can be allocated by the shareholders, after appropriation of earnings for the year, of €728,363,969.51, the shareholders agree to pay a dividend of €38,706,399.10.

This amount will be deducted as a priority from optional reserves.

As the number of shares comprising the share capital at 31 December 2014 was 20,371,789, the dividend per share will be €1.90. The dividend payment date will be 8 July 2015.

The shareholders note that, at the dividend payment date, treasury shares will not give any entitlement to dividends, with the corresponding amount to be allocated to retained earnings.

In accordance with tax regulations in force, this dividend payment entitles individual shareholders with tax residence in France to a 40% deduction on the entire dividend amount for the calculation of income tax (Article 158-3-2 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 2013 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 2014 for dividends payable in 2015 in respect of the 2014 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 withheld.

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

(in euros)	2011	2012	2013
Total dividend	22,597,623.40	20,218,926.20	22,647,207.70
Number of dividend-bearing shares	11,893,486	11,893,486	11,919,583
Dividend per share paid	1.90	1.70	1.90

Resolution 5 (*Approval of the service provision agreement entered into with Éric Hayat, as an agreement covered by Article L. 225-38 of the French Commercial Code*) — The shareholders, having reviewed the Statutory Auditors' special report on agreements covered by Article L. 225-28 of the French Commercial Code and the main characteristics of the service provision agreement entered into with Éric Hayat, approve that agreement and the conclusions of the aforementioned report pertaining thereto.

Resolution 6 (*Approval, in accordance with Article L. 225-42-1 of the French Commercial Code, of commitments entered into on behalf of Pascal Leroy*) — The shareholders, having reviewed the Statutory Auditors' special report on agreements covered by Article L. 225-38 of the French Commercial Code, approve, in accordance with the provisions of Article L. 225-42-1 of the French Commercial Code, the agreement relating to commitments entered into on behalf of Pascal Leroy as well as the conclusions of the aforementioned report referring to this agreement.

Resolution 7 (*Approval, in accordance with Article L. 225-42-1 of the French Commercial Code, of commitments entered into on behalf of François Enaud*) — The shareholders, having reviewed the Statutory Auditors' special report on agreements covered by Article L. 225-38 of the French Commercial Code, approve, in accordance with the provisions of Article L. 225-42-1 of the French Commercial Code, the agreement relating to commitments entered into on behalf of François Enaud as well as the conclusions of the aforementioned report referring to this agreement.

Resolution 8 (*Approval of agreements governed by Article L. 225-38 et seq. of the French Commercial Code*) — The shareholders, having reviewed the Statutory Auditors' special report on agreements covered by Article L. 225-38 et seq. of the French Commercial Code, approve in a general manner the conclusions of the aforementioned report as well as the agreements and commitments referred to in this report.

Resolution 9 (*Opinion on items of compensation due or attributed in respect of financial year 2014 to Pierre Pasquier*) — 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 compensation due or attributed to Pierre Pasquier in respect of the 2014 financial year, as presented to them.

Resolution 10 (*Opinion on items of compensation due or attributed in respect of financial year 2014 to Pascal Leroy*) — 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 compensation due or attributed to Pascal Leroy in respect of the 2014 financial year, as presented to them.

Resolution 11 (*Opinion on items of compensation due or attributed in respect of financial year 2014 to François Enaud*) — 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 compensation due or attributed to François Enaud in respect of the 2014 financial year, as presented to them.

Resolution 12 (*Opinion on items of compensation due or attributed in respect of financial year 2014 to Vincent Paris*) — 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 compensation due or attributed to Vincent Paris in respect of the 2014 financial year, as presented to them.

Resolution 13 (*Ratification of the co-optation of Sylvie Rémond as a director for a term of three years*) — The shareholders ratify the co-optation of Sylvie Rémond to replace Françoise Mercadal-Delasalles, following the latter's resignation as director, for the latter's remaining term of office, namely until the General Meeting convened to approved the financial statements for the year ending 31 December 2017.

Resolution 14 (*Ratification of the co-optation of Solfrid Skilbrigt as a director for a term of three years*) — The shareholders ratify the co-optation of Solfrid Skilbrigt to replace François Enaud, following the latter's resignation as director, for the latter's remaining term of office, namely until the General Meeting convened to approve the financial statements for the year ending 31 December 2017.

Resolution 15 (*Setting of directors' fees at €500,000*) — The shareholders set at €500,000 the amount of directors' fees to be allocated between the members of the Board of Directors for the current financial year.

Resolution 16 (*Authorisation granted to the Board of Directors to allow the Company to acquire its own shares under Article L. 225-209 of the French Commercial Code; applicable duration, purpose, terms and limits*) — 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 shareholders authorise 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 at the time of the buyback.

This authorisation is granted for a period of 18 months as from this General Meeting, and supersedes the authorisation granted to the Board of Directors at the Ordinary General Meeting of 27 June 2014.

The shareholders hereby agree that shares may be bought back for the following purposes:

- to obtain market-making services to be rendered by an investment services provider acting in complete independence under the terms of a liquidity agreement entered into in compliance with the code of conduct of AMAFI (the French association of financial market professionals) recognised by the AMF;
- to award or sell shares in the Company to employees and/or company officers of the group, in order to cover share option plans and/or free share plans (or similar plans) for the benefit of group employees and/or company officers as well as all allotments of shares in connection with a company or group savings plan (or similar plan), in connection with company profit-sharing and/or all other forms of share allotment to the group's employees and/or company officers;
- to 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;
- to implement any market practice that might be accepted by the AMF, and, more generally, to perform any operation that complies with regulations in force.

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 takeover bid is under way, subject to compliance with regulations in force.

The shareholders grant all powers to the Board of Directors, including the option to sub delegate these powers, to implement this authorisation, to determine the conditions and procedures for such 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.

2) Requiring approval at the Extraordinary General Meeting

Resolution 17 (*Authorisation granted to the Board of Directors, for a period of 24 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, with all powers granted to the Board to carry out these measures*) — The shareholders, having reviewed the Management Report of the Board of Directors and the Statutory Auditors' special report:

- authorise the Board of Directors to retire, pursuant to the provisions of Article L. 225-209 of the French Commercial Code, on one or more occasions, at its sole discretion, some or all 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;
- agree 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;
- grant all powers to the Board of Directors 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;
- agree that this delegation of authority to the Board of Directors shall be valid for a period of 24 months with effect from the date of this General Meeting;
- formally note that this delegation of authority supersedes any previous delegation having the same purpose.

Resolution 18 (*Delegation of authority to the Board of Directors, for a period of 18 months, 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, without pre-emptive rights for existing shareholders; applicable terms and limits*) — The shareholders, having reviewed the report of the Board of Directors and the Statutory Auditors' special report 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:

- delegate authority to the Board of Directors, with the option to sub delegate this authority, to decide upon the issue, on one or more occasions, of warrants to subscribe for and/or acquire redeemable shares (BSAARs);
- agree 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 under Resolutions 20, 21 and 23 adopted at the General Meeting of 27 June 2014, and any use thereof under Resolution 23 below, subject to its approval at this General Meeting, shall fall within this 5% limit, such that all these resolutions shall be subject to an aggregate limit of 5%, (ii) the company officers may not receive a number of BSAARs entitling them to a number of shares representing more than 0.5% of the Company's share capital, thus reducing the aforementioned 5% limit, and (iii) this limit 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;
- agree, 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 shareholders grant all powers to 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;
- grant all powers to 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 of the company's shares 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;
- take 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;
- grant all powers to 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 at the next General Meeting on the conditions of any use to which this authorisation may have been put;
- agree that this delegation of authority to the Board of Directors shall be valid for a period of 18 months with effect from the date of this General Meeting;
- formally note that this delegation of authority supersedes any previous delegation having the same purpose.

Resolution 19 (*Delegation of authority to the Board of Directors, for a period of 18 months, to issue share subscription warrants to be granted free of charge to shareholders in the event of a takeover bid, for a maximum nominal amount of €20,371,789*) — The shareholders, 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:

- delegate to the Board of Directors the authority to carry out, within the existing legal and regulatory limits, during a takeover bid 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 have such status before the takeover bid expires. These warrants will automatically lapse as soon as the takeover bid or any other potential competing offer fails, lapses or is withdrawn;
- agree 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 €20,371,789, 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 note 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;
- agree 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 terms 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;
- agree that this delegation of authority to the Board of Directors shall be valid for a period of 18 months with effect from the date of this General Meeting;
- formally note that this delegation of authority supersedes any previous delegation having the same purpose.

Resolution 20 (*Delegation of authority to the Board of Directors, for a period of 26 months, to carry out capital increases, without pre-emptive subscription rights, reserved for employees of the Company or any other affiliated undertakings who are members of a company savings plan; applicable terms and limits*) — The shareholders, having reviewed the report of the Board of Directors and the Statutory Auditors' special report, 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:

- delegate 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;
- agree 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;
- agree 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 under Resolutions 20, 21 and 23 adopted at the General Meeting of 27 June 2014, and any use thereof under Resolution 18 above, subject to its approval at this General Meeting, shall fall within this 5% limit, such that all these resolutions shall be subject to an aggregate limit of 5%, and (ii) this limit 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;

- agree 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 Euronext Eurolist market over the 20 trading days preceding the day on which the opening date of the subscription period is set. However, the shareholders expressly authorise the Board of Directors to reduce the aforementioned discount, within legal and regulatory limits;
- consequently grant all powers to 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;
- agree 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;
- formally note that this delegation of authority supersedes any previous delegation having the same purpose.

Resolution 21 (*Amendment to the fifth paragraph of Article 22 of the Company's Articles of Association, "Regulated agreements", concerning agreements falling outside the scope of the regulated agreements procedure*) — The shareholders, having reviewed the Management Report of the Board of Directors, agree to amend as follows the fifth paragraph of Article 22 of the Company's Articles of Association:

"The above provisions do not apply to agreements covered by Article L. 225-39 of the French Commercial Code."

Resolution 22 (*Amendments to the second paragraph of Article 28 of the Company's Articles of Association, "Access to General Meetings – Powers – Composition", concerning the conditions for participating in General Meetings*) — The shareholders, having reviewed the Management Report of the Board of Directors, agree to amend as follows the second paragraph of Article 29 of the Company's Articles of Association:

"All shareholders have the right to participate in general meetings provided they furnish proof, in accordance with legal and regulatory requirements, that their shares are registered on accounts in their names or on their behalf in the name of their registered intermediary, or on the registered share accounts kept by the Company, or on the bearer share accounts kept by an authorised intermediary."

Resolution 23 (*Powers required to carry out formalities*) — The shareholders grant full authority to the bearer of an original or copy of the minutes of this Meeting to carry out all legally required formalities.

A. – Procedures governing participation in the General Meeting

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

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

In accordance with Article R. 225-85 of the French Commercial Code, the deadline for completing these formalities is set at 0:00 a.m. on 23 June 2015, Paris time.

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

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

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

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

1. Physical attendance at the General Meeting:

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

1.1 Postal requests for admission cards

— For holders of registered shares: send the admission card request by post so that it will be received no later than 23 June 2015 by CM-CIC Securities c/o CM-CIC Titres at 3, Allée de l'Etoile, 95014 Cergy Pontoise, France or report to the venue on the day of the General Meeting.

— Holders of bearer shares: ask the authorised intermediary responsible for managing your securities account to request an admission card. The authorised intermediary's request must be received by CM-CIC Securities c/o CM-CIC Titres at 3, Allée de l'Etoile, 95014 Cergy Pontoise, France before 23 June 2015.

In either case, if an admission card request is received by CM-CIC Securities c/o CM-CIC Titres after 23 June 2015, the shareholder concerned will need to report to the reception counter for "Shareholders without cards" or "Shareholders without documents" on the day of the General Meeting and present his or her certificate of investment.

1.2 Electronic requests for admission cards for holders of registered shares

Registered shareholders wishing to attend the General Meeting in person may request an admission card online by submitting their request on Votaccess, the secure electronic voting system accessible via a link in the “Investors” section of the Company’s website (<http://www.soprasteria.com/investisseurs>), which redirects the automatically to the dedicated voting portal (<https://www.cmcics-nominatif.com>),

Registered shareholders will be able to log in using their user ID and password, which will be sent to them by post prior to the General Meeting.

Admission cards will be sent to shareholders by post.

2. Voting or proxy forms:

2.1. Postal voting or proxy forms.

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

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

— For holders of bearer shares: send a request for the combined voting or proxy form to the intermediary managing the securities account upon receiving the invitation to the Meeting. This form must first be filled in by the shareholder, then sent back to the intermediary, which will attach its certificate of investment for the shareholder and forward both documents to CM-CIC Securities c/o CM-CIC Titres, 3, Allée de l’Etoile, 95014 Cergy Pontoise, France. In order to be taken into account, voting forms must be received by CM-CIC Securities c/o CM-CIC Titres at 3, Allée de l’Etoile 95014 Cergy Pontoise, France no later than three days prior to the General Meeting, thus by 0:00 a.m. on 22 June 2015 (Paris time).

Proxy appointments or rescindments of proxy appointments sent by post must be received no later than three calendar days before the date of the General Meeting, thus by 0:00 a.m. on 22 June 2015 (Paris time).

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

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

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

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

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

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

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

Holders of bearer shares must send an e-mail to the following address: mandats-ag@cmcic.com.

This e-mail message must include the following information: the name of the company concerned (Sopra Steria Group); the date of the General Meeting (25 June 2015); the shareholder’s last name, first name, address and bank details; and the proxy’s last name, first name and address (if available).

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

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

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

The Votaccess page for this General Meeting will be accessible from 29 May 2015

Online voting in advance of the General Meeting will close the day before the Meeting, 24 June 2015, at 3:00 p.m. (Paris time)

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

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

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

B. – Requests for the inclusion of items of business on the agenda or proposed resolutions and written questions from the shareholders

1. Pursuant to the provisions of Article R. 225-84 of the French Commercial Code, shareholders may submit written questions to the Board of Directors. These questions must be sent to the Company’s registered office by registered letter with proof of receipt or by e-mail to assemblee generale@sopra.com no later than the fourth business day preceding the General Meeting, thus by 19 June 2015. In order to be considered, questions must be accompanied by a deposit certificate for a securities account in the name of the shareholder.

2. Requests for the inclusion of items of business or proposed resolutions on the agenda for the General Meeting by shareholders fulfilling the legal requirements in force must be received at the Company's registered office, sent by registered letter with proof of receipt, or by e-mail to assemblee generale@sopra.com, no later than twenty-five days before the General Meeting, thus by 31 May 2015. The reasons for their submission must be clearly stated and they must be accompanied by a deposit certificate for a securities account in the name of the shareholder.

Requests for the inclusion of proposed resolutions are to be accompanied by the text of the proposed resolutions, which may be supplemented by a brief summary of the reasons for bringing them forward.

Furthermore, shareholders are reminded that the examination by the General Meeting of items of business or proposed resolutions to be presented is subject to the submission by the parties involved of newly issued deposit certificates for their securities accounts under the same conditions as those indicated above, no later than the third business day preceding the General Meeting at 0:00 a.m. (Paris time).

C. - Documents made available to the shareholders

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

This notice of meeting will be followed by a notice reflecting any changes made to the agenda for the General Meeting as a result of the submission of requests for the inclusion of proposed resolutions presented by shareholders and/or the works council.

The Board of Directors