

Paris, 3 December 2014

## **MERGER-ABSORPTION BY SOPRA STERIA GROUP OF GROUPE STERIA, a 90.52%-owned subsidiary**

*This press release is being issued pursuant to Article 12 of Instruction No. 2005-11 of the Autorité des Marchés Financiers (AMF) dated 13 December 2005, as amended.*

### **1 BACKGROUND AND REASONS FOR THE MERGER**

The companies Sopra Steria Group (ISIN FR0000050809) and Groupe Steria (ISIN FR0000072910), both pioneers in IT services, announced in April 2014 a tie-up of their two groups by way of a public exchange offer (*offre publique d'échange*) initiated by Sopra Steria Group for the shares of Groupe Steria (the "**Offer**").

On completion of the Offer, Sopra Steria Group held thirty million forty thousand five hundred forty-three (30,040,543) Groupe Steria shares representing 90.52% of the share capital and 89.41% of the voting rights of the company.

In continuation of the public exchange offer initiated by Sopra Steria Group for Groupe Steria, and in line with the intentions announced by Sopra Steria Group and Groupe Steria when the tie-up proposal was disclosed, also included in the information memorandum on the Offer approved by the Autorité des Marchés Financiers (the "**AMF**") on 24 June 2014 (AMF visa no. 14-322, the "**Information Memorandum**"), the Boards of Directors of Groupe Steria and Sopra Steria Group, meeting respectively on 29 and 28 October, authorised the signing of a proposed agreement for the merger-absorption (*fusion-absorption*) of Groupe Steria by Sopra Steria Group (the "**Merger Agreement**").

On 17 and 20 October 2014 respectively, the local and central works councils of Sopra Steria Group submitted their opinions on the proposed merger-absorption of Groupe Steria by Sopra Steria Group (the "**Merger**").

The central and European works councils of Groupe Steria submitted their opinions on the proposed Merger on 17 and 2 October 2014 respectively.

The Merger Agreement was signed on 5 November 2014 and notice of the Merger was published on the websites of Groupe Steria and Sopra Steria Group on 14 November 2014 in compliance with Articles R. 236-2 and R. 236-2-1 of the French Commercial Code.

The aim of the proposed tie-up of the two groups, which includes the Merger, is to create a European digital services leader with a relevant and differentiated offering to meet the significant transformation needs of the groups' clients. Furthermore, from an industrial perspective, this proposed tie-up is a response to the profound market changes brought about by the digital revolution and new modes of service consumption.

The proposed Merger will allow the new group to transition from a "Systems Developer-Integrator" to a "Service Creator-Operator".

In terms of business activities and geographic segments, the complementary fit between the two groups is very strong. Reinforcing the competitive positioning and complementary fit of offerings and geographic locations should result in accelerated revenue growth for the new group.

The Merger is part of an effort to simplify the structure of the new group in France:

- a head company that would be both a holding company and an operating company, having within it, in addition to the positions of Chairman and Chief Executive Officer, the central functional departments and the consulting and systems integration business lines, and holding, directly or indirectly, all of the new group's operating subsidiaries and equity interests;
- a company specialising in the publishing of banking software;
- a company specialising in the publishing of human resources management solutions; and
- a company specialising in IT infrastructure management.

The Merger will thus create a head operating company that will hold all of the new group's subsidiaries and equity interests, each specialising in a particular IT field. The Merger will also facilitate the operational organisation of the new group and reduce operating costs, notably by rationalising the costs of Groupe Steria's status as a publicly listed company. Lastly, it will accelerate the synergies sought after as part of the tie-up project.

Besides this Merger, the following internal reorganisation operations will take place no later than 31 December 2014:

- a partial transfer of assets (*apport partiel d'actif*) by Steria SA (a French limited-liability company with a board of directors and share capital of €14,876,895, having its registered office at 12, rue Paul Dautier, 78140 Vélizy-Villacoublay and registered in the Versailles trade and companies registry under number 309 256 105, hereinafter "**Steria**", and whose share capital is wholly owned by Groupe Steria) to Sopra Steria Services (a wholly owned subsidiary of Steria and registered in the Annecy trade and companies registry under number 805 020 740) corresponding to its "Infrastructure Management" business of managing clients' system and network IT infrastructures;
- a partial transfer of assets by Steria to Sopra Banking Software (a virtually wholly owned subsidiary of Sopra Steria Group, registered in the Annecy trade and companies registry under number 450 792 999) corresponding to its "Advanced Payment" business delivering specific IT systems and solutions for automated payments and cash machines;
- a partial transfer of assets by Sopra Steria Group to Sopra HR Software (a wholly owned subsidiary of Sopra Steria Group, registered in the Annecy trade and companies registry under number 519 319 651) corresponding to its business focusing on the development and distribution of human resources software solutions, known under the name "Pléiades"; and
- the merger-absorption of Steria by Sopra Steria Group.

These internal legal restructuring operations will take place at the completion date of the Merger, namely 31 December 2014, the closing balance sheet date of the current financial year, immediately following (*un instant de raison après*) the completion of the Merger, one after the other in the order given above.

For the reader's information, as provided by Article L. 236-3 of the French Commercial Code, the merger-absorption of Steria by Sopra Steria Group will not give rise to the implementation of an exchange ratio insofar as, at the completion date of the merger-absorption of Steria, Sopra Steria Group will hold all of Steria's share capital as a result of the prior completion of the Merger of Groupe Steria into Sopra Steria Group. It is also specified that Sopra Steria Group and Groupe Steria have committed to holding all of the shares making up the share capital of Steria until the completion date. Consequently, there will be no creation of new Sopra Steria Group shares as consideration for the transfer of Steria's undertaking (*transmission du patrimoine*) by way of the merger, and no capital increase by Sopra Steria Group in connection with the merger-absorption of Steria by Sopra Steria Group.

The proposed Merger will be subject to approval by the extraordinary general meetings of the shareholders of Sopra Steria Group and Groupe Steria, which will be held on 19 December 2014. The agenda and proposed resolutions submitted to the extraordinary general meeting of the shareholders of Sopra Steria Group were published in the *Bulletin des Annonces Légales Obligatoires* dated 14 November 2014 (Bulletin No. 137).

Moreover, in compliance with applicable regulations, the following documents have been made available to the shareholders of Sopra Steria Group and/or Groupe Steria, respectively, on their websites:

- the proposed Merger Agreement;
- the board of directors' report to the general meeting of the shareholders of Sopra Steria Group dated 28 October 2014;
- the board of directors' report to the general meeting of the shareholders of Groupe Steria dated 29 October 2014;
- the Merger Auditors' reports on the terms of the Merger and the value of the transfers dated 17 November 2014;
- Sopra Steria Group's and Groupe Steria's individual company accounts and management reports for the last three financial years;
- the half-year financial reports issued at 30 June 2014 by Sopra Steria Group and Groupe Steria; and
- all documentation required under the shareholders' permanent right to remain informed.

Below is a summary of the principal characteristics of the Merger, its valuation and the consideration offered in exchange for it.

## 2 PRINCIPAL CHARACTERISTICS OF THE MERGER

Presentation of the companies	
<b>Absorbing company</b>	<b>Sopra Steria Group</b> , a <i>Société Anonyme</i> (French public limited-liability company) with a board of directors and share capital of €19,574,712, having its registered office at PAE les Glaisins, 74940 Annecy-le-Vieux, France, registered in the Annecy trade and companies registry under number 326 820 065, and whose shares have been admitted for trading on Compartment B of NYSE Euronext Paris under ISIN FR0000050809 since 27 March 1990.
<b>Company being absorbed</b>	<b>Groupe Steria</b> , a <i>Société Anonyme</i> (French public limited-liability company) with a board of directors and share capital of €33,186,499, having its registered office at 43-45 quai du Président Roosevelt, 92130 Issy-les-Moulineaux, France, registered in the Nanterre trade and companies registry under number 344 110 655, and whose shares have been admitted for trading on Compartment B of NYSE Euronext Paris under ISIN FR0000072910 since 4 June 1999.
<b>Ownership ties between the companies</b>	As of this date, following completion of the Offer, Sopra Steria Group holds 30,040,543 Groupe Steria shares representing 90.52% of the share capital and 89.41% of the voting rights of the company.  As of this date, Groupe Steria holds 4,673 Sopra Steria Group shares, representing approximately 0.02% of the share capital and voting rights of the company.
<b>Executives in common</b>	Sopra Steria Group and Groupe Steria have two directors in common: Mr. Eric Hayat (also Chairman of the Board of Directors of Groupe Steria and Vice-Chairman of Sopra Steria Group), and Ms. Marie-Hélène Rigal-Drogerys.  Mr. François Enaud holds the position of Chief Executive Officer of Sopra Steria Group and Groupe Steria.
Financial statements and valuation methods used to set the terms of the Merger	
<b>Statements of accounts used to set the terms of the Merger</b>	The terms and conditions of the Merger Agreement have been set on the basis of the last individual company financial statements of Sopra Steria Group and Groupe Steria at 31 December 2013.
<b>Valuation methodology</b>	As provided by Regulation No. 2004-01 of the Comité de la Réglementation Comptable on accounting for mergers and comparable operations, as amended, and response No. EC 2012-43 of the Compagnie Nationale des Commissaires aux Comptes on the valuation of transfers within the scope of a merger-absorption that is immediately preceded by a cash purchase of a percentage of securities giving control of the absorbed company to the absorbing company, the parties have agreed to value the transferred assets and liabilities at their actual value, with the Merger following upon the Offer in connection with which Sopra Steria Group acquired the whole of its interest in the share capital of Groupe Steria.

<b>Effective date of the Merger</b>	Pursuant to Article L. 236-4 of the French Commercial Code, the parties have agreed that the Merger will take effect retroactively, for accounting and tax purposes, at 1 January 2014.
<b>Assets and liabilities transferred in the Merger</b>	
<b>Items transferred</b>	<p>The Merger will be carried out in the manner provided in Articles L. 236-1 et seq. and R. 236-1 et seq. of the French Commercial Code.</p> <p>Groupe Steria will transfer to Sopra Steria Group, with the standard de facto and de jure warranties, subject to the fulfilment of the conditions precedent described hereinafter, the whole of its undertaking as it stands at the completion date of the Merger; this will include all the assets, property, rights and securities of Groupe Steria at that date, without exception or reservation, as well as all liabilities and obligations of Groupe Steria at that date, including the assets and liabilities not expressly mentioned in the Merger Agreement.</p> <p>The Merger will entail the complete transfer of Groupe Steria's undertaking (<i>transmission universelle du patrimoine</i>) to Sopra Steria Group and the winding up without liquidation of Groupe Steria at the completion date of the Merger.</p> <p>Sopra Steria Group will become liable to Groupe Steria's creditors in lieu and place of Groupe Steria at the completion date of the Merger, without this substitution constituting a novation in regard to said creditors.</p>
<b>Total amount of the assets transferred by Groupe Steria to Sopra Steria Group</b>	One billion one hundred ninety-six million eight hundred thirty-one thousand one hundred sixty-two euros (€1,196,831,162)
<b>Total amount of the liabilities transferred by Groupe Steria to Sopra Steria Group</b>	Five hundred sixty-three million four hundred forty-eight thousand one hundred forty euros (€563,448,140)
<b>Total amount of the net assets transferred by Groupe Steria to Sopra Steria Group</b>	Six hundred thirty million sixty-eight thousand one hundred eight euros (€630,068,108), after restatement for the dividend paid by Groupe Steria in respect of financial year 2013, which amounted to three million three hundred fourteen thousand nine hundred fourteen euros (€3,314,914)
<b>Exchange ratio for the Merger and consideration for the Merger</b>	
<b>Exchange ratio for the Merger</b>	The exchange ratio offered in connection with the Merger is one (1) Sopra Steria Group share for every four (4) Groupe Steria shares (the "Exchange Ratio").
<b>Description of the methods and criteria used to determine the Exchange Ratio</b>	<p>The Exchange Ratio is identical to the exchange ratio used in the Offer.</p> <p>As described in the Information Memorandum, the Exchange Ratio was determined using a multi-criteria approach based on the usual</p>

	<p>and appropriate methods of valuation for the planned operation, also taking into account the intrinsic features of the digital services sector and the specificities of the two groups:</p> <ul style="list-style-type: none"> <li>– an analysis of the historical share prices and daily volume-weighted average historical share prices of the two groups at 4 April 2014;</li> <li>– an analysis of analysts' price targets covering both groups at 4 April 2014;</li> <li>– a comparison of the valuations implied for both groups using comparable company multiples; and</li> <li>– a comparison of the valuations obtained for both groups using discounted future cash flows.</li> </ul> <p>The Exchange Ratio has been determined as being the ratio of the implied relative values per share of Sopra Steria Group and Groupe Steria, calculated on the basis of the diluted numbers of shares outstanding at 4 April 2014 and on the basis of the adjusting items applied for the passage from the enterprise value to the equity value of both groups at 31 December 2013.</p> <p>Adjusting items applied for the passage from enterprise value to equity value are based on the accounts at 31 December 2013 communicated by the two companies and take into account cash flow generation at 31 December 2013; these items are net of any tax impacts.</p> <p>The payment of a dividend in respect of financial year 2013 was not included in these calculations for Sopra Steria Group and Groupe Steria.</p> <p>The table in the annexes gives a summary of the range of ratios obtained using the different approaches described above.</p> <p>The Exchange Ratio calculations show a premium of 10.4% on the ratio deriving from the application of EBIT 2014E multiples and a premium of 6.6% on the ratio deriving from the application of EBIT 2015E multiples.</p> <p>The assessment of the Exchange Ratio also took into account the potential value creation for all shareholders from the synergies afforded by a tie-up between the two groups. Considering the full effect of the cost synergies on 2016E profit forecasts, the Merger is accretive to earnings per share for the shareholders of both companies.</p> <p>The applied Exchange Ratio provides for the issue of one (1) new Sopra Steria Group share (ex-dividend 2013) for four (4) Groupe Steria shares (ex-dividend 2013).</p> <p>The means of determining this Exchange Ratio are more fully</p>
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	<p>detailed in the Information Memorandum.</p> <p>Moreover, since the Offer, no substantial events have occurred such as to support a different Exchange Ratio from that proposed under said Offer.</p>
<p><b>Consideration for the Merger</b></p>	<p>In accordance with the Exchange Ratio, the share capital of Sopra Steria Group will be increased by seven hundred eighty-six thousand four hundred eighty-nine euros (€786,489), via the issue of seven hundred eighty-six thousand four hundred eighty-nine (786,489) new Sopra Steria Group shares with a par value of one euro (€1) each, allocated in their entirety to the shareholders of Groupe Steria, other than Sopra Steria Group, in proportion to their ownership interest in the share capital.</p> <p>As provided by Article L. 236-3 of the French Commercial Code, there will be no exchange of the thirty million forty thousand five hundred forty-three (30,040,543) Groupe Steria shares held by Sopra Steria Group.</p> <p>The share capital of Sopra Steria Group will then be increased from nineteen million five hundred seventy-four thousand seven hundred twelve euros (€19,574,712) to twenty million three hundred sixty-one thousand two hundred one euros (€20,361,201), it being specified that the definitive amount of the share capital of Sopra Steria Group following the completion of the Merger may vary as a result of any share subscription options issued by Sopra Steria Group being exercised up until the completion date.</p> <p>In the event of a change in the number of Groupe Steria shares held by Sopra Steria Group and/or the number of shares making up the share capital of Groupe Steria, the number of shares to be issued as well as the nominal amount of the resulting capital increase will be adjusted accordingly.</p>
<p><b>Handling of fractional rights</b></p>	<p>As provided by Articles L. 228-6-1 and R. 228-13 of the French Commercial Code, a general sale of the unallocated new Sopra Steria Group shares corresponding to fractional rights will be held at the end of a period of thirty (30) days starting from the latest of the dates on which the whole number of Sopra Steria Group shares allocated in connection with the Merger is registered in the account of the rightholders.</p> <p>The sale of the Sopra Steria Group shares corresponding to fractional rights will be held on the NYSE Euronext Paris market via a centralising bank of Sopra Steria Group's choosing.</p> <p>The centralising bank thus designated will:</p> <ul style="list-style-type: none"> <li>- sell the new unallocated Sopra Steria Group shares issued in connection with the Merger that correspond to fractional rights, and</li> <li>- distribute the net proceeds of the sale among the fractional</li> </ul>

	rightholders in proportion to their rights.
<b>Amount of the Merger Premium (<i>prime de fusion</i>)</b>	<p>The difference between the amount of the portion of the actual value of the net assets transferred corresponding to the Groupe Steria shares not held by Sopra Steria Group (i.e. €59,728,100.42) and the nominal amount of Sopra Steria Group's capital increase pursuant to the Merger (i.e. €786,489) will constitute the amount of the Merger Premium which will be fifty-eight million nine hundred forty-one thousand six hundred eleven euros and forty-two cents (€58,941,611.42), and to which the rights of the Company's existing and new shareholders will apply.</p> <p>The amount of the Merger Premium will be recognised in the Company's equity and liabilities under "Merger Premium" as provided by applicable accounting regulations.</p> <p>In the event of a change in the number of Sopra Steria Group shares to be issued and the amount of the resulting capital increase, the amount of the Merger Premium will be adjusted accordingly.</p>
<b>Amount of the Merger Deficit (<i>mali de fusion</i>)</b>	<p>The difference between the amount of the portion of the actual value of the net assets transferred by Groupe Steria corresponding to the Groupe Steria shares held by Sopra Steria Group (i.e. €570,340,007.58) and the cost price of the Groupe Steria shares held by Sopra Steria Group will constitute the amount of the Merger Deficit which will be twenty-one million two hundred seventy-four thousand five hundred ninety-two euros and eighty cents (€21,274,592.80). The amount of the Merger Deficit will be recognised in Sopra Steria Group's accounts as provided by applicable accounting regulations.</p> <p>In the event of a change in the number of Sopra Steria Group shares to be issued and the amount of the resulting capital increase, the amount of the Merger Deficit will be adjusted accordingly.</p>
<b>Conditions precedent – Completion date</b>	
<b>Conditions precedent</b>	<p>The completion of the Merger and Sopra Steria Group's resulting capital increase are subject to the fulfilment of the following conditions precedent:</p> <ul style="list-style-type: none"> <li>– decision by the AMF noting that it is not necessary to file a public buyout offer (<i>offre publique de retrait</i>) for the shares of Groupe Steria on the basis of Article 236-6 of the AMF's General Regulations;</li> <li>– approval of the Merger by the extraordinary general meeting of shareholders of Groupe Steria (notably including approval of the winding up without liquidation of Groupe Steria and the complete transfer of its undertaking to Sopra Steria Group); and</li> <li>– approval of the Merger by the extraordinary general meeting of shareholders of Sopra Steria Group (notably including the net value of the assets transferred, the Exchange Ratio and Sopra</li> </ul>



	<p>Steria Group's resulting capital increase).</p>
<p><b>Completion date of the Merger</b></p>	<p>Subject to the fulfilment of the abovementioned conditions precedent, the completion date of the Merger is set at 31 December 2014, at the closing balance sheet date of the current financial year.</p> <p>As from the completion date:</p> <ul style="list-style-type: none"> <li>- Sopra Steria Group will be owner of the assets transferred by Groupe Steria in the Merger and will have enjoyment of them;</li> <li>- Sopra Steria Group will be automatically subrogated to all the rights, actions, obligations and commitments of Groupe Steria;</li> <li>- the new Sopra Steria Group shares will be issued as of the completion date and as from that date will be fully equivalent to Sopra Steria Group's existing shares, and will carry the same rights and obligations. These shares will confer entitlement to any distribution made subsequent to their issue, and to the full dividend that will be paid in 2015 in respect of financial year 2014; and</li> <li>- these new shares will all be tradable upon definitive completion of Sopra Steria Group's capital increase as provided by Article L. 228-10 of the French Commercial Code, and their admission for trading will be requested on the NYSE Euronext Paris market at the earliest opportunity.</li> </ul> <p>As provided by Article L. 225-124 of the French Commercial Code, the Sopra Steria Group shares issued as consideration for the Merger and held in registered form will carry double voting rights if the shareholder had such rights in respect of the Groupe Steria shares tendered in exchange. Otherwise, the time period for which the Groupe Steria shares tendered in exchange in connection with the Merger have been registered in the name of the same shareholder will be used to determine qualification for the two-year period required for double voting rights to attach to the Sopra Steria Group shares issued as consideration.</p>
<p><b>Effects of the Merger</b></p>	
<p><b>Winding up without liquidation of Groupe Steria</b></p>	<p>As provided by Article L. 236-3 of the French Commercial Code, Groupe Steria will be automatically wound up at the completion date without liquidation.</p>
<p><b>Effects on Groupe Steria free performance shares</b></p>	<p>Groupe Steria free performance shares that have vested but are still in their holding period at the completion date of the Merger will be exchanged, according to the Exchange Ratio, for new Sopra Steria Group shares, which as provided by Article L. 225-197-1 III of the French Commercial Code will remain subject to the remaining holding period for each of the plans in question as listed in Annex 11 to the Merger Agreement.</p> <p>The rights of the beneficiaries of Groupe Steria free performance</p>

	<p>shares not yet vested will be transferred to Sopra Steria Group shares according to the Exchange Ratio, as provided by Article L. 225-197-1 III of the French Commercial Code.</p> <p>Consequently, the number of Sopra Steria Group shares to which each Groupe Steria free performance share grantee will be entitled under Groupe Steria's free performance share allotment plans will correspond to the number of Groupe Steria shares which he or she could have claimed under those plans, multiplied by the Exchange Ratio, it being specified that (i) the number of shares thus obtained will be rounded up to the nearest whole number, and (ii) the other terms of the free performance share allotment plans will remain unchanged, with the exception of the performance conditions governing the definitive allotment of said shares, which will be adjusted if necessary.</p>																																																																											
<p><b>Diluting effect of the Merger</b></p>	<p>Following the successful completion of the Merger and the other reorganisation operations as described in the first section of this press release, the share capital of Sopra Steria Group will comprise 20,361,201 shares and 26,262,299 voting rights allocated as follows:</p> <table border="1" data-bbox="549 947 1364 1951"> <thead> <tr> <th>Shareholders</th> <th>Shares</th> <th>% share capital</th> <th>Voting rights</th> <th>% voting rights</th> </tr> </thead> <tbody> <tr> <td>Sopra GMT</td> <td>3,334,409</td> <td>16.4</td> <td>6,668,818</td> <td>25.4</td> </tr> <tr> <td>Odin Family</td> <td>242,595</td> <td>1.2</td> <td>485,190</td> <td>1.8</td> </tr> <tr> <td>Pasquier Family</td> <td>131,038</td> <td>0.6</td> <td>261,553</td> <td>1.0</td> </tr> <tr> <td>SEI</td> <td>258,828</td> <td>1.3</td> <td>348,830</td> <td>1.3</td> </tr> <tr> <td>Managers</td> <td>263,630</td> <td>1.3</td> <td>469,281</td> <td>1.8</td> </tr> <tr> <td>Agreement between Sopra GMT, François Odin, Pierre Pasquier and the management</td> <td>4,230,500</td> <td>20.8</td> <td>8,233,672</td> <td>31.4</td> </tr> <tr> <td>Geninfo</td> <td>1,434,700</td> <td>7.0</td> <td>2,869,400</td> <td>10.9</td> </tr> <tr> <td><b>Agreement between Sopra GMT, François Odin, Pierre Pasquier and Geninfo</b></td> <td><b>5,142,742</b></td> <td><b>25.3</b></td> <td><b>10,284,961</b></td> <td><b>39.2</b></td> </tr> <tr> <td>Soderi</td> <td>1</td> <td>-</td> <td>1</td> <td>-</td> </tr> <tr> <td><b>Agreement between Sopra GMT and Soderi</b></td> <td><b>3,334,410</b></td> <td><b>16.4</b></td> <td><b>6,668,819</b></td> <td><b>25.4</b></td> </tr> <tr> <td><b>Total in concert</b></td> <td><b>5,665,201</b></td> <td><b>27.8</b></td> <td><b>11,103,073</b></td> <td><b>42.3</b></td> </tr> <tr> <td>Free float</td> <td>14,696,000</td> <td>72.2</td> <td>15,159,226</td> <td>57.7</td> </tr> <tr> <td>Treasury shares</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> </tr> <tr> <td><b>Total</b></td> <td><b>20,361,201</b></td> <td><b>100</b></td> <td><b>26,262,299</b></td> <td><b>100</b></td> </tr> </tbody> </table>	Shareholders	Shares	% share capital	Voting rights	% voting rights	Sopra GMT	3,334,409	16.4	6,668,818	25.4	Odin Family	242,595	1.2	485,190	1.8	Pasquier Family	131,038	0.6	261,553	1.0	SEI	258,828	1.3	348,830	1.3	Managers	263,630	1.3	469,281	1.8	Agreement between Sopra GMT, François Odin, Pierre Pasquier and the management	4,230,500	20.8	8,233,672	31.4	Geninfo	1,434,700	7.0	2,869,400	10.9	<b>Agreement between Sopra GMT, François Odin, Pierre Pasquier and Geninfo</b>	<b>5,142,742</b>	<b>25.3</b>	<b>10,284,961</b>	<b>39.2</b>	Soderi	1	-	1	-	<b>Agreement between Sopra GMT and Soderi</b>	<b>3,334,410</b>	<b>16.4</b>	<b>6,668,819</b>	<b>25.4</b>	<b>Total in concert</b>	<b>5,665,201</b>	<b>27.8</b>	<b>11,103,073</b>	<b>42.3</b>	Free float	14,696,000	72.2	15,159,226	57.7	Treasury shares	-	-	-	-	<b>Total</b>	<b>20,361,201</b>	<b>100</b>	<b>26,262,299</b>	<b>100</b>
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Free float	14,696,000	72.2	15,159,226	57.7																																																																								
Treasury shares	-	-	-	-																																																																								
<b>Total</b>	<b>20,361,201</b>	<b>100</b>	<b>26,262,299</b>	<b>100</b>																																																																								
<p><b>Consultation with the bondholders of Groupe</b></p>	<p>Groupe Steria's Bondholders' Meeting of 1 December 2014 approved the proposed Merger, as provided by Articles L. 228-65 and L. 236-13</p>																																																																											

<b>Steria</b>	of the French Commercial Code.
<b>Audit of the Merger</b>	
<b>Merger Auditors</b>	By order dated 26 September 2014, the Presiding Judge of the Annecy Commercial Court has appointed Messrs Olivier Grivillers and Olivier Perronet as Merger Auditors.
<b>Reports of the Merger Auditors</b>	<p>The reports of the Merger Auditors state that:</p> <ul style="list-style-type: none"> <li>- the transfers are not overvalued, and the net assets to be transferred by Groupe Steria are at least equal to the amount of the capital increase by Sopra Steria Group plus the Merger Premium; and</li> <li>- the Exchange Ratio is fair.</li> </ul> <p>The Merger Auditors' reports on the terms of the Merger and the value of the transfers have been made available to the shareholders of Sopra Steria Group at the Company's registered office at PAE Les Glaisins, 74940 Annecy-le-Vieux, France and at 6 avenue Kléber, 75016 Paris, France. They are also available on the Sopra Steria Group website (<a href="http://www.sopra.com">www.sopra.com</a>).</p> <p>The report on the value of the transfers will also be filed with clerk's office of the Annecy Commercial Court within the time period required by law.</p>

#### About Sopra Steria Group:

Sopra Steria, the European leader in digital transformation, has one of the most extensive portfolios of offerings available on the market, spanning consulting, systems integration, sales of industry-specific solutions and business process services. It also provides end-to-end solutions to address the core business needs of large companies and organisations, helping them remain competitive and grow. Combining added value, innovative solutions and high-performance services, Sopra Steria excels in guiding its clients through their transformation projects, no matter how complex, and helping them make the most of digital technology.

With 35,000 employees in over 20 countries, in 2013 the Sopra Steria group had pro forma revenue of €3.1 billion.

#### About Groupe Steria:

With 20,000 employees in 16 countries, Steria is a leader in digital services, helping businesses and institutions meet complex IT challenges and deal with issues relating specifically to the sector in which they operate. As a trusted transformation partner with a highly collaborative approach, Steria provides consulting and digital expertise, as well as optimised infrastructures, applications and business process services.

Groupe Steria had revenue of €1.75 billion in 2013. More information at [www.steria.com](http://www.steria.com) and @Steria on Twitter.

#### Contacts:

##### Investor relations

##### Sopra Steria Group

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Annex

Criteria	Implied price per Sopra Steria share (€)	Implied price per Groupe Steria share (€)	Resulting ratio	Resulting premium on Exchange Ratio
<b>Share prices</b>				
Spot prices at 4 April 2014	86.2	15.7	5.5	36.8%
Volume-weighted average price over 1 month	88.7	14.2	6.2	55.9%
Volume-weighted average price over 3 months	84.3	14.8	5.7	42.9%
Volume-weighted average price over 6 months	75.8	14.5	5.2	31.0%
Volume-weighted average price over 1 year	70.7	13.0	5.4	35.5%
Low (12 Months)	54.0	10.5	5.1	28.4%
High (12 Months)	95.5	16.0	6.0	49.1%
<b>Price targets of Analysts</b>				
6 analysts post 2013 Annual Results	92.3	16.6	5.6	38.8%
<b>Application of comparable company multiples</b>				
EV / EBIT 2014	n.a.	n.a.	4.4	10.4%
EV / EBIT 2015	n.a.	n.a.	4.3	6.6%
<b>Discounted cash flow</b>				
High range	97.2	22.0	4.4	10.5%
Low range	83.6	17.3	4.8	20.5%
Middle range	89.9	19.5	4.6	15.2%

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END