

Sopra Group confirms change in ownership structure and spin-off plans for Axway

Paris, 9 December 2009 – Following the meeting of its Board of Directors on 8 December 2009, Sopra Group confirms its earlier announcement of 22 October 2009 concerning the change in its ownership structure and its initiative to spin off Axway.

Sopra Group's ownership structure

In accordance with the agreement made between the shareholders of Sopra GMT, the transactions connected with Caravelle's exit from the capital of Sopra GMT via the acquisition of Sopra Group shares as well as the expiration of the shareholders' agreement concluded between Caravelle and the founders of Sopra Group in 2004 were recorded on 8 December 2009.

In anticipation of the completion of these transactions, a new shareholders' agreement constituting an action in concert was concluded between the founders of Sopra Group (shares held in Sopra GMT and registered shares) and the management team (shares held in Sopra GMT, Sopra Développement¹ and registered shares). As of this writing, the group formed as a result of the action in concert directly holds 33.68% of Sopra Group's share capital and 43.67% of its voting rights. Furthermore, the existing shareholder agreement between Sopra GMT and Geninfo (Société Générale group) continues to apply. As announced, the removal of the double voting rights associated with Sopra Group shares will be submitted for the approval of the next Annual General Meeting of Sopra Group shareholders.

On completion of all the transactions described above, the respective shareholders of Sopra GMT and Sopra Group break down as follows:

Sopra GMT	
Pasquier family	67,31%
Odin family	27,95%
Managers	4,74%
TOTAL	100,00%

Sopra Group	
Sopra GMT	26,59%
Pasquier family	1,41%
Odin family	2,07%
Managers ²	3,61%
Caravelle	14,97%
Geninfo (SG Group)	12,22%
IBI	7,13%
Crédit Agricole	1,00%
Free float	31,00%
TOTAL	100,00%

¹ Company formed by the managers of Sopra Group and Axway.

² Managers of Sopra Group and Sopra Développement in concert with Sopra GMT and its main shareholders.

Axway

During its meeting of 8 December 2009, Sopra Group's Board of Directors confirmed the benefit of spinning off its subsidiary Axway from Sopra Group. The Board decided to pursue preparatory measures for the implementation of such a separation, with the aim of bringing this project to completion by end-2010, unless adverse circumstances dictate otherwise.

Upcoming events

Monday, 15 February 2010 after the market close: publication of full-year revenue and results.

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Forward-looking information

This document contains forecasts in respect of which there are risks and uncertainties concerning the Group's future growth and profitability. The Group highlights the fact that the signature of licence contracts, which often represent investments for clients, are more significant in the second half of the year, and as a result, may lead to more or less favourable impacts on the end-of-year performance.

The actual sequence of events or results may differ from that described in this document, in light of a certain number of risks and uncertainties, as described in the 2008 Reference Document, which was filed with the Autorité des Marchés Financiers (AMF) on 20 April 2009.

About Sopra Group

A leader in the European consulting and IT services market, Sopra Group generated revenue of 1.129 billion euros in 2008 and has a human and intellectual resource potential of over 12,000 people. Thanks to a longstanding culture of excellence and strong sector-specific, functional and technological know-how, the Group offers its clients an end to end approach based on a well-honed business model. Sopra Group's ambition is to allow its clients to focus on transformation projects that will give them a competitive edge and help them drive growth. Sopra Group's savoir-faire encompasses prior strategic reflection through to the supervision and implementation of major systems integration and application outsourcing projects. The Group also pursues the worldwide deployment of its activities in both application integration and business process management through its subsidiary Axway, a leading provider of Collaborative Business Solutions, with a complete range of solutions and services. For more information, please go to our website www.sopragroup.com.

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