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Details on the spin-off and stock market listing of Axway Software

Paris, 13 June 2011

Readers are reminded that Sopra Group's General Meeting of 8 June 2011 approved the exceptional distribution of premiums and reserves in the form of €3.92 in cash as well as one Axway Software share per Sopra Group share, thus carrying out the project to separate and list Axway Software.

On 14 June 2011 the shares of Axway Software will be admitted to trading on the NYSE Euronext regulated market in Paris (Ticker: AXW).

The admission prospectus of Axway Software shares on the NYSE Euronext regulated market in Paris received the approval visa of the Autorité des Marchés Financiers (AMF) dated 29 April 2011 under the number 11-137.

In this regard, readers are reminded that 11,885,135 Sopra Group shares grant the right to the exceptional distribution of premiums and reserves decided at Sopra Group's General Meeting of 8 June 2011.

On this basis:

- the cash distribution amounts to a total of €46,589,729.20 on the basis of €3.92 per Sopra Group share with corresponding distribution rights;
- 11,885,135 Axway Software shares, i.e. 73.73% of the share capital of Axway Software, will be distributed to Sopra Group shareholders, in the ratio of one Axway Software share per Sopra Group share with corresponding distribution rights.

Readers are reminded that Sopra Group will retain a 26.27% stake in the share capital Axway Software, of which 1.26% will be retained on behalf of holders of Sopra Group share subscription options, in accordance with the decision of Sopra Group's Board of Directors.

Tax information concerning the distribution

The cash distribution will be taxed as a dividend.

The distribution of Axway Software shares will be taxed as a dividend in the amount of €8.51 per share distributed.

The difference between the actual value of each Axway Software share distributed and the taxable value will constitute a non-taxable contribution reimbursement in respect of the distribution.

Establishment of the taxable cost price of Axway Software shares

The taxable cost price of Axway Software shares allocated will be equivalent to their actual value at the distribution date. This value must be determined by the shareholders under their own responsibility.

For the distribution of Axway Software shares, Sopra Group has retained a value of €300 million for 100% of the equity of Axway Software. On this basis, the cost price of Axway Software shares would be €18.61 per share.

The taxable cost price calculated in this way should be applied for the purposes of determining capital gains and losses on future sales of Axway Software shares.

Establishment of the taxable cost price of Sopra Group shares

The historic taxable cost price of Sopra Group shares that have benefited from the allocation of one Axway Software share will be reduced by the amount considered to be a non-taxable reimbursement of a contribution in respect of the distribution of Axway Software shares.

The amount of this non-taxable contribution reimbursement is equal to the difference between the actual value of each Axway Software share distributed as determined in the paragraph above and the taxable amount of €8.51 per Axway Software share indicated above. On the basis of a valuation of Axway Software of €300 million, the amount of this non-taxable contribution reimbursement would be equal to €10.10 (18.61-8.51) per Sopra Group share that has benefited from the distribution of Axway Software shares.

The new cost price calculated in this way should be applied for the purposes of determining subsequent capital gains or losses on Sopra Group shares.

Paragraph 26.1.3 of the admission prospectus that received the approval visa from the AMF contains a summary on the tax impact that this distribution is likely to have for Sopra Group shareholders residing in France. Shareholders should contact their tax adviser to assess the tax impact corresponding to their individual case. Moreover, persons residing outside France also have to comply with the tax laws applicable in their country of residence.



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Forward-looking information

This press release and the information it contains does not constitute an offer to the public, to sell or subscribe, nor a solicitation to buy or subscribe to Sopra Group or Axway securities in any state or jurisdiction, nor a favourable vote with a view to approving the distribution described herein. In France, these securities can neither be offered nor sold without a prospectus having been approved by the Autorité des Marchés Financiers. Marketable securities may only be offered for sale or sold in the United States of America following the registration in compliance with the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or under the terms of a registration exemption. Axway shares have not been and shall not be registered under the U.S. Securities Act and neither Sopra Group nor Axway intend to carry out a public offer to sell of its marketable securities in the United States of America.

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About Sopra Group

A leader in the European consulting and IT services market, Sopra Group generated revenue of 1.17 billion euros in 2010 and has a human and intellectual resource potential of over 13,000 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. For more information, please visit our website www.sopragroup.com.

About Axway Software

Axway is the Business Interaction Networks company — the only provider in the market today to manage, run, secure, and monitor all of your business interactions, including email, files, messaging, services, events, and processes. Serving over 11,000 organisations in more than 100 countries, Axway facilitates the multi-enterprise transactions, processes and integration that accelerate business by eliminating the barriers between vendors, customers, departments, partners and suppliers. Axway's comprehensive offerings include business-to-business integration, managed file transfer, secure email, business activity monitoring, enterprise application integration, service-oriented architecture, business process management, track & trace and identity validation solutions. Axway provides professional and managed services, as well as cloud computing and Software-as-a-Service (SaaS) offerings. Headquartered in Phoenix, Arizona, Axway's global presence spans 20 countries.

