



PRESS RELEASE

The description of the 2009 share capital increase of Groupe Steria SCA reserved for employees is established in accordance with articles L 212-4-5° and 212-5-6° of the general regulation of the Autorité des Marchés Financiers (AMF), and with article 14 of the AMF instruction n° 2005-11 of 13 december 2005 and with articles 4.1(e) and 4(2)(f) implementing the Prospectus Directive n° 2003/71/EU.

GRUPE STERIA S.C.A.

2009 SHARE CAPITAL INCREASE RESERVED FOR EMPLOYEES

Groupe Steria SCA (hereinafter "**Groupe Steria SCA**" or the "**Company**") announces the implementation of a share capital increase reserved for former and current employees of the Company and of its affiliated companies within the meaning of article L.3344-1 (former L.444-3) of the French labour code (hereinafter the "**Group**"), members of the Steria Group Employee Savings Plan (PEG) or the Steria Group International Employee Savings Plan (PEGI).

This offer (the "**Offer**") reflects the Group's culture and policy in relation to the employee shareholding. The purpose of this international employee shareholding initiative is to more closely associate employees in the Group (in France and abroad) to the development and the results of the Group as well as to the governance of the Group, by developing their management approach and their commitment to the Group. This share capital increase reserved for employees occurs concomitantly with the offer of existing shares made to employees in the United Kingdom and in India, through a Share Incentive Plan set up under the English law in accordance with its own terms and conditions. On February 22, 2009, the employee shareholding in the Groupe Steria SCA represents 17,3% of the capital share of the Company.

1. **SHARE ISSUER**

Groupe Steria SCA, a French *Société en commandite par actions* with a share capital of €28,641,364, has its registered office at n° 12, rue Paul Dautier – 78140 Vélizy Villacoublay and is registered under the n° RCS Versailles 344 110 655.

Information relating to the Company is available on the website (www.steria.fr/www.steria.com) and in particular in the reference document available on this website.

2. **SCOPE OF ISSUE – REASONS FOR THE OFFERING**

The Combined General Meetings held 6 June 2008 and 29 May 2009 delegated authority to the General Manager, to issue in one or several instalments within the scope of the provisions of Articles L. 225-138 and L. 225-138-1 of the Code de Commerce (French trade laws) and of L. 3332-18 and following (formerly L. 443-5) of the Code du Travail (French labour laws), to issue shares reserved for the employees of the Company and its affiliated companies, within the meaning of Article L. 225-180 of the Code de Commerce, who have joined a company savings plan, limited to a nominal value of 750,000 euros.

The General Manager, using such authority, decided on 25 May 2009 to conduct a new capital increase reserved for the employees of the Group, for the full amount.

Apart from the possibility given employees to become more closely involved in the Group's future performance and potential development this transaction offers employees a project beyond their sole function with the Group. Such a project has an entrepreneurial dimension enabling employees, when they become shareholders, to boost their involvement and play a role in defining and implementing Group strategy.

3. **MAXIMUM NUMBER OF ISSUABLE ORDINARY SHARES**

The maximum nominal amount of Groupe Steria SCA ordinary shares (the "**Shares**") to be issued under the Offer is €750,000.

4. **ADMISSION TO TRADING ON THE REGULATED MARKET**

The admission of the new Shares to trading on the Eurolist market (compartment B) of NYSE Euronext Paris will be requested upon their issuance, scheduled on December 15, 2009.

Upon admission to the Eurolist market (compartment B) of NYSE Euronext Paris, the Shares will be entirely fungible with the shares of the Company already listed on this market and traded on the same trading line under ISIN code FR0000072910.

The Shares subscribed directly or through a French employee mutual fund (FCPE) by the Employees (as defined hereafter in paragraph 10) are locked up during the holding period as described in paragraph 13 below.

5. **TYPE AND CHARACTERISTICS OF THE NEW SHARES**

The new Shares are ordinary shares of the Company of the same class as existing ordinary shares.

The Shares will carry entitlement to dividends as of January 1, 2009 and rights to all distributions decided by the Company as from their issuance, in particular the right to dividends for the financial year of 2009, which may be voted and distributed in 2010.

6. **RIGHTS ASSOCIATED WITH THE NEW SHARES**

According to current French law and the articles of association ("*statuts*") of the Company, the main rights associated with the new Shares are the following:

(a) **Entitlement to dividends (article 19.3 of the articles of association)**

An annual dividend is distributed to shareholders in proportion to their equity holding. This dividend is determined each year by the General Shareholders Meeting.

The amount of the dividend to be distributed to shareholders is fixed depending upon the distributable profit after deduction of a portion reserved to the unlimited shareholder (*associé commandité*).

(b) **Voting rights attached to the Shares (article 9.3 of the articles of association)**

Except for exceptional circumstances as provided by law, each shareholder has the same number of voting rights as fully paid Shares held by him/her.

Double voting rights are granted to each fully paid Share registered under the name of the same shareholder for at least two years.

(c) **Preferential subscription right**

Shareholders are entitled to a preferential subscription right to purchase new Shares, in proportion to the number of Shares held by them, in all share capital increases in cash, unless such right is removed as the result of a decision by the General Shareholders Meeting.

(d) **Right to a share of any excess assets in the event of liquidation (article 9.1 of the articles of association)**

In the event of winding-up or anticipated dissolution of the Company, the remaining net assets, after reimbursement of the nominal value of the Shares, are divided

among the shareholders in proportion to their equity in the share capital of the Company.

7. **SETTING THE SUBSCRIPTION PRICE**

The subscription price (the "**Subscription Price**") of the Shares to be subscribed directly or through a French FCPE by Employees will be equal to the average opening traded price of Groupe Steria SCA shares on Eurolist market (compartment B) of NYSE Euronext Paris over the 20 trading days prior to the decision by the Manager (*Gérance*) of the Company deciding the opening date of the subscription period (the "**Reference Price**"), minus a 20% discount.

8. **TOTAL AMOUNT OF THE OFFER**

The maximum amount of the share capital increase (issue premium included) will correspond to the number of the Shares subscribed directly or through a French FCPE by the employees multiplied by the Subscription Price, being specified that subscriptions may be reduced in accordance with the provisions of paragraph 14 below.

9. **RESERVATION AND CANCELLATION PERIOD**

Employees may subscribe for Shares during a period (the "**Reservation Period**") which is expected to open from October 1, 2009 (inclusive) to October 19, 2009 (inclusive). During this period, the Subscription Price will not yet be known.

After the Subscription Price is set (i.e. expected to be on November 19, 2009), a second period (the "**Reservation Cancellation Period**") will open.

Subscription made by employees during the Reservation Period may be entirely revoked during the "**Reservation Cancellation Period**" between November 20 and November 24, 2009 (inclusive); if no such cancellation is made by the end of November 24, 2009, the subscription is deemed final and irrevocable.

The above-mentioned dates are provided for information purposes and may be subject to modification.

10. **BENEFICIARIES OF THE OFFER**

The beneficiaries of the Offer are (i) employees having an employment contract with one of the entities within the Scope of the Offer on the closing date of the Subscription Period, i.e. November 24, 2009, and having at least 3 months' service on this date, (ii) retired employees (including early-retirement) of one of the entities within the Scope of the Offer holding assets in the Steria Group Employee Saving Plan or Steria Group International Employee Saving Plan and (iii) the corporate officers working for entities within the Scope of the Offer of less than 250 employees (the "**Employees**").

The "**Scope of the Offer**" refers to all subsidiaries of the Company within the group consolidation scope and having its registered office in one of the following countries: Austria, Belgium, Denmark, France, Germany, India, Luxembourg, Norway, Poland, Spain, Sweden, Switzerland and the United Kingdom.

11. **MAXIMUM AND MINIMUM SUBSCRIPTION PER SUBSCRIBER**

The amount of voluntary contributions made by each Employee during the financial year of 2009 under all employees savings plans combined may not exceed one-quarter (25%) of his or her estimated annual gross salary (bonuses included) for 2009.

In the countries where a Multiple Formula is offered, ten times the personal contribution made by the Employee under the Multiple Formula is taken into account in order to determine whether the above-mentioned ceiling is reached.

In addition, for any subscription during the Subscription-Cancellation period, the personal contribution of the Employee under the Classic Formula and Multiple Formula may not exceed 2.5% and 0.25% of his/her gross annual remuneration (bonuses included) for 2009 respectively.

The minimum amount of the subscription under the 2009 Classic Formula or the 2009 Multiple Formula shall be equal to €15 or its equivalent value in foreign currency.

12. **SUBSCRIPTION CURRENCY AND PAYMENT CURRENCY**

Subscriptions are made in euros.

Subscriptions must be paid in euros or in the currency of the country of the subscriber in application of the prevailing exchange rate fixed by the Company prior to the payment of the Subscription Price by the Employees.

13. **LOCK-UP PERIOD ON THE NEW SHARES**

The subscribed Shares (either directly or through a French FCPE) under the Classic Formula will be locked up until July 1, 2014, except for employees subscribers in Belgium, for whom the lock-up period will expire on December 15, 2014.

Shares subscribed under the Multiple Formula through a French FCPE will be locked up until December 15, 2014.

However, Shares subscribed under the Offer may be freely disposed of before the above-mentioned dates upon occurrence of an early release event provided for in article R.3324-22 of the French labor code, subject to limitations or additional early release cases which may be decided in certain countries in compliance with the applicable local laws and regulations.

14. **INVESTMENT FORMULAS**

In order to comply with local regulatory and tax regulations, the Offer will be implemented in the following manner:

- A Classic Formula will be offered to all the countries within the Scope of the Offer, except for India and the United Kingdom (where employees can purchase shares of the Company through a Share Incentive Plan set up under English law), by subscribing for Shares directly or through the Steriactions Relais 2009 FCPE for France and the Steriashares Relais 2009 FCPE for aboard, set up for this purpose and to be merged into the Steriactions and Steriashares compartments of the Groupe Steriactions FCPE; and
- A Multiple Formula will be offered in France, Germany, India, Switzerland and the United Kingdom through the Steria Levier 2009 compartment of the Groupe Steriactions FCPE.

15. **PROCEDURE FOR REDUCING SUBSCRIPTIONS**

The amount of individual subscriptions in France and abroad can be reduced if the sum of the subscription orders received under the Offer (and multiplied by 10 for the Multiple Formula) exceeds the maximum authorized amount of the share capital increased. The Multiple Formula would be reduced first in order to comply with the ceiling of 600,000 Shares. The Classic Formula will only be reduced in the event the global ceiling of 750,000 Shares is exceeded. The subscription will be reduced by reducing the highest orders in order to achieve the authorized ceilings.

16. INDICATIVE OFFER SCHEDULE

The Reservation Period is open from October 1, 2009 (inclusive) through October 19, 2009 (inclusive).

The Subscription Price is planned to be fixed on November 19, 2009.

The Reservation-Cancellation Period should be open from November 20 to November 24, 2009.

These dates are communicated for information purposes and may be modified as the result of a decision by the General Manager (*Gérance*).

17. CORPORATE AUTHORIZATIONS

The Shares capital increase described above has been authorized by the Mixed General Shareholders Meetings of June 6, 2008 and May 29, 2009 and decided by the Manager on August 25, 2009.

Employees subscribing for Shares through a French FCPE are invited to refer to the information notices and rules of the Groupe Steriactions FCPE, Steriactions Relais 2009 FCPE and/or Steriashares Relais 2009 FCPE for additional information.

Neither Steria Groupe SCA nor any employer is giving investment advice with respect to this Offer. Investing is a personal decision that must be made by each employee, taking into account his/her financial resources, investment goals, personal tax situation and any other investment alternatives available. In view of this, Employees are encouraged to consider the diversification of their investment portfolio to ensure that the risk that they assume is not unduly concentrated on any single investment.

18. HEDGINGS OPERATION IN RELATION TO THE IMPLEMENTATION OF THE OFFER

The underlying financial mechanism of the Multiple Formula requires to carry out hedging operations on the market during the period determined for the setting of the Subscription price and for the purposes of adjustment during the whole operation.

19. SPECIFIC DISCLAIMER FOR OFFER ABOARD

The Offer is a private offer reserved for eligible employees of the Steria Group. This document does not constitute an offer to sale or a solicitation for the subscription of securities.

20. CONTACT FOR THE BENEFICIARIES OF THE OFFER

For any inquiries concerning the Offer, the beneficiaries can refer to the intranet or contact their head of Human Resources.