



SOPRA - STERIA TIE-UP

A unique opportunity for Steria shareholders to contribute to the creation of a digital services leader

Paris, France, 30 June 2014 - Sopra (NYSE Euronext: SOP) and Steria (NYSE Euronext: RIA) have announced that their proposed tie-up is making very good progress, in line with the schedule they set. A major new milestone was achieved on 24 June 2014 when the AMF issued its compliance ruling on the Public Exchange Offer (“OPE”) and approved Sopra’s Information Memorandum (AMF visa no. 14-322) as well as Steria’s Memorandum in Response (AMF visa no. 14-323).

Since 26 June 2014 (the opening date of the OPE), Steria’s shareholders have had the opportunity to contribute to the creation of a European digital services leader by tendering their shares to the OPE before its closing date, which will be finalised by the AMF after Sopra obtains antitrust approval from the European Commission.

The OPE is also subject to the condition that Steria shares representing at least 60% of the share capital and voting rights of Steria at the closing date of the OPE are tendered to the offer.

Since the announcement of the proposed tie-up:

- at their Extraordinary General Meeting of 3 June 2014, the shareholders of Soderi, currently Steria’s general partner (*associé commandité*), voted 98.5% in favour of the resolutions allowing Soderi’s Articles of Association to be adapted to the governance of the future combined entity, Sopra Steria Group, thus expressing their overwhelming support for the project;
- at their Combined General Meeting of 27 June 2014, the shareholders of Sopra expressed their support for the project by voting predominantly (over 98%) in favour of the specific resolutions relating to the OPE.

As a reminder, the new group would have combined revenue of €3.1bn (based on 2013 pro forma) and locations in 24 countries, boasting over 35,000 professionals at the service of major international clients. This tie-up would create one of the most complete offering portfolios available on the market, thanks in particular to highly complementary business activities and geographies.

Indicative timetable for the OPE

- Since 26 June 2014: OPE open to shareholders
- 30 July 2014: closing of the OPE*
- 12 August 2014: settlement-delivery of the shares tendered

*The AMF and Euronext Paris will publish the finalised OPE timetable as soon as the European Commission issues its antitrust approval for the tie-up transaction.



As previously indicated, Sopra and Steria will publish their interim results on 25 July 2014 before the opening of trading.

How can shareholders tender their shares to the OPE?

Information on the OPE is available on the websites of Steria (<http://investisseurs.steria.com>) and Sopra (www.sopra.com/soprasteria), as well as the website of the AMF (www.amf-france.org).

There are two ways for Steria shareholders to tender their shares depending on the form in which their shares are held:

- Shareholders with shares in bearer or administered registered form (i.e. registered in an account held with a financial intermediary): before the OPE closing date at the latest, you must submit to your financial intermediary an *ordre d'apport* (tender order) for the OPE, which must comply with the template that your financial intermediary gives you;
- Shareholders with shares in pure registered form: you must return the *bulletin de participation* (ballot) which you will receive by post, indicating that you wish to tender your shares to the OPE. Your Steria shares will then be converted to administered registered form so that you can participate in the OPE.

A free phone number is available for Steria shareholders for all questions relating to the offer: 0800 91 72 24.

This press release has been disseminated for information purposes only and does not constitute and should not be construed as constituting an offer to acquire Steria or Sopra shares. The OPE is being carried out exclusively in France and participation in the OPE is subject to legal restrictions outside France. This press release is therefore not intended to be disseminated in countries other than France and it is not addressed, directly or indirectly, to persons subject to such restrictions. Sopra and Steria disclaim all liability in the event of a breach by any person of these legal restrictions applicable outside France.

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